

**DATE:** [Insert Date]

**TO:**

[Name of Counterparty/Borrower]

[Address Line 1]

[Address Line 2]

**ATTENTION:** [Name/Department]

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**RE: NOTICE OF BREACH OF CHANGE OF CONTROL COVENANT**

Dear [Name],

We refer to the [Name of Agreement, e.g., Loan Agreement / Service Contract] dated [Date of Agreement] (the "Agreement") between [Name of Party A] and [Name of Party B].

Pursuant to Section [Insert Section Number] of the Agreement, [Name of Party B] is required to [provide prior notice / obtain written consent] regarding any Change of Control, as defined therein.

We have become aware that a Change of Control occurred on or about [Date of Event] involving [Description of the transaction, e.g., the acquisition of X% of shares by Y Entity].

This event constitutes a formal breach of the Change of Control covenant because:

- [Reason 1: Failure to provide required notice]
- [Reason 2: Failure to obtain prior written consent]
- [Reason 3: Failure to comply with post-closing requirements]

As a result of this breach, an Event of Default [has occurred / may occur] under the terms of the Agreement. We hereby reserve all our rights, powers, and remedies available under the Agreement and applicable law, including but not limited to the right to:

- Terminate the Agreement;
- Accelerate all outstanding payments;
- Seek indemnification for losses resulting from this breach.

Please provide a written explanation regarding this breach and your proposed plan for remediation no later than [Insert Date].

This letter is sent without prejudice to any other rights or remedies we may have.

Sincerely,

[Signature]

[Name of Sender]

[Title]

[Company Name]