

[Company Letterhead]

[Date]

[Buyer Name/Entity]

[Address]

[City, State, Zip Code]

RE: Representation Letter Regarding Prospective Financial Information

Dear [Name],

In connection with the proposed [Merger/Acquisition] between [Company Name] (the "Company") and [Buyer Name], we are providing this letter regarding the prospective financial information, including forecasts, projections, and budgets (collectively, the "Projections") delivered to you on [Date].

We confirm, to the best of our knowledge and belief, the following representations:

1. **Basis of Preparation:** The Projections have been prepared by management in good faith based on assumptions that were reasonable at the time of preparation.
2. **Accounting Consistency:** The Projections have been prepared using accounting policies consistent with the Company's historical financial statements, except as otherwise disclosed.
3. **Significant Assumptions:** We have disclosed to you all significant assumptions used in the preparation of the Projections. These assumptions reflect management's current judgment regarding future economic and operating conditions.
4. **Completeness of Information:** We have made available all relevant financial records and related data that could significantly affect the validity of the Projections.
5. **No Material Changes:** Since the date of the Projections, there have been no material changes in the Company's business operations or financial position that would render the Projections misleading.
6. **Nature of Projections:** We acknowledge that the Projections are based on estimates of future events and that actual results may differ materially from those projected. No guarantee is made that any specific result will be achieved.

This letter is intended solely for your use in evaluating the proposed transaction and may not be relied upon by any other party.

Sincerely,

[Signature]

[Name of Chief Executive Officer]

[Title]

[Signature]

[Name of Chief Financial Officer]

[Title]