



**TARLOW BREED
HART & RODGERS, P.C.**
Counsellors at Law

Letters of Intent: The End of the Beginning - the Beginning of the End

By Michael J. Radin, Esq.

**Tarlow Breed Hart & Rodgers, P.C.
101 Huntington Avenue, Suite 500
Boston, MA 02199**

**Telephone: (617) 218-2000 | Fax: (617) 261-7673
Email: mradin@tbhr-law.com**



What they are – two levels

business functions

bridge between general discussions and formal agreements

Identify key understandings – e.g. deal pricing parameters

legal functions

basic description of transaction

outline of the processes ahead – due diligence, key assumptions

(e.g., key personnel, technology, contracts, customers, consents)



What they are not

not complete

representations warranties,
disclosure schedules
purchase price allocation
indemnities

not intended to be binding (*except* specific
sections specifically referenced)



Key Considerations

what parts are binding


confidentiality

closing conditions – mutually acceptable terms

Big Mac

termination

no shop clauses



Take aways

- Key issues should be identified
- Be thoughtful – identify essential drivers
 - Key technology?
 - Key people?
 - Key customers?