

**"NO-SHOP" LETTER AGREEMENT**

\_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_ [date]

Name:

Address:

Dear Sir/Madam:

We refer to the letterhead memorandum ("ABC"), on the one hand, and XYZ, on the other hand, in connection with the stock of XYZ's

This letter is intended to confirm the condition of our further discussions and negotiations on the basis that, so long as discussions concerning the proposed acquisition of XYZ relating to the interests in question from, or take any action with respect to the interests in question to the attention of the undersigned in or be a party to negotiations relating to the acquisition of XYZ.

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Please contact the undersigned by return copy of this letter below and returning to the undersigned at the address set forth below.

Very truly yours,

ABC Inc.

By: \_\_\_\_\_

Its: \_\_\_\_\_

Agreed: \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_ [date]

By: \_\_\_\_\_

Individually and as authorized representative, and for and on behalf of, XYZ Inc.

