



Letter of Intent-Share Purchase/Sale

Following the successful negotiations with the prospect, you may wish to summarize the proposed terms of the transaction in the Letter of Intent. The Letter of Intent is the next logical step after the negotiations and the letter serves as a blueprint for the lawyers to prepare the documentation.

Illustration

Dr. Vendor
1000 Main Street
Anytown, BC V9R 6R1

August 10, 2004

Dr. Purchaser
200 Tracy Lane
Anycity, BC V4S 2K3

Dear Dr. Purchaser

RE: Sale of Dental Practice

Following our discussions, I am writing to set out the basic terms and conditions upon which I will be prepared to sell the dental assets and goodwill of my dental practice.

Those basic terms and conditions are as follows:

1. **Sale of Dental Practice.** I will sell 100% of the shares and shareholder's loan of Dr. Vendor Inc., which will include the following assets: