



Notice of Exercise of Right of First Refusal

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NOTICE OF EXERCISE OF RIGHT OF FIRST REFUSAL

Now comes [NAME OF STOCKHOLDER] (the "**Stockholder**") as of [DATE], and exercises the right of first refusal granted to [HIM/HER/IT] pursuant to [NAME OF AGREEMENT], dated [DATE] (the "**Agreement**"), the [TYPE OF STOCK] owned by [NAME OF SELLING STOCKHOLDER] ("**Seller**"). The Purchaser agrees to all terms and conditions in the Agreement.

The Seller reserves the right as provided under the Agreement, to complete the transaction by closing within [NUMBER] days from [DATE] (the "**Notice Date**"), on the terms stated in the Contract [as modified by this Notice].

The Agreement is attached hereto and made a part hereof to evidence the Commission's acceptance of its terms as modified. Seller shall execute this document below and the attachment to indicate receipt and acceptance.

PURCHASER:

By: _____
Its:

RECEIVED AND ACCEPTED:

By: _____
Its: