[DATE]

[NAME AND ADDRESS]

**Notice of Material Change under [NAME OF AGREEMENT]**

Dear [ADDRESSEE],

Reference is made to the [NAME OF AGREEMENT], dated [DATE], between [LEGAL NAME OF YOUR PARTY] (“**we**” or “**our**”) and [LEGAL NAME OF OTHER PARTY] (“**you**” or “**your**”) (the “**Agreement**”). Unless otherwise defined, capitalized terms in this letter shall have the meanings assigned in the Agreement.

We are writing to notify you of a material change that impacts the terms and performance of the Agreement. Specifically, [*DESCRIPTION OF MATERIAL CHANGE, e.g., changes in law, operational disruptions, or unforeseen circumstances*] occurring on or about [DATE] has [*DESCRIBE IMPACT, e.g., affected the ability to meet contractual obligations, altered the scope of services, or required adjustments to timelines*].

In light of this change, we request that you:

1. [*SPECIFIC ACTION REQUIRED, e.g., review and agree to a proposed amendment, provide clarification, or participate in a meeting to discuss next steps*].
2. Provide your response regarding this matter no later than [DATE].

Please direct any questions or responses to [NAME], [TITLE], at [EMAIL ADDRESS/PHONE NUMBER].

This notice is issued without prejudice to any of our rights or remedies, all of which are expressly reserved.

Yours truly,

[LEGAL NAME OF YOUR PARTY]

By: …………………………..

Name: [NAME]

Title: [TITLE]