[On Company Letterhead of PARTY 2]

[PARTY 1]

[ADDRESS]

[DATE]

Dear [PARTY 1],

**Response to Notice to Remedy Breach / [TITLE OF NOTICE RECEIVED]**

1. This letter responds to your notice to us dated [DATE] (the “**Notice**”). A copy of the Notice is attached.
2. The Notice alleges a breach of the agreement dated [DATE] between you and us (the “**Agreement**”). A copy of the Agreement is attached for reference.
3. Any terms used but not defined in this letter carry the same meaning as defined in the Agreement.
4. [*We do not agree that a breach has occurred as stated in the Notice*.] OR [*Certain breaches may have occurred, but not in the manner or scope alleged in the Notice.*] OR [*We do not fully agree with the remedial actions suggested in the Notice*.]
5. Our full response to the Notice is provided below:
	1. [First Alleged Breach]
	We do not accept that we are in breach of Section [NUMBER] / [*We accept that that [PARTY 2] is in breach of Section [NUMBER]], though not in the manner alleged in the Notice*].
* Disagreement: [*Outline the extent of disagreement, with reasons for differing from the allegations.*]
* Remedial Action: Action has been taken[/*is proposed to be taken*] by [DATE]] to address this issue as follows: [*Insert relevant details*].
	1. [Next Alleged Breach]

We do not accept that we are in breach of Section [NUMBER] / [*We accept that that [PARTY 2] is in breach of Section [NUMBER]], though not in the manner alleged in the Notice*].

* Disagreement: [*Outline the extent of disagreement, with reasons for differing from the allegations*.]
* Remedial Action: Action has been taken[/*is proposed to be taken*] by [DATE]] to address this issue as follows: [*Insert relevant details*].
1. Withdrawal or Acceptance

For the reasons outlined above, and in accordance with Section [NUMBER], we request that you withdraw the Notice / accept the position and proposals set forth in Paragraph 5 above.

1. Response Timeline

If you disagree with any part of this letter, we expect your response in accordance with Section [NUMBER] no later than [DATE].

1. Discussion of Losses

If you believe you have incurred any loss resulting from the accepted/[*alleged*] breach[es], we propose a meeting at the earliest convenience to resolve the matter. Please note that this proposal does not constitute an admission of liability on our part.

1. Reservation of Rights

We reserve all rights and remedies under the Agreement.

[We also believe the following breaches [*may have occurred/have occurred*]: [DETAILS]. This matter is under further investigation, and we are considering next steps. By providing this response, we are not affirming the Agreement or waiving any rights.

1. Acknowledgment

Please acknowledge receipt of this letter by signing and returning the enclosed copy.

[SIGNATURE PAGE FOLLOWS]

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature for and on behalf of [SENDER]

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Printed Name

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date

We acknowledge receipt of this letter.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature for and on behalf of [RECIPIENT]

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Printed Name

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date