[DATE]

[NAME AND ADDRESS]

**Counteroffer to Proposed Contract Terms**

Dear [ADDRESSEE],

Reference is made to your proposed contract terms dated [DATE] (the “**Proposal**”), regarding the [NAME OF AGREEMENT] between [LEGAL NAME OF YOUR PARTY] (“**we**” or “**our**”) and [LEGAL NAME OF OTHER PARTY] (“**you**” or “**your**”). We appreciate your efforts in outlining the proposed terms and value the opportunity to collaborate.

After a thorough review, we would like to propose the following modifications to certain sections of the Proposal to ensure mutual alignment:

1. **Section [NUMBER]:** [*Briefly describe proposed modification, e.g., “Adjusting payment terms to 45 days from the date of invoice to better align with internal processing cycles.”*]
2. **Section [NUMBER]:** [*Briefly describe proposed modification, e.g., “Modifying the scope of confidentiality obligations to include specific exceptions for disclosures required by law.”*]
3. **Section [NUMBER]:** [*Briefly describe proposed modification, e.g., “Revising the delivery schedule to account for anticipated supply chain delays.”*]

We believe these adjustments are necessary to address *[specific reasons, e.g., operational concerns, compliance requirements, or ensuring equitable obligations*]. Our goal is to finalize an agreement that serves both parties’ interests effectively.

Please review these proposed changes and let us know if you have any questions or further suggestions. We are open to discussing these points in more detail and working collaboratively to reach an agreement.

Please direct any questions or responses to [NAME], [TITLE], at [EMAIL ADDRESS/PHONE NUMBER]. We look forward to your feedback by [DATE] to continue moving forward productively.

**Yours truly**,

[LEGAL NAME OF YOUR PARTY]

By: …………………………..

Name: [NAME]

Title: [TITLE]