

**LETTER TO COMPANY OR PURCHASER OF COMPANY-
FINAL DRAFT OF CITY OF LONDON LAW SOCIETY LAND
LAW COMMITTEE CERTIFICATE OF TITLE (EIGHTH
EDITION 2023)**

This is the second of two letters which may be sent by the solicitors giving the Certificate to the Company or the purchaser of the Company¹ as the case may be, requesting relevant information and confirmations to enable the solicitors to prepare and issue the Certificate.

This letter may be sent with the final draft of the Certificate, which is highlighted to show the changes from the version previously seen by the Company/purchaser. This letter requires the confirmation of the Company/purchaser, that the information contained in the final draft of the Certificate (which will include any disclosures) is true and accurate in all respects.

The first letter, which can be found in the Precedent Documents section (under Certificate of title and related documents) of the City of London Law Society's website, may be sent with the first draft of the Certificate and gives the Company/purchaser the opportunity to highlight points in the Certificate which it cannot confirm and certain other information.

With both forms of letter, in the case of the Company purchasing the Property from the Seller, or the shares in the Company that owns the Property being purchased from the Seller, it is appreciated that the Seller or the Seller's solicitors and its other advisers or agents are the primary source of knowledge and information about the Property and the Company/purchaser may have little information. However, the certificate requires the solicitors giving the Certificate to obtain

¹ Where the shares in the Company that owns the Property are being purchased from the Seller as part of completion of the Transaction

the confirmations in the letters from the Company/purchaser and if they cannot be provided, the Company/purchaser should highlight this when they countersign the duplicate of the letters.

There is no obligation to use these letters. Solicitors may wish to obtain the required information and confirmations from the Company/purchaser using other documentation, such as questionnaires or other types of enquiries.

These letters will need to be amended where a company in the same group of companies as the Company/purchaser provides documents or information to the solicitors.

Please ensure this italicised wording is removed before sending this letter out.

The Directors

[Name and address of [Company]/[the purchaser of the Company²]] ("[Company]/Purchaser")

[Date] _____

Dear Directors

CERTIFICATE OF TITLE RELATING TO [_____] ("Property")

We previously sent you a draft of the certificate of title in respect of the Property and a letter requesting you to:

- confirm that to the best of the knowledge, information and belief of the [Company]/Purchaser, the information contained in the draft certificate is true and accurate in all respects; and
- provide further confirmation as to certain specific points in the letter.

You kindly provided the confirmations requested [with certain exceptions which we have reflected in the final draft of the certificate].

[You also kindly provided information about the location of access points to the Property [and certain changes of use and the carrying out of certain works].]

The terms of the certificate require us to obtain confirmation from the [Company]/[Purchaser] within the five working days before the date of the certificate that to the best of the knowledge, information and belief of the [Company]/[Purchaser], the information contained in the final draft of the certificate is true and accurate in all respects.

[Since [the Company will be purchasing the Property]/[the shares in the Company that owns the Property are being purchased] from the Seller (as defined in the certificate), we appreciate that the Seller or the Seller's solicitors and its other advisers or agents are the primary source of knowledge and information about the Property, but the certificate nevertheless requires us to obtain the confirmations in this letter from you.]

We therefore enclose the final draft of the certificate and we have highlighted any changes from the draft previously sent to you. Please can you confirm, by countersigning the enclosed duplicate of this letter, that to the best of the knowledge, information and belief of the [Company]/[Purchaser], the information contained in the final draft of the certificate is true and accurate in all respects.

² Use "the purchaser of the Company" and "Purchaser" throughout this letter where the shares in the Company that owns the Property are being purchased from the Seller as part of completion of the Transaction

Yours faithfully

[LAW FIRM SIGNATURE]

On duplicate

We acknowledge receipt of the original of the above letter together with the final draft certificate of title referred to. We confirm that to the best of our knowledge, information and belief, the information contained in the final draft of the certificate is true and accurate in all respects.

.....

Director for [NAME OF COMPANY/PURCHASER]

Dated this ____ day of _____ 20[].