[DATE]

[PURCHASER]

[ADDRESS]

Attn: [PURCHASER REP NAME]

Subject:        Acknowledgement Letter for Purchase Order No. [#]

Reference:    (a) [PURCHASER] Purchase Order No. [#]

Enclosures:   [SELLER] Terms and Conditions

[MR/MRS/MS] [PURCHASER REP LAST NAME],

[SELLER] hereby acknowledges receipt of the Reference (a) purchase order (or “PO”).  We are excited about the prospect of working with [PURCHASER] and delivering the products ordered, but cannot confirm acceptance of the order and its referenced terms and conditions without resolution of the below exceptions.  Specifically, Seller expressly does not agree with the following terms and conditions contained in the PO and suggests the alternative language below.

We recommend settling the above items as soon as possible so as to not impact the “need date” [PURCHASER] has identified in the referenced purchase order.  If our alternative language proposed above is acceptable, please sign in the space provided in this Acknowledgement Letter below indicating [PURCHASER]’s acceptance of the terms and conditions of purchase, as changed per this Acknowledgement Letter.

PandaTip: The following sentence is typical of a purchase order acknowledgement, but you should know that it may have little legal weight in the event of dispute over what the terms of the contract are.  It will depend on the laws governing the transaction, but the courts may determine that by continuing performance under the purchase order, you have, by performance, accepted the terms contained in the purchase order.  What you have created in your acknowledgement letter is a “Battle of Forms.”

If we do not receive a response, we will assume that the above changes are agreed, and we will proceed with fulfillment of the order under these changed terms.

We appreciate your business and thank you for the opportunity.

Sincerely,

[SELLER REP NAME]

[SELLER]

ACCEPTANCE OF CHANGED TERMS ABOVE:

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

[PURCHASER REP NAME]                      DATE

[PURCHASER]