

[Date]

[Payor Name]

[Payor Address]

[City, State, Zip Code]

Re: Engagement of [Consultant/Service Provider Name] regarding [Project/Portfolio Company Name]

Dear [Payor Contact Name],

This Third-Party Payor Engagement Letter ("Letter") confirms the agreement between [Venture Capital Firm Name] ("Investor") and [Payor Name] ("Payor") regarding the payment of fees and expenses for services provided by [Consultant/Service Provider Name] ("Consultant").

1. Engagement. Investor has engaged Consultant to provide [Description of Services, e.g., technical due diligence, market analysis, or legal review] in connection with [Portfolio Company Name].

2. Payment Obligation. Payor hereby agrees to be responsible for the direct payment of all professional fees, out-of-pocket expenses, and applicable taxes invoiced by Consultant in relation to this engagement. The estimated budget for these services is \$[Amount], which shall not be exceeded without prior written consent from Payor.

3. Relationship of Parties. Payor acknowledges that Investor is the recipient of the services and the primary client of Consultant. Payor's role is strictly limited to that of a third-party payor. Payment by Payor does not create an attorney-client or fiduciary relationship between Consultant and Payor, nor does it grant Payor any rights to the work product produced by Consultant unless otherwise agreed in writing by Investor.

4. Invoicing. Consultant shall submit all invoices directly to Payor at [Payor Email/Address] with a copy sent to Investor. Payor agrees to remit payment within [Number] days of receipt of an invoice.

5. Confidentiality. Payor agrees to maintain the confidentiality of the terms of this engagement and any sensitive information disclosed during the billing process.

Please acknowledge your agreement to these terms by signing below.

Sincerely,

[Venture Capital Firm Name]

By: [Name/Title]

AGREED AND ACCEPTED:

[Payor Name]

By: [Name/Title]
Date: _____