

[Date]

[Client Name]

[Client Address]

[City, State, Zip Code]

Re: Engagement of Local Counsel - Project [Project Name/Merger Name]

Dear [Client Contact Name],

This letter confirms the engagement of [Local Law Firm Name] ("Local Counsel") by [Client Name] ("the Client") to act as local counsel in the jurisdiction of [Jurisdiction Name] regarding the proposed merger between [Company A] and [Company B].

1. Scope of Services

The scope of our services is limited to providing legal advice on the laws of [Jurisdiction Name] as they pertain to the merger, which may include:

- Reviewing transaction documents for compliance with local laws.
- Providing legal opinions regarding corporate standing and authorization.
- Assisting with local regulatory or anti-trust filings.
- Advising on local employment, tax, or real estate implications.

2. Lead Counsel Coordination

We understand that [Lead Law Firm Name] is acting as lead transaction counsel. We will coordinate our efforts with them and rely on their instructions unless otherwise directed by the Client.

3. Fees and Expenses

Our professional fees will be based on [hourly rates / a fixed fee of Amount]. The Client will also be responsible for out-of-pocket expenses such as filing fees, courier charges, and search fees. Invoices will be issued [monthly/upon completion].

4. Conflicts of Interest

Based on the information provided, we have performed a conflict check and confirmed that we are not currently representing any party whose interests are adverse to the Client in this specific matter.

5. Term and Termination

Either party may terminate this engagement at any time upon written notice. Upon termination, the Client remains responsible for all fees and expenses incurred up to the date of termination.

Please indicate your acceptance of these terms by signing and returning a copy of this letter.

Sincerely,

[Partner Name]
[Local Law Firm Name]

Agreed and Accepted:

Signature: _____

Name: [Authorized Signatory Name]

Title: [Title]

Date: [Date]