

<div>

<h3>Governing Law and Jurisdiction</h3>

<p>

This Engagement Letter, and all claims or causes of action (whether in contract, tort, or statute) that may be based upon, arise out of, or relate to this engagement or the negotiation, execution, or performance of this agreement, shall be governed by, and enforced in accordance with, the internal laws of the [State/Country], without regard to its conflicts of laws principles.

</p>

<p>

Any legal action, suit, or proceeding arising out of or relating to this engagement shall be instituted exclusively in the federal or state courts located in [City, County/State]. Each party hereby irrevocably submits to the personal jurisdiction of such courts and waives any objection to the laying of venue therein or the convenience of the forum.

</p>

</div>