

[Date]

[Law Firm Name]

[Attorney Name]

[Address]

[City, State, Zip]

## **RE: Letter of Intent for Legal Representation - Series A Preferred Stock Financing**

Dear [Attorney Name],

This Letter of Intent ("LOI") confirms the intent of [Company Name] (the "Company") to engage [Law Firm Name] (the "Firm") to provide legal services in connection with the Company's proposed Series A Preferred Stock financing round (the "Transaction").

### **1. Scope of Services**

The Firm shall provide legal counsel including, but not limited to:

- Preparation and negotiation of the Term Sheet.
- Drafting and amendment of the Certificate of Incorporation.
- Drafting of Stock Purchase Agreements, Investors' Rights Agreements, Right of First Refusal, and Co-Sale Agreements.
- Management of the closing process and legal due diligence.
- Required blue sky filings and corporate authorizations.

### **2. Fee Arrangement**

The parties agree to the following fee structure: [Select one: Fixed Fee / Capped Fee / Hourly Basis]. The Company agrees to pay a retainer of \$[Amount] upon execution of the formal engagement letter.

### **3. Term and Termination**

This engagement shall commence on [Start Date] and continue until the closing of the Transaction, unless terminated earlier by either party with [Number] days' written notice.

### **4. Confidentiality**

The Firm agrees to maintain the confidentiality of all non-public information provided by the Company during the course of the representation.

### **5. Governing Law**

This LOI shall be governed by the laws of the State of [State].

### **6. Non-Binding Nature**

Except for the provisions regarding confidentiality and governing law, this LOI is intended to be a non-binding expression of intent and shall be superseded by a formal Engagement Agreement.

If these terms are acceptable, please sign and return a copy of this letter.

Sincerely,

[Your Name]

[Your Title]

[Company Name]

**Accepted and Agreed:**

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[Attorney Signature]

[Date]