

[Date]

[Managing Partner Name]

[Law Firm Name]

[Address]

[City, State, Zip]

**RE: Letter of Intent for Strategic Legal Partnership and Series A Financing Support**

Dear [Partner Name],

This Letter of Intent ("LOI") outlines the proposed terms for a strategic partnership between [Company Name] (the "Company") and [Law Firm Name] (the "Firm"). The Company is currently preparing for its Series A financing round and seeks to engage the Firm as its primary outside counsel.

**1. Scope of Services:** The Firm will provide comprehensive legal support, including but not limited to:

- Series A term sheet negotiation and closing documentation.
- Corporate governance and board advisory.
- Intellectual property protection and strategy.
- Employment law and equity incentive plan management.
- Regulatory compliance and commercial contract review.

**2. Strategic Alignment & Fee Structure:** To align the Firm's interests with the Company's growth, the following fee arrangement is proposed:

- **Fee Deferral:** A portion of legal fees incurred prior to the Series A closing will be deferred until the successful completion of the round.
- **Equity Participation:** In consideration for strategic advisory services, the Company proposes to grant the Firm (or its designated investment vehicle) the right to participate in the Series A round or receive a warrant for [Percentage]% of the fully diluted equity.
- **Fixed Fee Caps:** Specific components of the Series A closing will be subject to a mutually agreed-upon fee cap.

**3. Term and Termination:** This partnership shall remain in effect until the conclusion of the Series A financing, unless terminated earlier by either party with [Number] days' written notice.

**4. Confidentiality:** Both parties agree to maintain the confidentiality of all proprietary information exchanged during the course of this engagement.

**5. Non-Binding Nature:** Except for the provisions regarding confidentiality and governing law, this LOI is a statement of intent and does not create a legally binding obligation on either party until a formal Engagement Letter is signed.

If these terms are acceptable, please sign below to indicate your intent to proceed with the formal engagement process.

Sincerely,

**[Your Name]**  
**[Your Title]**  
**[Company Name]**

**Agreed and Accepted:**

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**[Name of Law Firm Representative]**  
**[Title]**  
**[Date]**