[Law Firm Letterhead]

[Date]

[Managing Underwriter Name]
[Investment Bank Name]
[Address]
[City, State, Zip Code]

Re: Letter of Intent for Legal Representation regarding the Initial Public Offering of [Issuer Name]

Dear [Contact Name],

This Letter of Intent ("Letter") confirms the engagement of [Law Firm Name] ("Counsel") to act as legal counsel to [Underwriter Name] and any other members of the underwriting syndicate (collectively, the "Underwriters") in connection with the proposed initial public offering (the "IPO") of the common stock of [Issuer Name] (the "Company").

1. Scope of Services
Counsel shall perform all legal services customary for underwriter's counsel in an IPO, including but not limited to:

- Conducting legal due diligence on the Company;
- Reviewing and commenting on the Registration Statement filed with the SEC;
- Drafting and negotiating the Underwriting Agreement;
- Reviewing the Agreement Among Underwriters and Selected Dealers Agreement;
- Issuing a legal opinion and a 10b-5 negative assurance letter;
- Coordinating Blue Sky law compliance and FINRA filings.

2. Fees and Expenses
The Underwriters understand that the Company has agreed to reimburse the Underwriters for legal fees and out-of-pocket expenses incurred in connection with this offering. Our fees will be based on [hourly rates / a fixed cap of $_______], plus disbursements. If the IPO is not consummated, Counsel shall be entitled to payment for time and expenses incurred up to the date of termination.

3. Conflicts of Interest
Counsel represents that it has conducted a conflict check and is not currently representing the Company or any other party in a manner that would preclude representation of the Underwriters in this matter.

4. Confidentiality
Counsel shall maintain the confidentiality of all non-public information obtained during the course of the due diligence process and the transaction.

5. Termination
Either party may terminate this relationship at any time upon written notice, subject to the payment of outstanding fees and expenses.

Please indicate your acceptance of these terms by signing below.

Sincerely,

[Partner Name]
[Law Firm Name]

Accepted and Agreed:

For and on behalf of [Underwriter Name]:

Signature: ___________________________
Name: [Authorized Signatory]
Title: [Title]
Date: [Date]