[Law Firm Letterhead]

[Date]

[Name of CEO/CFO]
[Company Name]
[Company Address]

Re: Letter of Intent for Provision of Issuer Counsel Services

Dear [Name],

This Letter of Intent ("LOI") outlines the proposed terms under which [Law Firm Name] ("Counsel") will represent [Company Name] (the "Company") as Issuer Counsel in connection with its proposed initial public offering ("IPO") of common stock.

1. Scope of Services
Counsel will provide legal services including, but not limited to:

- Conducting legal due diligence;
- Restructuring corporate governance and charters;
- Drafting and filing the Registration Statement on Form [S-1/F-1];
- Representing the Company in negotiations with underwriters;
- Managing communications with the Securities and Exchange Commission (SEC) and relevant stock exchanges;
- Assisting with the preparation of the underwriting agreement and ancillary documents.

2. Proposed Team
The engagement will be led by [Lead Partner Name], supported by a dedicated team of associates and paralegals specialized in capital markets.

3. Fee Arrangement
Fees for this engagement are proposed as follows:

- A fixed fee/estimated range of $[Amount] through the completion of the IPO.
- A monthly retainer of $[Amount] to be credited against the final success fee.
- Reimbursement of out-of-pocket expenses (filing fees, travel, etc.).

4. Confidentiality
Both parties agree to maintain the confidentiality of all non-public information exchanged during this preparation period.

5. Non-Binding Nature
Except for the provisions regarding confidentiality and governing law, this LOI is non-binding and serves as a basis for drafting a formal Engagement Agreement.

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

Please indicate your acceptance of these preliminary terms by signing below.

Sincerely,

[Signature]
[Name of Partner]
[Law Firm Name]

Agreed and Accepted:

For [Company Name]:
By: ___________________________
Name: [Name]
Title: [Title]
Date: ___________________________