

[Your Company Name]
[Street Address]
[City, State, Zip Code]
[Date]

[Consulting/Accounting Firm Name]
[Contact Person Name]
[Street Address]
[City, State, Zip Code]

RE: Letter of Intent - IPO Tax Strategy and Preparation Services

Dear [Contact Person Name],

This Letter of Intent ("LOI") outlines the interest of [Your Company Name] (the "Company") in engaging [Consulting Firm Name] (the "Consultant") to provide professional tax advisory and strategic planning services in preparation for the Company's proposed Initial Public Offering (IPO).

1. Scope of Services

The Consultant will assist the Company in developing a comprehensive tax strategy, including but not limited to:

- Pre-IPO tax restructuring and entity optimization.
- Analysis of historical tax positions and risk mitigation.
- Federal, state, and international tax compliance reviews.
- Assistance with tax disclosures for SEC filings (S-1 Registration Statement).
- Evaluation of deferred tax assets and Section 382 limitations.

2. Timeline

The engagement is expected to commence on [Start Date] with the objective of completing the primary tax framework by [Target Date], or in accordance with the Company's IPO roadmap.

3. Fees and Expenses

The specific fee structure, including hourly rates or fixed-fee milestones, will be formally defined in a subsequent Professional Services Agreement or Engagement Letter. All reasonable out-of-pocket expenses shall be reimbursed by the Company.

4. Confidentiality

Both parties agree to maintain strict confidentiality regarding all non-public information exchanged during this process and the fact that the Company is considering an IPO.

5. Non-Binding Nature

Except for the provisions regarding confidentiality, this LOI serves as a statement of intent and does not constitute a legally binding contract. Final terms are subject to the execution of a formal Engagement Letter.

Please indicate your acceptance of this LOI by signing below.

Sincerely,

[Signature]

[Name of Authorized Signatory]

[Title]

[Your Company Name]

Acknowledged and Agreed:

Signature: _____

Name: [Consultant Representative Name]

Title: _____

Date: _____