

[Law Firm Name]
[Address]
[City, State, Zip]

[Date]

[Client Name]
[Client Address]
[City, State, Zip]

Re: Engagement for Formation of [Master Series LLC Name]

Dear [Client Name],

This letter confirms the terms upon which [Law Firm Name] ("the Firm") will represent [Client Name] ("the Client") in connection with the formation of a Series Limited Liability Company (the "Series LLC").

1. Scope of Services

The Firm will provide the following legal services:

- Preparation and filing of the Certificate of Formation/Articles of Organization for the Master LLC with the Secretary of State of [State].
- Drafting of a Master Operating Agreement containing provisions for the establishment of separate series.
- Preparation of the initial "Series A" (or designated first series) designation documents.
- Obtaining a Federal Employer Identification Number (EIN) for the Master LLC.

2. Excluded Services

This engagement is limited to the formation of the entity. Unless specifically agreed upon in writing, our services do not include tax planning, ongoing compliance monitoring, or the drafting of third-party contracts.

3. Fees and Costs

The Client agrees to pay a [Fixed Fee/Hourly Rate] of \$[Amount]. In addition to legal fees, the Client is responsible for all out-of-pocket costs, including state filing fees, registered agent fees, and publication costs where applicable.

4. Client Responsibilities

The Client agrees to provide all necessary information, including the names of members/managers and the intended business purpose of the Series LLC, in a timely manner. The Client understands that maintaining the liability protections of a Series LLC requires strict separation of assets and records for each individual series.

5. Termination

Either party may terminate this engagement at any time by providing written notice. Upon

termination, the Client remains responsible for fees incurred and costs advanced up to the date of termination.

Please sign and return a copy of this letter to indicate your acceptance of these terms.

Sincerely,

[Attorney Name]

[Law Firm Name]

ACKNOWLEDGED AND AGREED:

By: _____

[Client Name]

Date: _____