

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

[Date]

[Client Name]
[Client Title]
[Company Name]
[Address]

Re: Engagement for Legal Services - Acquisition of [Target Company Name]

Dear [Client Name],

This letter sets forth the terms upon which [Law Firm Name] ("the Firm") will provide legal representation to [Company Name] ("the Client") in connection with the proposed acquisition of [Target Company Name] (the "Transaction").

1. Scope of Services

The Firm will provide legal counsel including, but not limited to:

- Conducting legal due diligence on the Target Company;
- Drafting and negotiating the Letter of Intent (LOI) and Definitive Purchase Agreement;
- Advising on transaction structure and regulatory compliance;
- Assisting with the closing of the Transaction and post-closing integration matters.

2. Staffing

[Lead Attorney Name] will be the primary point of contact. Other partners, associates, and paralegals will assist as necessary to ensure efficient execution.

3. Fees and Billing

Our fees are based on the time spent by our professionals at their respective hourly rates:

- Partners: \$[Rate] per hour
- Associates: \$[Rate] per hour
- Paralegals: \$[Rate] per hour

The Client will also be responsible for out-of-pocket expenses such as filing fees, travel, and specialized research. Invoices will be sent monthly and are due within [Number] days.

4. Retainer

The Client agrees to provide an initial retainer of \$[Amount] before work commences. This amount will be held in a trust account and applied to the final invoice.

5. Conflicts of Interest

Based on the information provided, the Firm has performed a conflict check and is not aware of any current conflicts that would prevent this representation.

6. Termination

Either party may terminate this engagement at any time upon written notice, subject to the Firm's ethical obligations and the payment of outstanding fees earned through the date of termination.

Please indicate your acceptance of these terms by signing and returning a copy of this letter.

Sincerely,

[Signature of Attorney]
[Printed Name of Attorney]
[Law Firm Name]

Agreed and Accepted:

By: _____
Name: [Client Representative Name]
Date: _____