

[Date]

[Client Name]

[Client Address]

[City, State, Zip Code]

RE: Engagement for Legal Services - Sale of [Company Name]

Dear [Client Contact Name],

This letter confirms the terms upon which **[Law Firm Name]** ("the Firm") will represent **[Client Name]** ("the Client") in connection with the proposed sale of the Client or its assets (the "Transaction").

1. Scope of Services

The Firm will provide legal advice and representation including, but not limited to:

- Assisting in the preparation and review of the non-disclosure agreement (NDA).
- Drafting and negotiating the Letter of Intent (LOI).
- Organizing and managing the virtual data room for due diligence.
- Drafting and negotiating the definitive purchase agreement and ancillary documents.
- Advising on corporate authority and closing mechanics.

2. Fees and Billing

Our fees will be based on the following:

- **Hourly Rates:** Fees will be calculated based on the actual time spent by attorneys and paralegals at their standard hourly rates.
- **Retainer:** An initial retainer of \$[Amount] is required before work commences.
- **Invoicing:** Statements will be sent monthly and are payable within [Number] days of receipt.

3. Expenses

The Client agrees to reimburse the Firm for out-of-pocket expenses incurred, such as filing fees, travel expenses, and specialized research tools.

4. Conflicts of Interest

The Firm has conducted a conflict check and has determined that no current conflicts prevent this representation. The Client acknowledges that the Firm may represent other clients in unrelated matters.

5. Termination

Either party may terminate this engagement at any time upon written notice. Upon termination, the Client remains responsible for all fees and expenses incurred through the date of termination.

6. Governing Law

This agreement shall be governed by the laws of the State of [State Name].

Please sign below to indicate your acceptance of these terms.

Sincerely,

[Attorney Name/Partner Name]

[Law Firm Name]

Agreed and Accepted:

Signature: _____

Name: [Authorized Signatory Name]

Title: [Title]

Date: _____