

[Law Firm Name]
[Address Line 1]
[Address Line 2]
[City, State, Zip Code]

[Date]

[Client Name / Company Name]
Attn: [Contact Person/Officer Name]
[Address Line 1]
[Address Line 2]
[City, State, Zip Code]

Re: Engagement for Legal Services - [Project/Matter Name]

Dear [Name],

This letter confirms the terms upon which [Law Firm Name] (the "Firm") will represent [Target Company Name] (the "Company") in connection with [brief description of the transaction/matter, e.g., the proposed acquisition of the Company by [Buyer Name]].

1. Scope of Services

The Firm will provide legal advice and representation regarding [specific tasks, e.g., due diligence, negotiation of the definitive merger agreement, and closing conditions]. This engagement does not include [list exclusions, such as tax advice or litigation] unless specifically agreed upon in writing.

2. Fees and Billing

Our professional fees will be based on [hourly rates / a fixed fee of \$XXX / a success fee]. In addition to fees, the Company will be responsible for out-of-pocket expenses such as filing fees, travel, and research costs. Invoices will be sent [monthly/at closing] and are due within [Number] days of receipt.

3. Conflicts of Interest

The Firm has conducted a conflict check and, based on the information provided, no conflicts exist. The Company acknowledges that the Firm may represent other clients in matters unrelated to this engagement, provided such representation does not create a direct legal conflict.

4. Confidentiality and Files

The Firm will maintain the confidentiality of all information provided by the Company. At the conclusion of this matter, the Firm will retain files for [Number] years before destruction, unless otherwise instructed by the Company.

5. Termination

Either party may terminate this engagement at any time upon written notice. Upon termination,

the Company remains responsible for all fees and expenses incurred up to the date of termination.

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

Sincerely,

[Partner Name]
[Law Firm Name]

Agreed and Accepted:

For and on behalf of [Target Company Name]:

Signature: _____

Name: [Name of Authorized Officer]

Title: [Title]

Date: [Date signed]