

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

[Date]

[Client Name]
[Client Title]
[Company Name]
[Address Line 1]
[City, State, Zip Code]

Re: Engagement for Legal Due Diligence Services regarding Project [Project Name/Target Company]

Dear [Client Name],

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

1. Scope of Services

The Firm will conduct a legal review of the materials provided in the virtual data room and other information disclosed by the Target Company. Our review will focus on the following areas:

- Corporate records and capitalization
- Material contracts and agreements
- Labor and employment matters
- Intellectual property rights
- Regulatory compliance and litigation
- Real and personal property

The final work product will be a written Legal Due Diligence Report highlighting material risks and liabilities.

2. Fees and Billing

Our professional fees for this matter will be based on the hourly rates of the attorneys assigned. We estimate the fees for this scope of work to be approximately \$[Amount], excluding disbursements and taxes. Any significant change in the scope of the Transaction will require a revised estimate.

3. Responsibilities

The Client agrees to provide the Firm with all necessary background information and to facilitate communication with the Target Company's representatives. The Firm's findings will be based solely on the documentation made available for review.

4. Confidentiality

The Firm will maintain the confidentiality of all non-public information received during this engagement in accordance with professional ethical standards.

5. Conflicts of Interest

Based on our internal records, we have performed a conflict check and have determined that we are not currently representing any party whose interests are adverse to the Client in this specific Transaction.

6. Governing Law

This agreement shall be governed by and construed in accordance with the laws of [State/Jurisdiction].

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

Sincerely,

[Partner Name]
[Law Firm Name]

Accepted and Agreed:

For and on behalf of [Company Name]:

Signature: _____

Name: [Name of Authorized Signatory]

Date: _____