

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

[Date]

[Client Name / Management Team Representative]
[Address]
[City, State, Zip Code]

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

Dear [Name],

This letter confirms the terms upon which [Law Firm Name] ("the Firm") will represent the management team ("the Management Team") in connection with the proposed acquisition of [Target Company Name] ("the Company").

1. Scope of Services

The Firm will provide legal advice and representation regarding:

- Negotiation and drafting of the Share Purchase Agreement (SPA).
- Structuring of the Newco entity.
- Review and negotiation of equity and debt financing documents.
- Negotiation of shareholders' agreements and service contracts.
- Legal due diligence coordination.

2. Fees and Billing

Our professional fees will be based on [Hourly Rates / A Fixed Fee of \$_____]. Out-of-pocket expenses and disbursements will be billed at cost. Invoices will be issued [Monthly / Upon Completion].

3. Conflicts of Interest

The Management Team acknowledges that the Firm represents them specifically and does not represent the Company or the Sellers in this transaction. Any potential conflicts identified during the process will be disclosed immediately.

4. Confidentiality

The Firm will maintain strict confidentiality regarding all non-public information obtained during this engagement, subject to legal and professional requirements.

5. Termination

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

Please confirm your acceptance of these terms by signing and returning the enclosed duplicate of this letter.

Yours sincerely,

[Partner Name]

[Law Firm Name]

Acknowledge and Agreed:

[Name of Authorized Representative]

Date: _____