[Date]

[Client Name]
[Client Address]
[City, State, Zip Code]

Re: Engagement for Buyer Representation - Asset Purchase Agreement

Dear [Client Name],

This letter confirms that [Law Firm/Company Name] ("Representative") has been retained by [Client Name] ("Buyer") to provide representation in connection with the acquisition of certain assets from [Seller Name] ("Seller").

1. Scope of Services
The Representative shall perform the following services:

- Review and negotiation of the Asset Purchase Agreement (APA).
- Conducting legal due diligence.
- Preparation of ancillary closing documents.
- Coordination of the closing process.

2. Fees and Expenses
Buyer agrees to pay for services rendered based on [Hourly Rate / Fixed Fee of $_____]. In addition to fees, Buyer shall reimburse Representative for all out-of-pocket expenses incurred, including filing fees, travel, and third-party reports.

3. Term and Termination
This engagement will begin on the date this letter is signed and will conclude upon the closing of the transaction or termination by either party with written notice.

4. Conflicts of Interest
Representative has conducted a search and, to its knowledge, has no conflicts of interest regarding this transaction. Buyer agrees to notify Representative immediately of any potential conflicts.

5. Confidentiality
All information provided by Buyer shall be kept confidential in accordance with professional standards, except as required to facilitate the transaction or as required by law.

Please indicate your acceptance of these terms by signing below.

Sincerely,

[Signature of Representative]
[Printed Name and Title]

Accepted and Agreed:

[Signature of Buyer]
Date: _____