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

[Date]

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

Re: Engagement for Asset Purchase Agreement Services

Dear [Client Name],

This letter confirms the terms upon which [Law Firm Name] will represent you in connection with the acquisition of assets from [Seller Name].

1. Scope of Services
Our services will include the following:
- Reviewing or drafting the Asset Purchase Agreement (APA).
- Negotiating terms with the Seller or their legal counsel.
- Preparing standard closing documents (Bill of Sale, Assignment/Assumption Agreements).
- Facilitating the closing of the transaction.

2. Flat Fee Arrangement
We have agreed to perform the services described above for a flat fee of $[Amount]. This fee is earned upon receipt and covers the scope of work defined above. This fee does not include third-party costs such as filing fees, lien searches, or courier charges, which will be billed separately.

3. Exclusions
This engagement does not include:
- Tax advice or structural tax planning.
- Environmental or real estate inspections.
- Litigation or post-closing disputes.
- Due diligence beyond the review of provided documents.

4. Termination
Either party may terminate this representation at any time upon written notice. If the transaction is terminated before completion, you will be responsible for the portion of the fee corresponding to work performed to date.

5. Client Cooperation
You agree to provide all necessary documentation and information promptly to ensure the timely completion of the agreement.

Please sign below to indicate your acceptance of these terms.

Sincerely,

[Attorney Name]
[Law Firm Name]

Agreed and Accepted:

_____
[Client Name]
Date: _____