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

[Date]

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

RE: Engagement for Legal Services - Asset Purchase Agreement

Dear [Client Name],

This letter confirms the terms upon which [Law Firm Name] ("the Firm") will represent [Client Name] ("the Client") in connection with the preparation, negotiation, and closing of an Asset Purchase Agreement regarding [Description of Assets/Business].

1. Scope of Services
The Firm will provide legal services including, but not limited to, conducting legal due diligence, drafting the Asset Purchase Agreement, negotiating terms with the counterparty, and overseeing the closing process.

2. Fees and Billing
Our fees for this matter will be based on the actual time spent by our attorneys and legal staff at the following hourly rates:

- [Partner Name]: $[Amount]/hour
- [Associate Name]: $[Amount]/hour
- [Paralegal Name]: $[Amount]/hour

3. Costs and Expenses
In addition to legal fees, the Client is responsible for out-of-pocket expenses such as filing fees, search fees, and travel costs. Significant expenses will be cleared with the Client in advance.

4. Retainer
The Firm requires an initial retainer of $[Amount] before work commences. This amount will be held in our trust account and applied against future invoices.

5. Termination
The Client may terminate this representation at any time. The Firm may withdraw from representation as permitted under applicable rules of professional conduct. Upon termination, all outstanding fees and costs become immediately due.

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

Sincerely,

[Attorney Signature]
[Attorney Name]

ACCEPTED AND AGREED:

By: _____
[Client Name/Representative Name]
Date: _____