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

[Date]

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

Re: Engagement for Limited Scope 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 a specific transaction involving the purchase of certain assets from [Seller Name].

1. Scope of Services
The Firm's representation is strictly limited to the following services:

- Reviewing and revising a single Asset Purchase Agreement (APA).
- Providing legal advice regarding the specific terms and conditions contained within the APA.
- [Optional: Assisting in negotiations of the APA terms with the Seller].

2. Excluded Services
This is a limited scope engagement. The Firm will NOT provide services related to:

- Due diligence regarding the financial condition or title of the assets.
- Tax advice or structuring of the transaction.
- Formation of new business entities.
- Regulatory compliance or environmental audits.
- Post-closing integration or employment matters.

3. Fees and Expenses
[Select one: The Firm will perform these services for a fixed fee of $[Amount] / The Firm will bill at an hourly rate of $[Rate] per hour]. The Client shall also reimburse the Firm for any out-of-pocket expenses incurred during the representation.

4. Termination of Engagement
This engagement will terminate automatically upon the execution of the Asset Purchase Agreement or upon written notice by either party. Any work requested beyond the scope defined above will require a new, written engagement agreement.

5. Client Cooperation
The Client agrees to provide all necessary documentation and information promptly to allow the Firm to perform the scope of services accurately.

Please sign below to indicate your agreement with these terms.

Sincerely,

[Attorney Name]
[Law Firm Name]

Agreed and Accepted:

_____
[Client Name]
Date: _____