[Date]

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

Re: Engagement for Due Diligence and Asset Purchase Agreement Services

Dear [Client Name],

This letter confirms the terms upon which [Firm Name] ("we" or "the Firm") will provide legal services to [Client Name] ("you") in connection with the proposed acquisition of assets from [Seller Name] (the "Transaction").

1. Scope of Services

The Firm will provide the following services:

- Conducting legal due diligence on the target assets and business operations.
- Reviewing material contracts, financial records, and regulatory compliance documents.
- Drafting, negotiating, and finalizing the Asset Purchase Agreement (APA).
- Preparing ancillary closing documents and coordinating the closing process.

2. Fees and Billing

Our fees for these services will be based on [choose one: hourly rates / a fixed fee of $XXX]. In addition to professional fees, you will be responsible for out-of-pocket expenses such as filing fees, search fees, and travel costs. Invoices will be issued [monthly/at closing] and are payable within [Number] days.

3. Client Responsibilities

To perform our services effectively, you agree to provide us with all relevant information, documents, and access to key personnel in a timely manner. You represent that all information provided to the Firm is accurate to the best of your knowledge.

4. Conflicts of Interest

Based on the information provided, we have performed a conflict check and have not identified any existing conflicts that would prevent us from representing you in this Transaction.

5. Confidentiality

We will maintain the confidentiality of all non-public information obtained during this engagement, subject to professional ethical requirements and applicable law.

6. Termination

Either party may terminate this engagement at any time upon written notice. In the event of termination, you remain responsible for all fees and expenses incurred up to the date of termination.

If these terms are acceptable, please sign and return a copy of this letter.

Sincerely,

[Your Name]
[Your Title]
[Firm Name]

Agreed and Accepted:

Signature: _____

Name: [Client Representative Name]

Date: _____