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

[Date]

[Client Name]
[Client Title]
[Company Name]
[Address]

RE: Engagement for Corporate Restructuring and Asset Purchase Agreement (APA) Services

Dear [Client Name],

This letter confirms the engagement of [Firm Name] ("the Firm") by [Company Name] ("the Client") to provide legal and advisory services in connection with a corporate restructuring and the drafting of an Asset Purchase Agreement.

1. Scope of Services
The Firm will provide the following services:

- Reviewing the Client's current corporate structure.
- Advising on the legal implications of the proposed restructuring.
- Drafting, reviewing, and negotiating the Asset Purchase Agreement (APA).
- Conducting legal due diligence related to the target assets.
- Preparing necessary board resolutions and closing documents.

2. Fees and Billing
Our services will be billed based on [hourly rates / a fixed fee of $XXX]. Expenses such as filing fees, travel, and research costs will be billed at cost. Invoices will be sent monthly and are due within [Number] days of receipt.

3. Responsibilities
The Client agrees to provide all necessary financial documents, contracts, and information required to complete the transaction in a timely manner. The Firm will rely on the accuracy of the information provided by the Client.

4. Confidentiality
The Firm will maintain the confidentiality of all non-public information received during this engagement, subject to legal and professional ethical requirements.

5. Termination
Either party may terminate this engagement at any time upon written notice. The Client remains responsible for all fees and expenses incurred up to the date of termination.

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

Sincerely,

[Partner Name]
[Firm Name]

Acknowledged and Agreed:

_____
[Client Name]
Date: _____