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

[Date]

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

Re: Engagement for Asset Purchase Agreement Services

Dear [Client Name],

This letter confirms that [Law Firm Name] has been retained to represent [Client Name] ("Client") in connection with the purchase of certain assets from [Seller Name] ("Seller").

1. Scope of Services
Our services will include:

- Conducting legal due diligence on the assets being purchased.
- Drafting and negotiating the Asset Purchase Agreement (APA).
- Preparing ancillary documents (e.g., Bills of Sale, Assignment Agreements, Non-Compete Agreements).
- Coordinating the closing of the transaction.

2. Fees and Billing
Our legal fees for this matter will be based on [Hourly Rates / A Fixed Fee of $_____]. Client will also be responsible for out-of-pocket expenses such as filing fees, search fees, and travel costs. Invoices will be sent monthly and are due upon receipt.

3. Retainer
We require an initial retainer of $[Amount] before work commences. This amount will be held in our trust account and applied toward final billings.

4. Client Responsibilities
Client agrees to provide all necessary financial documents, contracts, and information relevant to the transaction in a timely manner and to be available for consultations.

5. Termination
Either party may terminate this representation at any time upon written notice, subject to payment of all fees earned and costs incurred up to the date of termination.

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

Sincerely,

[Attorney Name]
[Law Firm Name]

Acknowledge and Agreed:

_____
[Client Name]

Date: _____