

**[Company Letterhead]**

**[Date]**

**[Law Firm/Advisory Firm Name]**

[Address Line 1]

[Address Line 2]

[City, State, Zip Code]

**Re: Engagement for Merger and Acquisition Representation**

Dear [Partner Name],

This letter confirms that [Client Company Name] (the "Company") has engaged [Law Firm/Advisory Firm Name] (the "Firm") to act as legal counsel and representative in connection with the proposed [Merger/Acquisition] involving [Target Company Name or Parent Company Name].

**1. Scope of Services**

The Firm will provide the following services:

- Due diligence investigation and review.
- Drafting and negotiation of the Letter of Intent (LOI).
- Structuring the transaction (asset purchase, stock purchase, or merger).
- Drafting and negotiation of the definitive Purchase Agreement and ancillary documents.
- Coordination of closing procedures and regulatory filings.

**2. Fees and Billing**

The Company agrees to compensate the Firm based on [Hourly Rates / Fixed Fee / Success Fee] as outlined in the attached Fee Schedule. The Company will also reimburse the Firm for all reasonable out-of-pocket expenses incurred during the representation.

**3. Responsibilities of the Company**

The Company agrees to provide all necessary financial records, contracts, and relevant information in a timely manner. The Company ensures that all information provided is accurate and complete to the best of its knowledge.

**4. Confidentiality**

The Firm agrees to maintain the strict confidentiality of all non-public information obtained during this engagement, subject to legal and professional requirements.

**5. Conflict of Interest**

The Firm represents that it has performed a conflict check and, to its knowledge, does not currently represent any party whose interests are adverse to the Company in this specific transaction.

## **6. Termination**

Either party may terminate this representation upon written notice, subject to the Firm's obligation to complete necessary legal tasks to avoid prejudice to the Company's interests and the Company's obligation to pay for services rendered up to the date of termination.

Please acknowledge your acceptance of these terms by signing below.

Sincerely,

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[Name of Authorized Officer]

[Title]

[Client Company Name]

### **Accepted and Agreed:**

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[Name of Partner]

[Law Firm/Advisory Firm Name]

Date: [Date]