

[Date]

[Client Name]

[Client Address]

[City, State, Zip Code]

Re: Engagement for Legal Structuring and Disposition Advisory Services

Dear [Client Representative Name],

This letter sets forth the terms and objectives regarding the advisory services to be provided by [Firm Name] ("the Firm") in connection with the legal structuring and proposed disposition of [Name of Asset or Entity] (the "Transaction").

1. Scope of Services

The Firm will provide the following legal advisory services:

- Review of current corporate governance and ownership structures.
- Development of a legal framework to optimize the tax and liability profile for the disposition.
- Preparation of pre-sale restructuring documentation (e.g., mergers, hive-downs, or entity conversions).
- Advising on the legal methods of disposition (e.g., asset sale vs. stock sale).
- Drafting and negotiation of the definitive purchase agreement and ancillary documents.

2. Objectives

The primary objective is to ensure the Transaction is executed in a legally compliant manner that maximizes value for [Client Name] while mitigating post-closing liabilities and indemnification risks.

3. Responsibilities of the Client

The Client agrees to provide all necessary financial statements, organizational charts, and material contracts relevant to the Transaction. The Firm relies on the accuracy and completeness of this information.

4. Fees and Expenses

Our professional fees for this engagement will be based on [Hourly Rates / A Fixed Fee of \$X / A Success Fee of X%]. Out-of-pocket expenses, including filing fees and travel, will be billed at cost.

5. Confidentiality

The Firm will maintain the confidentiality of all non-public information received during this engagement, subject to standard legal and professional exceptions.

6. Termination

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

Please acknowledge your acceptance of these terms by signing and returning the enclosed copy of this letter.

Sincerely,

[Your Name]

[Title]

[Firm Name]

Accepted and Agreed:

Signature: _____

Name: [Name of Authorized Signatory]

Date: _____