

[Date]

[Client Name]

[Client Address]

[City, State, Zip Code]

## **Re: Engagement for Post-Closing Adjustment Due Diligence Services**

Dear [Client Contact Name],

This letter confirms the engagement of [Accounting/Consulting Firm Name] ("the Firm") to provide post-closing adjustment due diligence services to [Client Name] ("the Client") in connection with the acquisition of [Target Company Name] ("the Transaction").

### **1. Scope of Services**

The Firm will assist the Client in reviewing the Closing Statement and the calculation of the Post-Closing Adjustments, specifically focusing on:

- Reviewing the Closing Date Balance Sheet prepared by the Seller.
- Verifying the calculation of Net Working Capital, Cash, and Indebtedness as defined in the Purchase Agreement.
- Identifying potential adjustments or inconsistencies with GAAP or the agreed-upon Accounting Principles.
- Assisting in the preparation of a Notice of Disagreement, if necessary.

### **2. Client Responsibilities**

The Client agrees to provide the Firm with timely access to all necessary financial records, the Purchase Agreement, and personnel relevant to the Transaction. The Client remains responsible for all final decisions regarding the acceptance or dispute of the closing adjustments.

### **3. Fees and Expenses**

Our fees for these services will be based on [hourly rates / a fixed fee of \$\_\_\_\_\_]. In addition, the Client will reimburse the Firm for out-of-pocket expenses incurred during the engagement.

### **4. Limitation of Liability**

The services provided under this engagement do not constitute an audit or a formal legal opinion. The Firm's total liability for any claims arising out of this engagement shall be limited to the amount of fees paid for these services.

### **5. Confidentiality**

The Firm will maintain the confidentiality of all non-public information obtained during this engagement, except as required by law or professional standards.

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

Sincerely,

[Your Name/Signature]  
[Title]  
[Firm Name]

**Accepted and Agreed:**

---

[Client Representative Name]  
[Date]