

[Company Letterhead]

[Date]

[Client Name]

[Client Address]

[City, State, Zip Code]

Re: Sell-Side Tax Due Diligence Engagement Letter

Dear [Contact Name],

This letter confirms the terms upon which [Firm Name] ("we" or "us") will provide sell-side tax due diligence services to [Client Name] ("you" or the "Company") in connection with the potential sale of the Company (the "Transaction").

1. Scope of Services

We will perform a review of the federal, state, and local tax returns and related workpapers of the Company for the period beginning [Start Date] and ending [End Date]. Our services will include:

- Reviewing historical income, franchise, sales, and employment tax filings.
- Identifying potential tax exposures and liabilities that may impact the Transaction.
- Evaluating the Company's tax positions and documentation.
- Assisting in the preparation of a tax fact book or data room for prospective buyers.

2. Limitations

Our procedures will not constitute an audit, review, or compilation of financial statements in accordance with professional standards. This engagement is limited to the scope defined above and will not include the discovery of fraud or illegal acts.

3. Client Responsibilities

The Company agrees to provide timely access to all relevant financial records, tax returns, and personnel necessary for us to complete the scope of work. You are responsible for the accuracy and completeness of the information provided.

4. Fees and Expenses

Our fees for these services will be based on the actual time spent at our standard hourly rates, estimated to be between \$[Amount] and \$[Amount]. In addition, you will reimburse us for out-of-pocket expenses incurred during the engagement.

5. Deliverables and Use

We will provide a written report summarizing our findings. This report is intended solely for the use of the Company's management and board of directors in evaluating the Transaction and may not be distributed to third parties without our prior written consent.

6. Governing Law

This agreement shall be governed by the laws of the State of [State].

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

Very truly yours,

[Your Name/Partner Name]

[Firm Name]

Accepted and Agreed:

[Client Representative Signature]

Date: _____