

[Date]

[Recipient Name]

[Recipient Title]

[Company Name]

[Address]

[City, State, Zip]

Dear [Recipient Name],

This letter confirms our understanding of the terms and objectives of our engagement to perform agreed-upon procedures regarding the executive compensation of [Company Name] for the period ending [Date].

Purpose and Scope

The procedures to be performed are solely to assist [Company Name] in evaluating the accuracy of executive compensation disclosures and compliance with [Specific Policy/Regulation]. The sufficiency of these procedures is solely the responsibility of the Board of Directors and Management. Consequently, we make no representation regarding the sufficiency of the procedures described below.

Agreed-Upon Procedures

We will perform the following procedures:

- Compare the total gross salary paid to the executive officers listed in [Schedule X] to the payroll registers and employment agreements.
- Verify that annual bonuses were calculated in accordance with the [Year] Incentive Compensation Plan.
- Inspect documentation for fringe benefits and perquisites exceeding [Dollar Amount] to ensure proper authorization.
- Recalculate the vesting of restricted stock units (RSUs) based on the terms outlined in the Grant Agreements.

Reporting

At the conclusion of our engagement, we will issue a written report of procedures performed and the findings obtained. This report is intended solely for the information and use of [Company Name] and is not intended to be, and should not be, used by anyone other than these specified parties.

Management Responsibilities

Management is responsible for:

- The compensation data and disclosures provided.
- Selecting the criteria and procedures to be applied.
- Providing us with access to all relevant personnel, payroll records, and legal agreements.

Fees

Our fees for these services are estimated to be [Amount], plus out-of-pocket expenses. This estimate is based on the assumption that all requested documentation is provided in a timely manner.

Please sign and return the attached copy of this letter to indicate your acknowledgment of, and agreement with, the arrangements for our engagement.

Sincerely,

[Your Name/Firm Name]

Accepted by:

Signature: _____

Name: [Name of Authorized Representative]

Date: _____