

[Date]

[Client Name]

[Client Address]

[City, State, Zip Code]

Re: Engagement Letter for Mergers and Acquisitions Due Diligence Agreed-Upon Procedures

Dear [Name of Contact Person],

This letter confirms our agreement to provide financial due diligence services to [Client Name] ("the Client") in connection with the potential acquisition of [Target Company Name] ("the Target").

1. Scope of Work

We will perform the specific procedures listed in Attachment A to this letter. These procedures are solely intended to assist you in evaluating the financial records and operations of the Target. Our engagement will be conducted in accordance with the standards for agreed-upon procedures engagements established by [Applicable Professional Body, e.g., AICPA].

2. Nature of Services

An agreed-upon procedures engagement is narrower in scope than an audit or a review. We will not express an opinion or a conclusion on the financial statements of the Target. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

3. Reporting

At the conclusion of our engagement, we will provide a written report of our findings. This report is intended solely for the information and use of the Client's management and is not intended to be, and should not be, used by anyone other than these specified parties.

4. Client Responsibilities

The Client is responsible for determining that the procedures are sufficient for their purposes. The Client also agrees to provide us with access to all relevant financial data, personnel, and documentation of the Target necessary to perform the procedures.

5. Fees and Expenses

Our fees for these services will be based on the actual time spent at our standard hourly rates, plus out-of-pocket expenses. We estimate the total fee to be approximately \$[Amount], though the final amount may vary based on the complexity of the findings.

6. Limitation of Liability

Our liability for any claim arising out of this engagement shall be limited to the total amount of fees paid to us under this agreement.

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

Sincerely,

[Your Name/Firm Name]
[Title]

Accepted and Agreed:

For [Client Name]: _____

Date: _____

Attachment A: Detailed Schedule of Agreed-Upon Procedures

[Insert detailed list of procedures here, e.g., revenue verification, EBITDA adjustments, working capital analysis, etc.]