

Consulting Engagement Letter

THIS CONSULTING SERVICES LETTER (the "Agreement") is made effective as of August 23, 2023 (the "Effective Date"), by and between: (1) Acme (hereinafter "Company"), located at [COMPANY ADDRESS] and (2) Sample Client (hereinafter "Client"), located at [CLIENT ADDRESS] (collectively referred to herein as the "Parties", and individually as a "Party"). The Parties agree to the following terms of services.

1. Company shall provide the following services (collectively the "Services") to Client: [SERVICES DESCRIPTION]

Client will provide a dedicated single point of contact to optimize efforts. All milestones agreed to by the Parties hereunder are aspirational in nature and not material to the Agreement. The Parties shall work diligently to meet any and all such milestones, but failure to adhere to any such milestones shall not be considered a material breach of the terms of the Agreement. Client acknowledges that success in any engagement between Client and Company is predicated on the participation and availability of Client. Client is solely responsible for creating and implementing its own decisions, choices, actions and results arising out of or resulting from the relationship contemplated herein. As such, Client agrees that Company is not and will not be liable or responsible for any actions or inaction, or for any direct or indirect result of any services provided by Company.

2. The Services provided above shall begin as of [START DATE] (the "Commencement Date"), and shall continue until [END DATE OR "until the work is completed"] (the "Term Period"). Company and Client may extend the term of this Agreement upon the mutual written consent of the Parties hereto. The Parties agree that the terms of this Agreement, including the Services and compensation provided herein, may get amended if this Agreement is extended beyond the term of this Agreement. Company and Client will be required to renegotiate the terms for an extension within thirty (30) days of the Agreement's termination to avoid a disruption in service.

3. In consideration of the rendering of the Services by Company to Client, Client agrees to pay Company as follows: [PAYMENT RATE]. Expenses for travel costs, including, but not limited to, airfare, hotel, automobile, and meals and any other expenses as necessary to carry out the Services, and agreed to in advance by Client, will be billed at-cost to Client in addition to Company's services' fees. All amounts due to Company shall be paid within [X DAYS TO PAY] days of receiving the invoice, and shall be paid online or via the invoice's attached methods of payment. All payments made by Client to Company shall be non-refundable. Client shall pay interest on all late payments, calculated daily and compounded monthly at the lesser of the rate of [LATE FEE PERCENTAGE] per month or the highest rate permissible under applicable law. Client shall also reimburse Company for all reasonable costs incurred in collecting any late payments, including, without limitation, attorneys' fees. Upon termination of Agreement, Client shall remain liable to Company for all amounts owing under this Agreement until all amounts due hereunder have been paid.

4. Company retains all ownership rights to any materials provided to Client during the term of this Agreement. The materials Client is provided by Company are for Client's use only and are being provided to Client with a single-user license. Client is not authorized to share, copy, distribute, or otherwise disseminate any materials received from Company electronically or otherwise without Company's prior written consent. All such intellectual property shall remain the sole property of Company, and no license to sell or distribute Company's materials is hereby granted or implied. Client agrees not to reproduce, duplicate, copy, sell, trade, resell and/or exploit for any commercial or personal purposes any materials provided by Company to Client without Company's prior written consent.

5. Client acknowledges that Client takes full responsibility for Client's decisions made before, during and after the services provided by Company. All information and the services provided to Client are made available to Client as business tools for Client's own use. Client accepts full responsibility for its choices, actions and results, and expressly assumes the risk of the services for Client's use, or non-use, of the information provided to Client. Client also acknowledges and understands that Client expressly assumes all of the risks related to the services provided by Company to Client, whether or not such risks were created or exacerbated by Company.

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Yan Bai



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