[Law Firm Name]
[Address]
[City, State, Zip]

[Date]

[Client 1 Name]
[Client 2 Name]
[Addresses]

Re: Joint Representation for Asset Purchase Agreement

Dear [Client 1 Name] and [Client 2 Name],

This letter confirms that [Law Firm Name] has been asked to represent both [Client 1] and [Client 2] (collectively, the "Clients") in connection with the negotiation and execution of an Asset Purchase Agreement regarding [Description of Assets/Transaction].

1. Scope of Representation
Our representation is limited to the legal services necessary to complete this specific transaction. We will advise on the structure of the agreement, perform due diligence, and draft the necessary closing documents.

2. Joint Representation and Conflicts of Interest
While your interests appear aligned at the start of this transaction, a conflict of interest may arise during negotiations regarding [e.g., allocation of purchase price, indemnity obligations, or post-closing roles]. By signing this letter, you acknowledge that:

- We will represent both of you equally.
- We cannot advocate for the individual interest of one client to the detriment of the other.
- Should a dispute arise between you that creates a material conflict, we may be required to withdraw from representing both parties.

3. Confidentiality and Information Sharing
In a joint representation, there is no expectation of confidentiality between the clients. Any information provided by one client relating to this matter will be shared with the other client. However, our communications will remain privileged as against third parties.

4. Legal Fees
The Clients shall be jointly and severally responsible for the payment of our legal fees. Our fees will be based on [Hourly Rates / Fixed Fee] as follows: [Insert Fee Details].

5. Termination
Either client may terminate this representation at any time. The firm also reserves the right to withdraw subject to ethical rules and court requirements.

Please sign and return this letter to indicate your agreement to these terms and your consent to this joint representation.

Sincerely,

[Attorney Name]
[Law Firm Name]

CONSENT

We have read this letter, understand the risks of joint representation, and agree to the terms outlined above.

_____
[Client 1 Name] / Date

_____
[Client 2 Name] / Date