

[Date]

[Party A Name]
[Address]
[City, State, Zip]

[Party B Name]
[Address]
[City, State, Zip]

Re: Conflict of Interest Waiver Regarding Formation of [Joint Venture Name]

Dear [Client Names],

This letter confirms that [Law Firm Name] ("the Firm") has been requested to represent both [Party A] and [Party B] (collectively, "the Parties") in connection with the negotiation and formation of a joint venture to be known as [Joint Venture Name].

1. Disclosure of Potential Conflict

The Parties acknowledge that their interests in this transaction may not be identical and may, in fact, become adverse during the negotiation of terms such as equity distribution, management control, and dissolution. Under applicable rules of professional conduct, a lawyer typically cannot represent multiple clients in the same matter if their interests are directly adverse.

2. Waiver of Conflict

The Parties hereby waive any conflict of interest arising from the Firm's simultaneous representation in this specific matter. The Parties believe that joint representation is in their mutual interest to ensure efficiency and consistency in the formation of the Joint Venture.

3. Confidentiality and Information Sharing

The Parties understand that in a joint representation, there is no expectation of confidentiality between the clients. Any information provided by one Party to the Firm regarding the Joint Venture may be shared with the other Party. However, the Firm will maintain confidentiality against third parties.

4. Future Disputes

In the event that a formal dispute or litigation arises between [Party A] and [Party B] related to the Joint Venture, the Parties acknowledge that the Firm may be required to withdraw from representing either or both parties in that specific dispute.

5. Independent Legal Advice

Each Party acknowledges that they have had the opportunity to consult with independent legal counsel before signing this waiver.

Please indicate your consent by signing below.

Sincerely,

[Attorney Name]
[Law Firm Name]

Agreed and Accepted:

For [Party A Name]:

Signature: _____

Date: _____

For [Party B Name]:

Signature: _____

Date: _____