

Date: [Insert Date]

To:

[Name of Seller]

[Address of Seller]

And To:

[Name of Buyer]

[Address of Buyer]

Re: Conflict of Interest Waiver - Dual Representation for Franchise Transfer of [Franchise Name/Unit Number]

Dear [Seller Name] and [Buyer Name],

You have requested that [Law Firm/Professional Name] represent both the Seller and the Buyer in connection with the transfer of the franchise business located at [Business Address].

1. Disclosure of Potential Conflict: Under professional rules of conduct, a conflict of interest exists when a firm represents two or more clients with potentially adverse interests in the same matter. In a franchise transfer, the interests of the Buyer and the Seller are inherently different regarding purchase price, warranties, indemnification, and closing conditions.

2. Limitations of Dual Representation: Because we are representing both parties, we cannot advocate for one party to the detriment of the other. We cannot negotiate for a higher or lower price, nor can we provide legal advice to one party that would be disadvantageous to the other. Our role will be limited to documenting the agreement you have already reached and facilitating the closing requirements of the Franchisor.

3. Confidentiality: In a dual representation, there is no expectation of confidentiality between the parties. Any information provided by the Seller relating to this transaction may be shared with the Buyer, and vice versa.

4. Withdrawal: If a dispute arises between you during this process that cannot be resolved through mutual agreement, we will be required to withdraw from representing both parties and you will each need to retain independent legal counsel.

5. Waiver: By signing below, you acknowledge that you have been advised of the risks of dual representation, have had the opportunity to seek independent legal advice regarding this waiver, and voluntarily consent to [Law Firm/Professional Name] representing both parties in this transaction.

Sincerely,

[Your Signature]

[Your Printed Name]

Acknowledgment and Consent

I have read this letter, understand the conflicts described, and agree to waive such conflicts.

[Seller Name]

Date:

[Buyer Name]

Date: