

CONFLICT OF INTEREST DISCLOSURE AND CONSENT TO DUAL REPRESENTATION

Date: [Insert Date]

To:

[Name of Seller/Seller Representative]

[Name of Buyer/Buyer Representative]

Re: Dual Representation in the Matter of [Name of Target Company] Buyout

Dear [Name of Seller] and [Name of Buyer],

This letter is to formally disclose that [Name of Law Firm/Professional Firm] (the "Firm") has been requested to represent both [Name of Seller] ("Seller") and [Name of Buyer] ("Buyer") in connection with the purchase and sale of [Name of Target Company] (the "Transaction").

1. Disclosure of Conflict

The interests of the Buyer and the Seller in a buyout transaction are inherently different and may be adverse. These differences include, but are not limited to, the purchase price, payment terms, representations and warranties, indemnification obligations, and closing conditions. Representing both parties creates a conflict of interest under professional codes of conduct.

2. Nature of Dual Representation

In this dual representation, the Firm will act to facilitate the Transaction based on the terms agreed upon by both parties. However, the Firm cannot advocate for one party's interests over the other. The Firm will not be able to provide "zealous representation" to either party in the same manner as if each party had independent counsel.

3. Confidentiality

In a dual representation, information shared by one party with the Firm regarding the Transaction may be shared with the other party. There will be no expectation of confidentiality between the Buyer and the Seller regarding the Firm's work on this matter.

4. Risks

The primary risks include the Firm's inability to negotiate the most favorable terms for either party and the possibility that, should a dispute arise, the Firm will be required to withdraw from representing both parties, requiring each party to seek new legal counsel at additional expense.

5. Waiver and Consent

By signing below, each party acknowledges that they have been advised of the potential conflicts of interest, have had the opportunity to consult with independent counsel regarding this waiver, and voluntarily consent to the Firm's dual representation in this Transaction.

Sincerely,

[Name of Partner/Attorney]
[Name of Firm]

ACKNOWLEDGMENT AND CONSENT

The undersigned hereby acknowledge the conflict of interest and consent to the dual representation as described above:

FOR THE SELLER:

Signature: _____
Name: [Print Name]
Date: _____

FOR THE BUYER:

Signature: _____
Name: [Print Name]
Date: _____