

[Date]

[Name of Founder]

[Address]

[City, State, Zip Code]

**Re: Notice of Non-Engagement regarding [Proposed Corporation Name]**

Dear [Founder Name],

The purpose of this letter is to confirm that [Law Firm/Lawyer Name] has been retained to represent only [Company Name] (the "Company") in connection with its incorporation and organization. We do not represent you individually or any other founder, shareholder, director, or officer of the Company in your personal capacity.

Because we do not represent you personally, please be advised of the following:

1. **No Attorney-Client Relationship:** No attorney-client relationship exists between you and this firm. Our duties are owed solely to the Company.
2. **Adverse Interests:** Your individual interests may currently, or in the future, conflict with the interests of the Company or the other founders. We cannot provide you with legal advice regarding your personal rights, obligations, or any agreements you may sign with the Company (such as Restricted Stock Purchase Agreements or Intellectual Property Assignments).
3. **Confidentiality:** Communications between you and this firm may not be protected by attorney-client privilege in the event of a dispute between you and the Company.
4. **Independent Counsel:** We strongly recommend that you seek independent legal counsel to review all formation documents and to advise you on your personal legal and tax positions before signing any documents.

Please acknowledge your receipt and understanding of this notice by signing and returning the enclosed copy of this letter.

Sincerely,

[Attorney Name]

[Law Firm Name]

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**Acknowledgment:**

I have read this letter and understand that [Law Firm/Lawyer Name] does not represent me personally in this matter.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_