

[Date]

[Client A Name]
[Client A Address]

[Client B Name]
[Client B Address]

Re: Waiver of Conflict of Interest Regarding Joint Representation in Proposed Merger

Dear [Client A Representative] and [Client B Representative],

This letter confirms that [Law Firm Name] ("the Firm") has been requested to represent both [Client A] and [Client B] (collectively, "the Parties") in connection with the proposed corporate merger between the Parties (the "Transaction").

1. Nature of Joint Representation

While the Parties share a common goal of completing the Transaction, their interests may not be identical. Areas of potential conflict include, but are not limited to, the valuation of assets, allocation of liabilities, representations and warranties, and post-merger governance structures.

2. Limitations on Confidentiality

In a joint representation, the attorney-client privilege generally does not apply between the joint clients. Any information provided to the Firm by one party relating to the Transaction may be shared with the other party. However, this information remains privileged against third parties.

3. Effect of Future Disputes

If a dispute arises between [Client A] and [Client B] that cannot be resolved, the Firm may be forced to withdraw from representing both parties in this matter. In such an event, each party would need to retain separate independent counsel at their own expense.

4. Waiver

By signing this letter, each party acknowledges that they have been advised of the potential conflicts of interest and the risks associated with joint representation. Each party voluntarily waives any conflict of interest arising from the Firm's concurrent representation of both parties in the Transaction.

5. Independent Legal Advice

Each party is encouraged to seek independent legal advice before signing this waiver to ensure they fully understand the implications of joint representation.

Please indicate your consent by signing below.

Sincerely,

[Attorney Name]
[Law Firm Name]

ACKNOWLEDGED AND AGREED:

For [Client A]:

Signature
[Name and Title]
Date: [Date]

For [Client B]:

Signature
[Name and Title]
Date: [Date]