

[Date]

[Shareholder Name 1]

[Shareholder Name 2]

[Corporation Name]

RE: Conflict of Interest Waiver for Legal Representation

Dear [Client Names],

This letter confirms that [Law Firm Name] has been asked to represent both [Corporation Name] and its individual shareholders, [Shareholder Name 1] and [Shareholder Name 2], in connection with [Describe Specific Transaction or Matter].

Under the Rules of Professional Conduct, a lawyer may not represent multiple clients if their interests are directly adverse or if there is a significant risk that the representation will be materially limited by the lawyer's responsibilities to another client. In a closely held corporation, the interests of the entity and its owners often align, but potential conflicts may arise regarding [e.g., distribution of profits, management control, or buyout terms].

By signing this letter, you acknowledge and agree to the following:

- **Joint Representation:** We will act as joint counsel for all parties named above.
- **Information Sharing:** In a joint representation, there is no expectation of confidentiality between the clients. Any information shared by one party regarding this matter may be shared with the others.
- **Future Conflict:** If a dispute arises between the shareholders or between a shareholder and the corporation that becomes irreconcilable, we may be forced to withdraw from representing all parties.
- **Independent Counsel:** You have been advised of your right to seek independent legal advice before signing this waiver.

If you consent to this joint representation under these terms, please sign and return the enclosed copy of this letter.

Sincerely,

[Attorney Name]

[Law Firm Name]

CONSENT AND WAIVER

The undersigned have read the above and hereby consent to the joint representation and waive any conflict of interest related thereto.

[Shareholder Name 1] / Date

[Shareholder Name 2] / Date

For [Corporation Name] / Date