

[Date]

[Client Name 1]

[Address]

[Client Name 2]

[Address]

**Re: Joint Representation for Formation of [Name of New Entity]**

Dear [Client Names],

You have asked [Law Firm Name] to represent both of you in connection with the formation of [Name of New Entity] (the "Entity"). This letter sets forth the terms of our joint representation and requests your waiver of certain potential conflicts of interest.

**1. Joint Representation**

Under applicable rules of professional conduct, a lawyer owes a duty of undivided loyalty to each client. When a lawyer represents multiple clients in the same matter, it is possible that the interests of those clients may diverge. At this time, we do not believe there is an actual conflict of interest that prevents us from representing both of you. However, you should be aware that your interests may not be identical on every issue, such as capital contributions, ownership percentages, or management control.

**2. Confidentiality and Privilege**

In a joint representation, there is no expectation of confidentiality between the clients. Any information provided to us by one of you regarding the formation of the Entity may be shared with the other. Furthermore, should a dispute arise between you in the future, the attorney-client privilege may not be available to prevent the disclosure of communications made during this joint representation.

**3. Potential Conflicts**

If a serious conflict arises between you during this process that cannot be resolved, we may be required to withdraw from representing both of you. In that event, each of you would need to retain separate legal counsel at your own expense.

**4. Role of Counsel**

Our role is to assist you in reaching a common agreement and to prepare the necessary legal documentation. We will not advocate for the individual interests of one client over the other during this process.

**5. Consent and Waiver**

By signing below, you acknowledge that you have been advised of the potential conflicts of interest inherent in joint representation. You hereby waive any such conflicts and authorize [Law Firm Name] to represent you jointly in the formation of the Entity.

Sincerely,

[Attorney Name]  
[Law Firm Name]

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**ACKNOWLEDGED AND AGREED:**

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[Client Name 1]  
Date:

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[Client Name 2]  
Date: