

[Date]

[Client A Name]  
[Client A Address]

[Client B Name]  
[Client B Address]

**RE: Joint Representation and Conflict of Interest Waiver regarding Intellectual Property Assignment**

Dear [Client A Name] and [Client B Name]:

This letter confirms that [Law Firm/Attorney Name] ("Law Firm") has been requested to represent both [Client A Name] (the "Assignor") and [Client B Name] (the "Assignee") in connection with the preparation and execution of an Intellectual Property Assignment Agreement (the "Matter").

**1. Joint Representation.** We have been asked to represent both parties concurrently. Under applicable rules of professional conduct, a lawyer owes a duty of undivided loyalty to each client. Representing two parties in the same transaction presents a potential conflict of interest because the parties may have different goals or legal interests regarding the terms of the assignment.

**2. Potential Conflicts.** Specific conflicts may include, but are not limited to, the scope of the intellectual property being transferred, the adequacy of consideration, the nature of warranties and representations, and indemnification obligations. In a joint representation, we cannot advocate for one party against the interest of the other.

**3. Confidentiality and Privilege.** In a joint representation, there is no expectation of confidentiality between the clients. Any information shared by one party with the Law Firm regarding the Matter will be shared with the other party. However, the attorney-client privilege will generally remain protected against third parties.

**4. Withdrawal.** If a conflict develops between you that cannot be resolved, we may be required to withdraw from representing both of you in this Matter. In such an event, you may each need to retain separate legal counsel at your own expense.

**5. Waiver and Consent.** By signing this letter, you acknowledge that you have been advised of the potential conflicts, have had the opportunity to consult with independent counsel regarding this waiver, and voluntarily consent to our joint representation.

Please sign and return the enclosed copy of this letter to signify your agreement.

Sincerely,

[Attorney Name]  
[Law Firm Name]

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**ACKNOWLEDGED AND AGREED:**

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**[Client A Name]**

Date:

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**[Client B Name]**

Date: