

**[Law Firm Name]**  
[Address]  
[City, State, Zip Code]

**[Date]**

**[Company Name]**  
[Address]  
[City, State, Zip Code]

**[Investor Name]**  
[Address]  
[City, State, Zip Code]

## **RE: Joint Representation Conflict Waiver - Seed Financing Round**

Dear [Name of Company Representative] and [Name of Investor Representative]:

This letter confirms that [Law Firm Name] (the "Firm") has been requested to represent both [Company Name] (the "Company") and [Investor Name] (the "Investor") in connection with the proposed Seed Financing Round (the "Transaction").

### **1. Potential Conflict of Interest**

While the Company and the Investor share a common goal of completing the Transaction, their interests are not identical. Potential conflicts may arise regarding valuation, liquidation preferences, voting rights, and other terms of the investment documents. Ethical rules generally prohibit a law firm from representing multiple clients with adverse interests unless all clients provide informed consent.

### **2. Scope of Representation**

The Firm will act as joint counsel to document the Transaction based on terms agreed upon by the parties. The Firm will not advocate for one party over the other. If a dispute arises during negotiations that cannot be resolved, the Firm may be required to withdraw from representing one or both parties.

### **3. Confidentiality and Privilege**

In a joint representation, there is no expectation of confidentiality between the clients. Any information provided by the Company to the Firm regarding the Transaction may be shared with the Investor, and vice versa. However, the attorney-client privilege will remain protected against third parties.

### **4. Consent and Waiver**

By signing this letter, each party acknowledges that they have been advised of the potential conflicts and have had the opportunity to consult with independent legal counsel. Each party hereby waives any conflict of interest arising from the Firm's joint representation in this Transaction.

Please indicate your agreement by signing below.

Sincerely,

[Attorney Name]

[Law Firm Name]

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**Agreed and Accepted:**

**[Company Name]**

By: \_\_\_\_\_

Name: [Name]

Title: [Title]

**[Investor Name]**

By: \_\_\_\_\_

Name: [Name]

Title: [Title]