

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

[Date]

[Founder 1 Name]  
[Founder 2 Name]  
[Founder 3 Name]

**Re: Joint Representation and Conflict of Interest Waiver regarding the Incorporation of [Proposed Company Name]**

Dear [Founder Names]:

You have asked [Law Firm Name] (the "Firm") to represent each of you jointly in connection with the formation and incorporation of [Proposed Company Name] (the "Company").

**1. Joint Representation**

In this matter, the Firm will represent all of you collectively. Our goal is to assist in the legal formation of the Company, including the drafting of the Articles of Incorporation, Bylaws, and Founder Stock Purchase Agreements. While your interests are currently aligned, it is possible that conflicts may arise among you regarding equity splits, vesting schedules, or management roles.

**2. Conflict of Interest**

Under the Rules of Professional Conduct, a lawyer generally cannot represent multiple clients if their interests are adverse. By signing this letter, you acknowledge that you are aware of potential conflicts and waive any such conflicts to allow us to represent you jointly. We cannot, however, advocate for the individual interest of one founder against another in this process.

**3. Confidentiality and Information Sharing**

In a joint representation, there is no expectation of confidentiality between the clients. Any information provided by one founder to the Firm regarding this matter will be shared with the other founders. If you have information you wish to keep secret from your co-founders, joint representation is not appropriate.

**4. Withdrawal**

If a true dispute or conflict arises between you that cannot be resolved, the Firm may be required to withdraw from representing any of you. In such an event, each founder would need to seek independent legal counsel at their own expense.

**5. Recommendation for Independent Counsel**

You have the right to, and we encourage you to, consult with independent legal counsel before signing this waiver to ensure you understand the implications of joint representation.

If you agree to the terms of this joint representation and waive any potential conflicts of interest, please sign below.

Sincerely,

[Attorney Name]  
[Law Firm Name]

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**CONSENT AND WAIVER**

We have read the foregoing letter and understand its contents. We voluntarily consent to the joint representation by [Law Firm Name] and waive any conflicts of interest as described above.

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[Founder 1 Name]

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[Founder 2 Name]

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[Founder 3 Name]