

[Date]

[Company Name]  
[Company Address]

[Investor Name]  
[Investor Address]

**Re: Joint Representation Conflict Waiver - Convertible Note Financing**

Dear [Company Name] and [Investor Name]:

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 issuance and sale of convertible promissory notes (the "Transaction").

**1. Potential Conflict of Interest.** The Firm currently represents the Company on general corporate matters. The Investor is also a client of the Firm on unrelated matters. Because the interests of the Company and the Investor may differ regarding the terms of the Transaction (such as valuation caps, interest rates, and maturity dates), a conflict of interest may exist under applicable rules of professional conduct.

**2. Scope of Representation.** The Firm will act as legal counsel to both parties to document the Transaction based on the terms agreed upon by the parties. The Firm will not advocate for one party over the other regarding the economic terms.

**3. Confidentiality.** In a joint representation, there is no expectation of confidentiality between the parties. Any information provided to the Firm by one party regarding this Transaction may be shared with the other party. However, attorney-client privilege remains protected against third parties.

**4. Future Disputes.** Should a dispute arise between the Company and the Investor regarding this Transaction, the Firm may be required to withdraw from representing one or both parties in that specific matter. The parties agree that the Firm may continue to represent the Company in its general corporate affairs regardless of such a dispute.

**5. Waiver and Consent.** By signing below, each party acknowledges that they have been advised of the potential conflicts, have had the opportunity to consult with independent legal counsel regarding this waiver, and hereby waive any conflict of interest arising from this joint representation.

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]