

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

[Date]

[Client Name 1]
[Address]

[Client Name 2]
[Address]

**Re: Joint Representation Conflict Waiver - Drafting of Operating Agreement for
[Company Name, LLC]**

Dear [Client Name 1] and [Client Name 2]:

This letter confirms that you have requested [Law Firm Name] to represent both of you in connection with the formation of [Company Name, LLC] and the drafting of its Operating Agreement. We are pleased to assist you; however, we must address the potential conflicts of interest that arise when one firm represents multiple parties in the same transaction.

1. Joint Representation

In this matter, we will be representing the interests of all founding members collectively. Our goal is to facilitate an agreement that reflects your mutual intentions. However, because you may have different individual interests regarding profit distributions, management control, transferability of interests, or buyout provisions, a conflict of interest may exist or arise.

2. Confidentiality and Privilege

In a joint representation, there is no expectation of confidentiality between the clients. Anything one of you tells us regarding the Company or the Operating Agreement may be shared with the other. Furthermore, if a lawsuit were to arise between you in the future, the attorney-client privilege would likely not apply to communications made during this joint representation.

3. Future Disputes

If a serious dispute arises between you that creates an irreconcilable conflict, we would be forced to withdraw from representing all of you in this matter. In such an event, each of you would need to hire separate legal counsel at your own expense.

4. Waiver

By signing this letter, you acknowledge that you have been advised of the potential risks of joint representation, that you have had the opportunity to consult with independent counsel regarding this waiver, and that you waive any conflict of interest arising from our joint representation in drafting the Operating Agreement.

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

Sincerely,

[Attorney Name]
[Law Firm Name]

CONSENT AND WAIVER

We have read the foregoing letter and understand the risks associated with joint representation. We hereby consent to the joint representation of [Law Firm Name] under the terms described above.

[Client Name 1]

Date: _____

[Client Name 2]

Date: _____