

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

[Date]

[Shareholder Name 1]
[Address]

[Shareholder Name 2]
[Address]

[Corporation Name]
[Address]

**RE: JOINT REPRESENTATION CONFLICT WAIVER - SHAREHOLDERS'
AGREEMENT**

Dear **[Name of Shareholders and Corporation Representative]**,

This letter confirms that **[Law Firm Name]** (the "Firm") has been requested to represent **[Shareholder 1]**, **[Shareholder 2]**, and **[Corporation Name]** (collectively, the "Parties") in connection with the preparation and execution of a Shareholders' Agreement.

1. Joint Representation

The Firm has been asked to represent all Parties simultaneously. Under the rules of professional conduct, a lawyer must provide independent judgment to each client. Representing multiple parties in a single transaction creates a potential conflict of interest because the interests of the Shareholders and the Corporation may not be perfectly aligned regarding management, dividends, transfer of shares, and exit strategies.

2. Implications of Joint Representation

During this joint representation:

- (a) No information provided to the Firm by one party regarding this matter can be kept confidential from the other parties.
- (b) If a dispute arises between the Parties that cannot be resolved, the Firm will be required to withdraw from representing any of the Parties in this matter.
- (c) The attorney-client privilege may not apply in any subsequent litigation between the Parties regarding this matter.

3. Waiver and Consent

By signing this letter, each Party acknowledges that they have been advised of the potential conflicts of interest and the right to seek independent legal counsel. Each Party hereby waives any such conflict and consents to the Firm's joint representation in the drafting and negotiation of the Shareholders' Agreement.

Please sign and return a copy of this letter to indicate your agreement.

Sincerely,

[Attorney Name]
For **[Law Firm Name]**

ACKNOWLEDGMENT AND CONSENT

The undersigned have read the foregoing, understand the risks involved in joint representation, and hereby consent to the Firm's representation of all Parties.

[Shareholder 1 Name]
Date:

[Shareholder 2 Name]
Date:

[Corporation Name]
By: [Authorized Signatory Name/Title]
Date: