

[Date]

[Party 1 Name]

[Address]

[City, State, Zip]

[Party 2 Name]

[Address]

[City, State, Zip]

Re: Joint Representation Conflict Waiver - [Project/Technology Name]

Dear [Contact Person 1] and [Contact Person 2]:

This letter confirms that [Law Firm/Attorney Name] has been requested to represent both [Party 1] and [Party 2] (collectively, the "Parties") in connection with the technology transfer, licensing, and intellectual property development related to [Description of Technology] (the "Matter").

1. Nature of Joint Representation

We have been asked to act as joint counsel. In this role, we will work to finalize the [License/Transfer Agreement] in a manner that reflects the mutual interests of both Parties. We will not be acting as an advocate for one party against the other in this specific Matter.

2. Conflict of Interest

The Rules of Professional Conduct require us to inform you that the interests of [Party 1] and [Party 2] may not be identical. Potential conflicts could arise regarding royalty rates, ownership percentages, liability limits, or termination rights. By signing this letter, you acknowledge these potential conflicts and waive them for the purpose of this joint representation.

3. Confidentiality and Privilege

In a joint representation, any information shared by one party with the attorney regarding the Matter may be shared with the other party. There is no expectation of "attorney-client confidentiality" between the two of you. However, the attorney-client privilege remains in effect against third parties.

4. Withdrawal

If a dispute arises between the Parties that cannot be resolved, we will be required to withdraw from representing either party in this Matter. In such an event, each party will need to secure independent legal counsel at their own expense.

5. Consent

By signing below, you confirm that you have had the opportunity to consult with independent counsel regarding the implications of this waiver and that you consent to [Law Firm/Attorney Name] representing both Parties in this Matter.

Sincerely,

[Attorney Signature]

Agreed and Accepted:

For [Party 1]: _____ Date: _____

For [Party 2]: _____ Date: _____