

[Date]

[Client Name 1]

[Address 1]

[Client Name 2]

[Address 2]

RE: Joint Representation and Waiver of Conflict of Interest regarding Buy-Sell Agreement for [Company Name]

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

You have requested that [Law Firm Name] represent both of you in the preparation, negotiation, and execution of a Buy-Sell Agreement for [Company Name]. This letter confirms our discussion regarding the potential conflicts of interest that may arise from this joint representation.

1. Joint Representation: In a joint representation, we represent both parties simultaneously. While your interests may currently be aligned, a Buy-Sell Agreement inherently involves the negotiation of rights and obligations between you, such as purchase price, buyout triggers, and payment terms. These interests may become adverse.

2. No Confidentiality Between Clients: In a joint representation, there is no expectation of confidentiality between the clients. Any information shared by one client with us regarding this matter may be disclosed to the other client. However, our communications remain privileged against third parties.

3. Potential Conflicts: Conflicts may arise if you disagree on specific terms of the agreement. If a conflict develops that is so substantial that we cannot effectively represent both of you, we may be required to withdraw from representing either or both of you in this matter.

4. Recommendation of Independent Counsel: You have the right to be represented by separate, independent legal counsel to ensure your individual interests are protected. By signing below, you acknowledge that you have been advised of this right and have chosen to proceed with joint representation.

5. Waiver: By signing this letter, you waive any conflict of interest arising from our joint representation of both parties in connection with the Buy-Sell Agreement.

If you agree to the terms of this joint representation, please sign and return a copy of this letter.

Sincerely,

[Attorney Name]

[Law Firm Name]

ACKNOWLEDGMENT AND CONSENT

We have read the foregoing letter, understand the risks associated with joint representation, and hereby consent to the joint representation by **[Law Firm Name]**.

[Client Name 1]

Date: _____

[Client Name 2]

Date: _____