

MULTIPLE PARTY REPRESENTATION

The Clients have requested the Law Firm to represent the individual interests of _____ and _____ with regard to this matter. Our representation of all parties in this transaction creates the potential for a conflict of interest. The Clients are being advised of this potential conflict and have requested the Law Firm continue in the multiple representation of _____ and _____. In the event an actual conflict develops in the course of this proceeding, the Law Firm will withdraw from the representation of the Client (all parties) and the Clients will need to obtain new counsel. This transaction could potentially result in future litigation between the parties of this engagement letter. The Law Firm cannot participate in the resolution of any future conflict between these parties and in the event that the parties are unable to resolve such differences promptly, it would be necessary for us to withdraw from the representation of the Client.

This multiple representation in the current proceeding potentially could result in the disclosure of confidential information obtained from _____ and/or _____ during the course of the Law Firm's representation related to this matter. By executing this letter, the Clients are acknowledging this potential conflict as well as the use of any confidential information and the disclosure of that information (whether already provided or to be provided during representation) to all parties as deemed necessary to resolve the current matter.

We believe that we only can give and receive advice upon such Confidential Information if the Clients consent to our handling the Confidential Information in the following manner: (a) we use our best efforts *not* to disseminate any Confidential Information which we receive from or regarding one party/client to the other party/client that we represent; and (b) we do not use any Confidential Information received from one party/client against that party/client or the other parties/clients in any way.