

**MILWAUKEE BAR ASSOCIATION**

**PROFESSIONALISM COMMITTEE**

**STANDARD FORM LETTER # 8**

FORM LETTER FOR CORPORATE REPRESENTATION

September 29, 1999

Corporation  
123 Corporate Drive  
Corporate, WI 54321

Re: Shareholders' Agreement

Dear Corporation:

Each of you have asked us to form a corporation and draft a Shareholders' Agreement by and among the corporation and the \_\_\_\_\_ [number of shareholders] of you. We are enclosing a draft of that Agreement. Each of you should understand that as shareholders you have differing interests, if not potential or actual conflicts of interest. Consequently, we can not represent any of you, but only the corporation. However, to effectively prepare the documents, we will want to feel free to discuss with each of you any information or confidences we obtain from any of you that relate in any way to the Agreement or the corporation.

Although you may each have differing interests, in amicable circumstances, the use of one attorney or firm can assist in developing a coordinated, overall plan, encourage the resolution of possible differing interests and, of course, produce cost savings and efficiencies.

Our recommendations, and your actions, will naturally affect the income, property and other obligations of each of you in the event of a lifetime purchase or redemption of stock, or at the time of the death of one of you. You have each indicated that you understood this, but nevertheless want this firm to represent the corporation and prepare the documents.

Although at this time there does not appear to be any difference of opinion between any of you with regard to the major issues involved in a Shareholders' Agreement, if such differences of opinion arise or if for any reason you wish to have your attorney involved in the process, please let us know. If you do not have an attorney, we will, if you wish, assist each of you in obtaining counsel in this matter.

With regard to our fees, disbursements, and so forth, unless we receive instruction to the contrary, we shall send our entire bill for fees and disbursements in this matter to the corporation.

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Please signify your consent to our representation of the corporation, our drafting the documents and our having advised you that we only represent the corporation in this matter by indicating the same in the space provided below and returning one copy of this letter to us.

Sincerely,

## CONSENT

We acknowledge having been advised of our right to seek separate counsel, that \_\_\_\_\_ [law firm] only represents the corporation and that we consent to your representation of the corporation and the preparation of the documents.

Date: \_\_\_\_\_, 199\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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