

[Date]

[Parent Company Name]

[Address]

[City, State, Zip]

[Subsidiary Company Name]

[Address]

[City, State, Zip]

Re: Conflict of Interest Waiver for Legal Representation

Dear [Contact Persons]:

This letter confirms that [Law Firm Name] (the "Firm") has been requested to represent both [Parent Company Name] ("Parent") and [Subsidiary Company Name] ("Subsidiary") in connection with [Describe Specific Matter/Transaction] (the "Matter").

We are writing to disclose that a potential conflict of interest may exist because the Firm will be representing two separate legal entities within the same corporate family. Although your interests currently appear aligned, situations may arise where the interests of Parent and Subsidiary become adverse.

1. Dual Representation

The Firm will act as joint counsel for both Parent and Subsidiary. We will share all information provided by either party with the other party regarding this Matter. There will be no expectation of confidentiality between Parent and Subsidiary regarding the services provided herein.

2. Potential Conflicts

Should a dispute arise between Parent and Subsidiary during the course of this representation, the Firm may be required to withdraw from representing one or both parties. You acknowledge that if a direct conflict develops, the Firm may continue to represent [Parent/Subsidiary] while withdrawing from the representation of the other, provided that ethical rules permit such continued representation.

3. Waiver

By signing this letter, both Parent and Subsidiary waive any actual or potential conflict of interest arising from the Firm's simultaneous representation of both entities in this Matter. You confirm that you have had the opportunity to consult with independent legal counsel regarding the implications of this waiver.

Please indicate your consent by signing and returning a copy of this letter.

Sincerely,

[Attorney Name]
[Law Firm Name]

CONSENT AND WAIVER

The undersigned hereby consent to the terms set forth above:

For [Parent Company Name]:

Signature: _____
Name/Title: _____
Date: _____

For [Subsidiary Company Name]:

Signature: _____
Name/Title: _____
Date: _____