

[Date]

[Client A Name]

[Address]

[City, State, Zip]

[Client B Name]

[Address]

[City, State, Zip]

RE: Notice of Conflict of Interest and Referral for Independent Legal Advice

Dear [Client A] and [Client B],

As you are aware, [Law Firm Name] has been requested to represent both of you in connection with [Description of Matter/Case].

Under the Rules of Professional Conduct, a lawyer must generally avoid representing multiple clients in the same matter if their interests are, or may become, adverse. While we currently believe that we can represent both of you competently and diligently, a potential conflict of interest exists because [Brief Description of Potential Conflict].

Because of this potential conflict, it is essential that you both understand the implications of joint representation, specifically regarding:

- **Confidentiality:** Information shared by one of you regarding this matter cannot be kept confidential from the other.
- **Attorney-Client Privilege:** In the event of a future dispute between the two of you, the privilege may not apply to communications made during this joint representation.
- **Withdrawal:** If a direct conflict arises in the future that cannot be resolved, we may be forced to withdraw from representing both of you.

Before proceeding, we strongly recommend that each of you consults with independent legal counsel to review this conflict and advise you on whether you should waive it. This referral is intended to ensure that your individual interests are fully protected and that your consent to our joint representation is informed and voluntary.

If, after consulting with independent counsel, you both wish to proceed with our firm, we will require you to sign a formal Conflict Waiver Disclosure Statement.

Please notify us of your decision once you have had the opportunity to seek independent advice.

Sincerely,

[Attorney Name]

[Law Firm Name]