

[Date]

[Name of Individual Director]
[Director's Personal Address]

[Name of Authorized Officer]
[Name of Corporate Entity]
[Company Address]

Re: Waiver of Potential Conflict of Interest Regarding Joint Representation in [Description of Matter/Litigation]

Dear [Director Name] and [Officer Name]:

This letter confirms that [Law Firm Name] (the "Firm") has been requested to represent both [Name of Corporate Entity] (the "Company") and [Name of Individual Director] (the "Director") in connection with [describe matter, e.g., the lawsuit filed by XYZ Corp].

1. Joint Representation

The Firm believes it can effectively represent both the Company and the Director. However, the Rules of Professional Conduct require us to inform you of potential conflicts and obtain your written consent to this joint representation.

2. Potential Conflicts

While the interests of the Company and the Director appear aligned at this time, conflicts may arise in the future regarding strategy, settlement, or the assertion of cross-claims. For example, the Company may have defenses that are inconsistent with the Director's defenses, or vice versa.

3. Confidentiality and Privilege

In a joint representation, there is no expectation of confidentiality between the clients. Any information shared by the Director with the Firm may be shared with the Company, and any information shared by the Company may be shared with the Director. However, the attorney-client privilege will generally remain protected against third parties.

4. Withdrawal

If a real conflict arises that cannot be resolved, the Firm may be required to withdraw from representing one or both parties. In such an event, the Company and the Director would need to retain separate legal counsel at their own expense.

5. Consent

By signing below, you acknowledge that you have been advised of the potential risks, have had the opportunity to consult with independent counsel regarding this waiver, and consent to the Firm's joint representation.

Sincerely,

[Attorney Name]
[Law Firm Name]

AGREED AND ACCEPTED:

For [Name of Corporate Entity]:

By: [Name of Officer]
Title: [Title]

[Name of Individual Director]:

[Director Signature]