

[Law Firm Letterhead]

[Date]

[Name of Corporation]

[Address]

Attn: [Independent Officer/Board Member]

[Name of Director]

[Address]

Re: Consent to Joint Representation and Waiver of Conflict of Interest

Dear [Name of Corporation Representative] and [Name of Director]:

This letter confirms that [Law Firm Name] has been requested to represent both [Name of Corporation] (the "Corporation") and [Name of Director] (the "Director") in connection with the matter of [Case Name/Court Docket Number] (the "Litigation").

1. Potential Conflicts of Interest

While the interests of the Corporation and the Director currently appear to be aligned, a conflict of interest may arise if their positions become adversarial. For example, a conflict could arise if the Corporation asserts that the Director acted outside the scope of authority, or if the Director asserts a claim for indemnification that the Corporation contests.

2. Joint Representation and Confidentiality

In joint representation, there is no expectation of confidentiality between the clients. Any information shared by the Director with [Law Firm Name] regarding the Litigation may be shared with the Corporation, and vice versa. However, the attorney-client privilege remains protected against third parties.

3. Effect of a Future Conflict

Should a material conflict arise during the Litigation, [Law Firm Name] may be required to withdraw from representing one or both parties. In such an event, the Corporation and the Director may need to retain separate legal counsel at their own expense.

4. Consent and Waiver

By signing below, the Corporation and the Director acknowledge that they have been advised of the risks of joint representation and hereby waive any actual or potential conflicts of interest associated with [Law Firm Name] representing both parties in this Litigation.

We advise you to consult with independent legal counsel before signing this waiver.

Sincerely,

[Attorney Signature]

[Printed Name of Attorney]

ACKNOWLEDGED AND AGREED:

[Name of Corporation]

By: _____

Its: [Title]

Date: _____

[Name of Director]

Signature: _____

Date: _____