

[Date]

[Name of Corporate Entity]

[Address]

[City, State, Zip]

[Name of Director]

[Address]

[City, State, Zip]

Re: Conflict of Interest Waiver Regarding [Case Name/Matter Number]

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

This letter follows our discussion regarding the shareholder derivative lawsuit filed by [Name of Plaintiff Shareholder] against [Name of Director] and naming [Name of Corporate Entity] as a nominal defendant. You have requested that [Name of Law Firm] ("the Firm") represent both the Corporate Entity and the Director in this matter.

1. Potential Conflict of Interest

Under the Rules of Professional Conduct, a conflict of interest may exist when a firm represents both a corporation and one of its directors in a derivative action. In such cases, the interests of the corporation (which is the intended beneficiary of the suit) and the director (who is the defendant) may become adverse regarding liability, indemnification, or strategy.

2. Scope of Joint Representation

At this stage, we believe the interests of the Corporate Entity and the Director are aligned because [State Reason, e.g., both parties contend the allegations are without merit]. However, if facts emerge that cause your interests to diverge, the Firm may be required to withdraw from representing one or both parties.

3. Confidentiality and Attorney-Client Privilege

Information shared with the Firm by one party may be shared with the other party to facilitate the defense. There is no expectation of confidentiality between the Corporate Entity and the Director regarding this specific matter. However, the attorney-client privilege remains protected against third parties.

4. Waiver

By signing this letter, you acknowledge that you have been informed of the potential risks of joint representation and voluntarily waive any conflict of interest arising from the Firm representing both parties in this specific matter.

Please sign and return the enclosed copy of this letter to confirm your consent.

Sincerely,

[Attorney Name]
[Law Firm Name]

CONSENT AND WAIVER

The undersigned have read this letter, understand the risks involved, and hereby consent to the joint representation by [Name of Law Firm].

For [Name of Corporate Entity]:

By: _____
Date: _____

For [Name of Director]:

By: _____
Date: _____