

[Date]

[Name of Director]

[Home Address]

[Name of Corporate Entity]

[Office Address]

Re: Conflict of Interest Waiver for Joint Representation - [Name of Regulatory Matter/Investigation]

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

This letter confirms that [Name of Law Firm] (the "Firm") has been requested to represent both [Name of Corporate Entity] (the "Company") and [Name of Director] (the "Director") in connection with the investigation or enforcement action currently being conducted by [Name of Regulatory Agency].

1. Dual Representation

The Firm has been asked to represent both the Company and the Director. Under applicable rules of professional conduct, a lawyer may not represent multiple clients if there is a significant risk that the representation of one client will be materially limited by the lawyer's responsibilities to another client, unless informed consent is provided.

2. Potential Conflicts

At present, the interests of the Company and the Director appear to be aligned. However, a conflict of interest may arise in the future if:

- The Company and Director disagree on legal strategy or the facts of the case;
- The Agency alleges that the Director acted outside the scope of their authority;
- One party seeks to settle while the other wishes to contest the charges; or
- The Company asserts defenses that involve shifting responsibility to the Director, or vice versa.

3. Confidentiality and Privilege

If we represent both parties, information shared by one client with the Firm regarding this matter will likely be shared with the other client. There will be no expectation of confidentiality between the Company and the Director. However, the attorney-client privilege will remain protected against third parties and the Regulatory Agency.

4. Withdrawal

If an actual conflict arises that cannot be resolved, the Firm may be required to withdraw from representing one or both parties. In such an event, each party may need to retain separate legal counsel at their own expense.

5. Consent

By signing this letter, you acknowledge that you have had the opportunity to consult with independent counsel regarding this waiver. You hereby waive any conflict of interest arising from the joint representation and authorize the Firm to represent both the Company and the Director in this matter.

Sincerely,

[Partner Name]
[Name of Law Firm]

Acknowledgment and Waiver

I have read this letter and consent to the joint representation as described above.

[Name of Director]

Date:

[Name of Corporate Representative]

On behalf of **[Name of Corporate Entity]**

Date: