

[Date]

[Name of Director]

[Director's Address]

[City, State, Zip Code]

[Name of Corporation]

[Corporation's Address]

[City, State, Zip Code]

Re: Conflict of Interest Waiver for Joint Representation - Subpoena Response

Dear **[Director Name]** and **[Corporation Name]**:

This letter confirms that **[Law Firm Name]** (the "Firm") has been requested to represent both **[Corporation Name]** (the "Company") and **[Director Name]** (the "Director") in connection with the subpoena issued by **[Issuing Agency/Court]** dated **[Date of Subpoena]**.

1. Nature of Joint Representation

The Company and the Director are currently aligned in interest regarding the response to this subpoena. However, ethical rules require us to inform you that a potential conflict of interest may exist or arise because the interests of a corporation and its individual directors are not always identical.

2. Potential Conflicts

During the course of our investigation and production of documents, information may be discovered that suggests the Company and the Director have different legal positions, defenses, or liabilities. If an actual conflict arises, the Firm may be required to withdraw from representing one or both parties.

3. Confidentiality and Privilege

In a joint representation, any information shared by one party with the Firm will generally be shared with the other party. While the attorney-client privilege will protect communications from third parties, there is no expectation of confidentiality between the Company and the Director regarding this specific matter.

4. Informed Consent

By signing below, you acknowledge that you have been advised of the potential risks of joint representation and that you waive any conflict of interest arising from the Firm representing both parties in this matter. You also acknowledge that you have had the opportunity to consult with independent legal counsel before signing this waiver.

Please sign and return the enclosed copy of this letter to signify your agreement.

Sincerely,

[Attorney Name]
[Law Firm Name]

AGREED AND ACCEPTED:

[Director Name], Individually
Date: _____

[Name of Authorized Representative]
For: [Corporation Name]
Date: _____