

[Date]

[Director Name]

[Address]

[City, State, Zip Code]

**Re: Conflict Waiver Regarding Indemnification Agreement**

Dear [Director Name],

This letter confirms that [Corporation Name] (the "Company") and you (the "Director") have requested that [Law Firm Name] (the "Firm") represent both parties in connection with the preparation and execution of an Indemnification Agreement (the "Agreement").

**1. Nature of the Conflict**

The Firm currently serves as outside counsel to the Company. While both the Company and the Director share a common interest in providing the Director with protection against personal liability, their interests are not identical. The Company seeks to limit its financial exposure and ensure the Agreement complies with corporate bylaws, while the Director seeks the broadest possible protection and coverage.

**2. Potential Risks**

Joint representation may limit the Firm's ability to advocate for positions that are exclusively beneficial to one party if those positions are detrimental to the other. Furthermore, in the event of a future dispute between the Company and the Director regarding the Agreement, the Firm may be disqualified from representing either party.

**3. Confidentiality**

By entering into this joint representation, any information shared by either party with the Firm regarding this matter will be shared with the other party. There is no expectation of confidentiality between the Company and the Director regarding the Agreement.

**4. Recommendation for Independent Counsel**

The Firm has advised both parties of the right to seek independent legal counsel to review the Agreement. By signing below, the Director acknowledges they have had the opportunity to consult with separate counsel.

**5. Waiver and Consent**

The Company and the Director hereby waive any actual or potential conflicts of interest arising from the Firm's joint representation in this matter and consent to the Firm acting as legal counsel for both parties regarding the Agreement.

Sincerely,

[Law Firm Representative Name]

[Law Firm Name]

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**ACKNOWLEDGED AND AGREED:**

**For the Company:**

Signature: \_\_\_\_\_  
Name: [Officer Name]  
Title: [Title]

**The Director:**

Signature: \_\_\_\_\_  
Name: [Director Name]