

[Date]

[Parent Company Name]

[Address]

[City, State, Zip Code]

[Subsidiary Company Name]

[Address]

[City, State, Zip Code]

Re: Consent to Joint Representation and Conflict of Interest Waiver

Dear [Authorized Representative Name],

This letter confirms that [Law Firm Name] (the "Firm") has been requested to represent both [Parent Company Name] and its subsidiary, [Subsidiary Company Name] (collectively, the "Clients"), in connection with [Describe Specific Matter/Transaction] (the "Matter").

1. Joint Representation

The Firm believes it can effectively represent both parties in this Matter. However, because the Parent and Subsidiary are separate legal entities, their interests may not be identical. Joint representation requires that each party waives certain conflicts of interest that might arise from the Firm representing both entities simultaneously.

2. Information Sharing and Confidentiality

In a joint representation, any information shared by one client with the Firm regarding the Matter will generally not be kept confidential from the other client. There are no "secrets" between the joint clients regarding this specific Matter. If a conflict arises that prevents the Firm from maintaining this openness, the Firm may be forced to withdraw from representing one or both parties.

3. Potential Conflicts

While the Parent and Subsidiary currently have a common goal, conflicts could arise regarding the allocation of liabilities, tax implications, or internal corporate governance. By signing this letter, both parties acknowledge these risks and waive any conflict of interest arising from the Firm's concurrent representation of both entities in this Matter.

4. Future Withdrawal

If a direct and irreconcilable conflict develops between the Parent and the Subsidiary during the course of this Matter, the Firm may be required to withdraw from representing one or both clients to comply with professional ethics rules. In such an event, the Firm may continue to represent [Parent Company Name/Subsidiary Company Name] if the other party provides separate consent at that time.

5. Independent Legal Advice

Each party is encouraged to consult with independent legal counsel before signing this waiver to ensure they fully understand the implications of joint representation.

Please indicate your consent to this joint representation and the waiver of related conflicts by signing and returning a copy of this letter.

Sincerely,

[Attorney Name]
[Law Firm Name]

CONSENT AND WAIVER

The undersigned hereby acknowledge that they have read this letter, understand the potential conflicts involved, and consent to the joint representation by [Law Firm Name].

For [Parent Company Name]:

Name: [Name]
Title: [Title]
Date: [Date]

For [Subsidiary Company Name]:

Name: [Name]
Title: [Title]
Date: [Date]