

[Date]

[Name of Parent Company Representative]

[Parent Company Name]

[Address]

[Name of Subsidiary Company Representative]

[Subsidiary Company Name]

[Address]

Re: Conflict of Interest Waiver for Legal Representation

Dear [Name of Representatives]:

This letter confirms that [Law Firm Name] (the "Firm") has been requested to represent both [Parent Company Name] ("Parent") and [Subsidiary Company Name] ("Subsidiary") in connection with [Description of Matter/Transaction] (the "Matter").

The Firm currently represents Parent on an ongoing basis. We have been asked to also represent Subsidiary in this specific Matter. Because Subsidiary is a controlled affiliate of Parent, their interests in this Matter appear to be aligned. However, ethical rules governing lawyers require us to inform you of potential conflicts of interest and obtain your written consent to this joint representation.

1. Potential Conflicts: While Parent and Subsidiary currently share common objectives, it is possible that a conflict of interest may arise in the future regarding [Specific issues like tax allocation, asset valuation, or liability]. If a material dispute arises between Parent and Subsidiary, the Firm may be unable to continue representing both parties and may be required to withdraw from representing one or both entities.

2. Confidentiality: In a joint representation, any information shared by one party with the Firm regarding the Matter will not be kept confidential from the other party. However, such information remains protected by the attorney-client privilege against third parties.

3. Independent Counsel: You have the right to consult with independent legal counsel before signing this waiver to ensure you understand the implications of joint representation.

By signing below, Parent and Subsidiary acknowledge that they have been advised of the potential risks, have had the opportunity to consult with outside counsel, and hereby waive any conflict of interest arising from the Firm's simultaneous representation of both parties in this Matter.

Sincerely,

[Name of Attorney]

[Law Firm Name]

CONSENT AND WAIVER

The undersigned parties hereby consent to the joint representation as described above:

For [Parent Company Name]:

Signature: _____

Name/Title: _____

Date: _____

For [Subsidiary Company Name]:

Signature: _____

Name/Title: _____

Date: _____