

[Date]

[Name of Contact Person]  
[Parent Corporation Name]  
[Address]

[Name of Contact Person]  
[Subsidiary Corporation Name]  
[Address]

**Re: Conflict of Interest Waiver for Joint Representation Regarding [Matter Name/Description]**

Dear [Name of Contact Persons],

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

**1. Dual Representation**

Under the Rules of Professional Conduct, a lawyer must generally avoid representing multiple clients in the same matter if their interests are adverse. While the interests of a parent and its subsidiary are often aligned, potential conflicts may arise regarding [specific potential conflicts, e.g., resource allocation, intercompany accounting, or indemnification].

**2. Information Sharing and Confidentiality**

In a joint representation, any information shared by one client with the Firm regarding this matter will be available to the other client. There is no expectation of confidentiality between the Clients. However, the Firm will maintain confidentiality against all third parties.

**3. Potential Withdrawal**

If a conflict arises between the Parent and the Subsidiary during this representation 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 independent counsel at their own expense.

**4. Waiver**

By signing this letter, both [Parent Corporation Name] and [Subsidiary Corporation Name] acknowledge that they have been advised of the potential risks of joint representation. You hereby waive any conflict of interest arising from this joint representation and authorize the Firm to proceed.

Please indicate your consent by signing and returning the enclosed copy of this letter.

Sincerely,

[Lawyer Name]  
[Law Firm Name]

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**CONSENT AND WAIVER**

The undersigned have read the foregoing and consent to the joint representation under the terms described above.

**For [Parent Corporation Name]:**

Signature: \_\_\_\_\_  
Name/Title: \_\_\_\_\_  
Date: \_\_\_\_\_

**For [Subsidiary Corporation Name]:**

Signature: \_\_\_\_\_  
Name/Title: \_\_\_\_\_  
Date: \_\_\_\_\_