

[Date]

[Name of Subsidiary Representative]

[Subsidiary Name]

[Address]

[City, State, Zip Code]

Re: Conflict of Interest Waiver - [Description of Matter/Transaction]

Dear [Name],

This letter confirms that [Law Firm Name] (the "Firm") has been requested to represent [Parent Company Name] ("Parent") in connection with [Describe the specific matter, transaction, or litigation] (the "Matter").

As you are aware, the Firm currently represents [Subsidiary Name] ("Subsidiary") in [Describe ongoing representation of subsidiary]. Because Parent is the majority shareholder of Subsidiary, our representation of Parent in the Matter may create a potential or actual conflict of interest under applicable rules of professional conduct.

We are requesting that Subsidiary waive any conflict of interest arising from our representation of Parent in the Matter. By signing this letter, Subsidiary acknowledges and agrees to the following:

- The Firm will continue to represent Subsidiary in its separate legal matters.
- The Firm will not use any confidential information obtained from Subsidiary to the detriment of Subsidiary in the Matter.
- Ethical walls and information barriers will be maintained where necessary to protect the interests of both parties.
- Subsidiary has had the opportunity to consult with independent legal counsel regarding the implications of this waiver.

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

Sincerely,

[Name of Partner]

[Law Firm Name]

AGREED AND ACCEPTED:

On behalf of [Subsidiary Name]:

Signature: _____

Name: [Name of Authorized Signatory]

Title: [Title]

Date: [Date]