

[Date]

[Name of Law Firm]

[Address of Law Firm]

[City, State, Zip Code]

**Re: Consent to Represent [Subsidiary Name] and Waiver of Potential Conflict of Interest**

Dear [Partner Name/General Counsel],

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

We understand that the Firm currently represents, or has previously represented, Parent in unrelated legal matters. We are aware that under applicable rules of professional conduct, a conflict of interest may exist or arise when a law firm represents both a parent corporation and its subsidiary, or when a firm represents a subsidiary in a matter that could potentially affect the interests of the parent company.

Parent has reviewed the nature of the Subsidiary's representation. After careful consideration, Parent hereby:

- Consents to the Firm's representation of Subsidiary in the above-referenced matter.
- Waives any actual, potential, or perceived conflict of interest arising from the Firm's current or prior representation of Parent in relation to this specific matter.
- Agrees that the Firm may continue to represent Parent in its ongoing unrelated matters.

This consent is granted with the understanding that the Firm will maintain the confidentiality of information obtained from both Parent and Subsidiary. The Firm shall ensure that separate legal teams or appropriate ethical walls are established if necessary to protect privileged information.

Parent confirms that it has had the opportunity to consult with independent legal counsel regarding the implications of this waiver.

Sincerely,

[Signature]

[Print Name]

[Title, e.g., General Counsel/Authorized Signatory]

[Parent Company Name]