

[Date]

[Name of Representative for Parent Corporation]

[Parent Corporation Name]

[Address]

[Name of Representative for Subsidiary Corporation]

[Subsidiary Corporation Name]

[Address]

**Re: Conflict of Interest Waiver for Joint Representation**

Dear [Name of Representative for Parent] and [Name of Representative for Subsidiary]:

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

The Firm currently represents Parent on various legal matters. Because Subsidiary is a [wholly-owned/majority-owned] subsidiary of Parent, their interests in this Matter appear to be aligned. However, the ethical rules governing lawyers require us to inform you of potential conflicts of interest and obtain your written consent to represent both parties simultaneously.

**Potential Conflicts:** While Parent and Subsidiary are currently working toward a common goal, their interests could diverge in the future regarding [e.g., allocation of costs, liability, or specific terms of the agreement]. If a formal dispute arises between Parent and Subsidiary, the Firm may be unable to continue representing either party in this Matter.

**Confidentiality:** In a joint representation, any information shared by one party with the Firm regarding the Matter may be shared with the other party. There is no expectation of confidentiality between Parent and Subsidiary regarding this specific engagement.

**Waiver:** By signing this letter, both Parent and Subsidiary acknowledge that they have been advised of the potential for conflicts, have had the opportunity to consult with independent counsel regarding this waiver, and hereby waive any conflict of interest arising from the Firm's dual representation in this Matter.

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

Sincerely,

[Attorney Name]

[Law Firm Name]

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**Agreed and Accepted:**

For **[Parent Corporation Name]**:

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Name: [Name]

Title: [Title]

Date: [Date]

For **[Subsidiary Corporation Name]**:

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Name: [Name]

Title: [Title]

Date: [Date]