

[Date]

[Client Name - Parent Entity]  
[Client Name - Subsidiary Entity]  
[Address]  
[City, State, Zip]

**Re: Informed Consent to Joint Representation and Prospective Waiver of Conflict of Interest**

Dear [Name of Contact]:

This letter follows our discussion regarding [Law Firm Name]'s representation of [Parent Name] and [Subsidiary Name] (collectively, the "Clients") in connection with [Description of Specific Matter].

**1. Joint Representation**

We have been asked to represent both the parent and its subsidiary simultaneously. While your interests are currently aligned, it is possible that during the course of this representation, a conflict may arise between the parent and the subsidiary regarding [Specific issues like Resource Allocation, Liability, or Strategy].

**2. Confidentiality and Attorney-Client Privilege**

In a joint representation, any information shared with us by one entity relating to this matter will be shared with the other entity. We cannot maintain secrets between the joint clients. However, the attorney-client privilege remains protected against outside third parties.

**3. Prospective Waiver**

By signing this letter, you agree that [Law Firm Name] may, in the future, represent [Parent Name] or other affiliates in matters adverse to [Subsidiary Name], provided that:

- (a) The new matter is not substantially related to our current representation of the subsidiary; and
- (b) We have not obtained confidential information from the subsidiary that could be used to its material disadvantage in the new matter.

**4. Withdrawal**

If a conflict arises that is so substantial that we cannot continue to represent both parties fairly, we may be required to withdraw from representing one or both of you. In such an event, we will typically continue to represent [Parent Name].

Please review this carefully and consult with independent counsel if you wish. If you agree to these terms, please sign and return the enclosed copy.

Sincerely,

[Attorney Name]  
[Law Firm Name]

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**AGREED AND ACCEPTED:**

For [Parent Entity Name]:

Signature: \_\_\_\_\_

Name/Title: \_\_\_\_\_

Date: \_\_\_\_\_

For [Subsidiary Entity Name]:

Signature: \_\_\_\_\_

Name/Title: \_\_\_\_\_

Date: \_\_\_\_\_