

[Date]

[Name of Authorized Representative]

[Parent Corporation Name]

[Address Line 1]

[Address Line 2]

[Name of Authorized Representative]

[Subsidiary Corporation Name]

[Address Line 1]

[Address Line 2]

**Re: Conflict of Interest Waiver - [Case Name/Matter Description]**

Dear [Name of Representatives],

This letter formalizes our request for a waiver of a potential conflict of interest regarding our legal representation of both [Parent Corporation Name] ("Parent") and [Subsidiary Corporation Name] ("Subsidiary") in connection with [Description of Litigation/Matter].

**1. Nature of the Representation**

Our firm has been asked to represent both Parent and Subsidiary in the aforementioned matter. We understand that Parent owns [Percentage]% of Subsidiary and that both entities share a common interest in [describe shared goal, e.g., defending against a third-party claim].

**2. Potential Conflicts of Interest**

While the interests of Parent and Subsidiary are currently aligned, a conflict could arise if:

- One entity asserts a claim against the other regarding this matter.
- Evidence is discovered that shifts liability from one entity to the other.
- Settlement terms are proposed that favor one entity over the other.

**3. Confidentiality and Information Sharing**

In a joint representation, information shared by one entity with our firm regarding this matter will be shared with the other entity. We cannot maintain secrets between the two clients concerning the scope of this representation.

**4. Withdrawal**

If an actual conflict arises that cannot be resolved, our firm may be required to withdraw from representing one or both entities in this matter, which could result in increased legal costs and delays.

**5. Consent and Waiver**

By signing this letter, both Parent and Subsidiary acknowledge that they:

- Have been informed of the potential risks of joint representation.

- Have had the opportunity to consult with independent legal counsel regarding this waiver.
- Waive any conflict of interest arising from the firm's concurrent representation of both entities in this matter.

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

Sincerely,

[Attorney Name]  
[Law Firm Name]

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**AGREED AND ACCEPTED:**

**For [Parent Corporation Name]:**

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

**For [Subsidiary Corporation Name]:**

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