

[Law Firm Letterhead]

[Date]

[Contact Name]
[Parent Corporation Name]
[Address]

[Contact Name]
[Subsidiary Corporation Name]
[Address]

Re: Conflict of Interest Waiver Regarding [Description of Transaction]

Dear [Name/s]:

This letter formalizes the request of [Law Firm Name] ("the Firm") for a waiver of a potential conflict of interest. The Firm has been asked to represent both [Parent Corporation Name] ("Parent") and [Subsidiary Corporation Name] ("Subsidiary") in connection with [describe the specific transaction, e.g., an intercompany asset transfer or loan agreement].

We understand that Parent and Subsidiary may have differing interests regarding the terms and conditions of this transaction. Under applicable rules of professional conduct, a lawyer may not represent multiple clients in the same matter if those interests are adverse, unless each client provides informed consent in writing.

In representing both parties, the Firm will not act as an advocate for one party against the other. Instead, our role will be to assist in documenting the terms already agreed upon by both entities. Because of this joint representation, please be advised of the following:

- **Confidentiality:** Information shared with the Firm by one party regarding this transaction may be disclosed to the other party. There is no expectation of confidentiality between Parent and Subsidiary in this specific matter.
- **Future Disputes:** If a dispute arises between Parent and Subsidiary regarding this transaction that cannot be resolved, the Firm may be required to withdraw from representing either or both parties in this specific matter.
- **Independent Counsel:** You have the right to seek independent legal advice before signing this waiver.

By signing below, Parent and Subsidiary confirm that they have weighed the risks and benefits of joint representation and hereby waive any conflict of interest arising from the Firm's dual representation in this transaction.

Sincerely,

[Attorney Name]
[Law Firm Name]

CONSENT AND WAIVER

The undersigned hereby consent to the joint representation and waive any conflict of interest as described above.

For [Parent Corporation Name]:

Signature: _____
Name/Title: _____
Date: _____

For [Subsidiary Corporation Name]:

Signature: _____
Name/Title: _____
Date: _____