

[Law Firm Letterhead]

[Date]

[Client Name]

[Client Address]

[City, State, Zip Code]

Re: Conflict Waiver Regarding Designated Subsidiaries

Dear [Client Contact Name],

This letter confirms the terms upon which [Law Firm Name] (the "Firm") will represent [Parent Company Name] (the "Client") in connection with [Description of Matter] (the "Matter").

1. Scope of Client Relationship

The Client agrees that the Firm's representation is limited solely to [Parent Company Name]. Unless specifically agreed upon in writing, the Firm's representation of the Client does not create an attorney-client relationship between the Firm and any of the Client's subsidiaries, affiliates, or joint ventures (collectively, "Subsidiaries").

2. Advance Waiver of Conflicts

The Client acknowledges that the Firm may currently, or in the future, represent other clients in matters adverse to the Client's Subsidiaries, provided that:

- The matter is not substantially related to the Firm's work for the Client;
- The Firm's personnel working on the Client's Matter are screened from the matter adverse to the Subsidiary; and
- The Firm does not possess confidential information from the Client that would be material to the matter adverse to the Subsidiary.

3. Designated Subsidiaries

Notwithstanding the above, the Client may designate specific subsidiaries ("Designated Subsidiaries") that the Firm shall treat as clients for conflict of interest purposes. The following entities are currently identified as Designated Subsidiaries:

- [Insert Subsidiary Name 1]
- [Insert Subsidiary Name 2]

4. Confidentiality

The Firm will maintain the confidentiality of all information provided by the Client in accordance with applicable professional responsibility rules. The Firm will not use any proprietary or confidential information obtained from the Client to the disadvantage of the Client or its Subsidiaries.

Please indicate your agreement to these terms by signing and returning a copy of this letter.

Sincerely,

[Partner Name]

[Law Firm Name]

AGREED AND ACCEPTED:

By: _____

Name: [Authorized Signatory Name]

Title: [Title]

Date: _____