

[Date]

[Name of Contact Person for Parent Corporation]

[Parent Corporation Name]

[Address]

[Name of Contact Person for Subsidiary Corporation]

[Subsidiary Corporation Name]

[Address]

Re: Informed Consent and Conflict of Interest Waiver

Dear [Name of Contact Persons]:

This letter follows our discussion regarding [Law Firm Name]'s representation of both [Parent Corporation Name] ("Parent") and its subsidiary, [Subsidiary Corporation Name] ("Subsidiary"), in connection with [Description of Specific Matter or General Representation].

1. Joint Representation

We have been asked to represent both Parent and Subsidiary simultaneously. While the interests of a parent and its subsidiary are often aligned, they may occasionally diverge due to fiduciary duties, financial structures, or specific legal objectives. Under applicable Rules of Professional Conduct, we must obtain your informed consent to represent both entities.

2. Potential Conflicts

At this time, we are not aware of any direct adversity between Parent and Subsidiary regarding this matter. However, potential conflicts could arise in areas such as:

- Allocation of liabilities or costs between the two entities.
- Internal corporate governance disputes.
- Future transactions where the entities may have different financial objectives.

3. Confidentiality and Information Sharing

In a joint representation, any information shared with us by one entity regarding the matter will likely be shared with the other entity. We cannot maintain secrets between you regarding this specific engagement. However, our duty of confidentiality to third parties remains intact.

4. Withdrawal

Should a direct and irreconcilable conflict arise between Parent and Subsidiary, we may be required to withdraw from representing one or both parties. In such an event, each entity may need to retain separate legal counsel at its own expense.

5. Consent and Waiver

By signing below, Parent and Subsidiary acknowledge that they have been advised of the potential risks of joint representation and agree to waive any current or potential conflicts of interest arising from this arrangement.

Please sign and return the enclosed copy of this letter to confirm your agreement.

Sincerely,

[Name of Lead Attorney]

[Law Firm Name]

AGREED AND ACCEPTED:

On behalf of [Parent Corporation Name]:

Signature: _____

Name/Title: _____

Date: _____

On behalf of [Subsidiary Corporation Name]:

Signature: _____

Name/Title: _____

Date: _____