

[Date]

[In-State Attorney Name]

[Law Firm Name]

[Address]

[City, State, Zip]

**RE: POTENTIAL CO-COUNSEL ENGAGEMENT REGARDING [Case Name/Matter Description]**

Dear [Attorney Name],

Thank you for contacting [My Law Firm Name] regarding the possibility of serving as out-of-state co-counsel in the above-referenced matter. We appreciate the opportunity to review this case.

After careful consideration, this letter serves to formally notify you that we are unable to accept this engagement and will not be representing the parties involved or acting as co-counsel at this time. Our decision is based on [state reason, e.g., current caseload / a conflict of interest / our firm's current focus] and does not constitute an opinion on the merits of the case.

Please be advised of the following:

- **No Attorney-Client Relationship:** No attorney-client relationship has been formed between this firm and your client.
- **Legal Deadlines:** This matter may be subject to strict statutes of limitation or other procedural deadlines. Failure to take immediate action may result in the loss of legal rights. You should ensure that all necessary filings are made to protect the client's interests.
- **Return of Documents:** We are returning herewith all original documents and materials you provided for our review. We have not retained copies of these materials.

We wish you and your client the best in resolving this matter. Thank you for thinking of our firm.

Sincerely,

[Your Name]

[Your Firm Name]