

SAMPLE CONFLICT WAIVER LETTER

CONCURRENT REPRESENTATION IN UNRELATED MATTERS

[Insert Date]

[CLIENT A]

[Name of Client Contact]

[Title]

[Company or Entity]

[Address]

Re: [Style of Case or Description of Matter/Representation] Conflict of Interest Waiver

Dear _____:

This is to confirm our prior telephone conversation on **[date of contact]** in which you agreed **[on behalf of Client A]**, to waive any objection to the potential conflict of interest with respect to (1) **[Law Firm's]** representation of you **[Client A]** in **[describe matter]** and (2) **[Law Firm's]** representation of **[Client B]** in **[describe other matter and indicate how the matter is adverse to other client. Note that the description of the various matters may require lengthy discussion, depending on the circumstances and the rules of the particular jurisdiction.]**

The applicable ethics rules permit **[Law Firm]** to represent clients with adverse or potentially adverse interests in circumstances where we will be able to provide competent and diligent representation to each client, and each client gives us informed consent, confirmed in writing. **[Note: When referring to applicable ethics rules, use language from the rules applicable in the jurisdiction in question].**

We hereby confirm to you that, after fully disclosing to you **[Client A]** the circumstances of this matter, **[Law Firm]** is able to provide competent and diligent representation to both **[Client A]** and **[Client B]**. We further confirm to you **[Client A]** that we have sought consent from **[Client B]** and are sending **[Client B]** a similar letter.

[If the matter for which the conflict waiver is being sought could lead to litigation between clients A and B, it is advisable to include an agreement addressing this possibility. Depending on the outcome desired in such case, language should be inserted which provides: "In addition, by agreeing to waive any objection to the conflict, Client A and Client B agree that in the event litigation develops between them regarding the matter [each client will retain separate and independent counsel outside Law Firm to handle pre-litigation and litigation work, and Law Firm will not represent either party in such a situation] or [Law Firm will be able to continue to represent Client A [B], even adverse to Client B [A] in any such litigation." The second alternative is highly unusual and usually

applies in circumstances where the client who is dropped was represented by the firm solely as an accommodation to the client who is retained and this understanding is clearly expressed in the respective engagement letters.]

Under these circumstances, if you agree **[on behalf of Client A]** that **[Law Firm]** may undertake the concurrent representations of **Client A** and **Client B** in the matter[s] described above, and that you **[Client A]** are/is waiving any objection to the conflict of interest with respect to such concurrent representations, please indicate your **[Client A's]** informed consent and waiver by signing below. Also, please return the executed copy to me as soon as possible, keeping a copy for your records. **[Insert if the return of the signed waiver letter is to take place via facsimile and the appropriate fax number, or insert language that a stamped, addressed envelope is enclosed for return of the signed waiver letter.]**

Thank you. We look forward to working with you **[Client A]**.

Sincerely yours,

[LAW FIRM]

By: _____

CONFLICT WAIVER

[Client A] hereby provides informed consent to and waives any objection to the conflict of interest in **[Law Firm's]** concurrent representation of **[Client A and Client B]** as described in the aforesaid circumstances.

[CLIENT A]

By: _____

Its: _____

Dated: _____