

SAMPLE JOINT REPRESENTATION CONFLICT WAIVER LETTER WHERE REPRESENTATION OF PRINCIPAL OR PARENT CORPORATION AND WHOLLY OWNED AFFILIATE/S

[Insert Date]

[Name of Client Contact]
[Title]
[Company or Entity]
[Address]

[Name of Client Contact]
[Title]
[Affiliate Company or Entity]
[Address]

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

Dear _____:

You have requested that [Law Firm] jointly represent you [name of company] individually and your [its] wholly owned affiliate/s [name/s of affiliate/s], in connection with [describe matter] (“the matter”). Based on the information you have provided, it is clear that your [name of company’s] interests and that/those of [name/s of affiliate/s] are currently aligned. As such, [Law Firm] believes that it can provide competent and diligent representation to you [name of company] and [name/s of affiliate/s]. However, applicable ethics rules require that [Law Firm] advise you [name of company] and [name/s of affiliate/s] of certain conditions associated with such a joint representation and that you [name of company] and [name/s of affiliate/s] consent in writing to the joint representation and waive any objection to any associated conflict of interest. Please consider the following:

All information that you [name of company] share with [Law Firm] in the joint representation will be shared with [name/s of affiliate/s] and vice versa. This means that in the unlikely event of a disagreement between you [name of company] and [name of affiliate] [or] [one or more of the represented affiliates] (e.g. for instance, after a sale of an affiliate to a third party), communications as between you [name of company] and the affiliate/s and [Law Firm] would not be protected by the attorney-client privilege in a dispute among you. In addition, should a divergence of interests develop between you [name of company] and [name of affiliate] [or] [one or more of the represented affiliates] [Law Firm] may have to withdraw from the joint representation.

With this understanding, if you [name of company] and [name of affiliate/s] are willing to consent to [Law Firm’s] joint representation in this matter and waive your [name of company’s] and [name of affiliate/s] right to object to any conflict of interest that may arise from the joint representation, please so indicate in the space provided 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 **[name of company]**.

Sincerely yours,

[LAW FIRM]

By: _____

CONSENT TO JOINT REPRESENTATION AND CONFLICTS WAIVER

[INSERT CLIENTS' NAMES] We hereby provide informed consent to and waive any objection to the conflict of interest in **[Law Firm's]** joint representation of us on the terms and conditions set forth in this letter.

By: _____

By: _____

Its: _____

Its: _____

Date: _____

Date: _____

