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__[Date]__

__[Name and address]__

Re: __[Case name]__

Dear __[Name of officer of XYZ Corp.]__:

As you know, this firm ("Firm") represents XYZ Corp. in a civil suit brought by ABC Co. currently pending in the United States District Court for the Central District of California (ABC Co. v XYZ Corp., et al., CV 00-000 XXX). I have been the attorney at Firm in charge of that representation since its inception.

One of Firm's other long-time and important clients, STU Corp., has recently been named a defendant in a suit brought by XYZ Corp. in the United States District Court for the Northern District of California (XYZ Corp. v STU Corp., et al., CV 00000 YYY). STU Corp. has asked Firm to represent it in that proceeding. As you may know, XYZ Corp. is represented by the law firm of Smith & Jones in that case. It is my understanding that the XYZ Corp. v STU Corp. litigation concerns __[specify]__, and arises from events that occurred __[date]__. That suit is thus totally unrelated to the matter of ABC Co. v XYZ Corp. Still, this Firm's representation of STU Corp. in the Northern District action might raise an apparent conflict with our representation of XYZ Corp. in the Central District action in that Firm would be representing XYZ Corp. in one action and representing a client adverse to XYZ Corp. in another.

This letter will confirm our conversation of __[date]__, in which you advised that XYZ Corp. waives the conflict described above, and has no objection to Firm's representation of STU Corp. in the Northern District action. Please sign the duplicate original of this letter in the place indicated below and return it in the enclosed stamped, addressed envelope. Thank you for your courtesy and cooperation in this matter.

Very truly yours,

__[Signature]__

__[Typed name of attorney]__

Agreed and Accepted:

__[Signature]__

__[Typed name of officer]__

Date: _ _ _ _ _

[It is recommended that disclosures always be made in writing. A client's consent may be inadequate when actual conflict exists in litigation.]