

## APPENDIX F

### LETTER TO CLIENT CONFIRMING ORAL CONSENT TO COMMON REPRESENTATION

*[A lawyer may obtain the oral consent of a client to common representation, provided the oral consent is followed by written confirmation from the lawyer in a manner that can be reasonably understood by the client and which is transmitted promptly to the client. This interaction between the lawyer and a client may occur in the context of WRPC 1.7, 2.2, or 1.9 situations. The principal contents of an appropriate writing to clients in each of those situations will be found in Appendices G, H, or I. Those forms, however, will require modification when the lawyer wishes to confirm a client's oral consent. The following letter illustrates how language confirming the oral consent of a client might be integrated into the "intermediary letter" suggested for WRPC 2.2 situations which is found at Appendix H. Similar changes might be made to the forms found at the other appendices referred to above.]*

[Date]

[Address]

Re:

Dear \_\_\_\_\_ and \_\_\_\_\_:

You have requested that I represent both of you in connection with [*formation of your corporation, preparation of a shareholders' agreement, etc.*]. Although it appears to me that the matter can be resolved on terms compatible with each of your interests, the Washington Rules of Professional Conduct (WRPC) require me to consult with each of you to explain the implications of common representation and the advantages and risks involved.

The Rules also require me to obtain your consent to the common representation.

On \_\_\_\_\_ I talked with [*both of you, each of you, etc.*] at some length regarding the implications of my common representation of you. I specifically explained to you that [*describe substance of matters explained*]. At the end of our discussion you [*both, each, etc.*] authorized me to proceed.

One purpose of this letter is to confirm your previous oral consent to the representation. In addition, I wish to summarize in writing the primary points of our discussion about the implications of my work as intermediary. If you have any new questions after reviewing this

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information once again, please do not hesitate to call me. As you know, I also recommend that you review this matter with other counsel before reaching a decision, but you are not obligated to do so if you do not wish to.

Very truly yours,

*[attorney's signature]*

*[Though not required by the rule, an attorney may wish to include the following or some similar affirmation that the client received written confirmation of consent in order to guard against future misunderstanding and problems of proof.]*

If you still wish me to act as intermediary in the transaction, please confirm your previous consent by signing the enclosed copy of this letter, which should be returned to me for my files.

CONSENTED TO this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
*[Name of client #1]*

CONSENTED TO this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
*[Name of client #2]*