

APPENDIX J

**LETTER TO NEW CLIENT ACKNOWLEDGING LAWYER'S DUTIES
TO EXISTING CLIENT AND SECURING ADVANCE CONSENT**

[Date]

Re: Waiver of Potential or Actual Conflicts of Interest

Dear _____:

We are grateful that you have offered us the opportunity to represent [*new client*] in connection with [*description of work*]. This letter discusses the basis upon which we would be able to undertake this matter.

As you know, we have for many years served as general counsel to [*existing client*]. [*Existing client*] is in at least indirect competition with [*new client*] and, although perhaps unlikely, it is conceivable that at some time, your interests might become adverse to those of [*existing client*]. In the course of our representation of [*new client*], it is also conceivable that [*firm name*] could gain knowledge or information that might prove useful to [*existing client*] in the event of a future conflict.

Our Rules of Professional Conduct (the State standards governing our ethical obligations) prohibit us from representing [*new client*] in these circumstances unless consent is received from [*new client*] and [*existing client*] after disclosure. [*Existing client*] has informed us that its policy is, in general, to consent to multiple representation as long as its ability to fully utilize the services of [*firm name*] in the future is not impaired. If you wish us to undertake representation of [*new client*] in connection with this matter, we must ask that you agree to the following conditions and waivers:

First, by executing this letter and returning a copy to us, you acknowledge our continuing representation of [*existing client*] and waive any objection that you might have to it.

In addition, you agree that in the event any actual and present conflict between [*new client*] and [*existing client*] arises, [*Firm name*] will withdraw from further representation of [*new client*] and continue to represent [*existing client*]. Obviously, we will at all times take all reasonable steps to safeguard the confidentiality of both your affairs and the affairs of [*existing client*].

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We do not believe that our ability to represent [*new client*] in connection with this matter will be adversely or materially affected by our representation of [*existing client*]. We will, however, be happy to discuss any reservations you may have regarding these matters. I also recommend that you review this letter with other counsel before making a decision, but you are not obligated to do so if you do not wish to.

If the conditions contained in this letter meet with your approval, we ask that you execute the enclosed copy of this letter, date it, and return it to us for our files.

Sincerely,

firm name

[*new client*]

By: _____

Its: _____

Date: _____