

**LETTER 2—PROPOSED UNRELATED MATTERS REPRESENTATION  
OF ABC ADVERSE TO DEF WHEN BOTH ARE CURRENT  
CLIENTS—LETTER TO CLIENT BEING OPPOSED**

Dear DEF:

As you know, ABC has asked us to represent it with respect to [describe—e.g., its present real estate contract negotiations with/its breach of contract claim against] you. As you also know, this firm also represents you with respect to [describe—e.g., several environmental matters/the defense of certain eminent domain proceedings]. Insofar as I can presently tell, the factual and legal issues likely to arise in the work that you have asked us to do appear to be unrelated to the work we have been asked to or appear likely to do for ABC.

Under the Oregon Disciplinary Rules, which apply to all Oregon attorneys, [my firm and I] may not oppose a current client, even on an unrelated matter, without full disclosure and consent. This means that I must explain to both ABC and you pros and cons of consenting and that I cannot proceed unless both ABC and you consent.

In deciding whether or not to consent, you should consider how our representation of ABC as described above could or might affect you. For example, clients that are asked to waive or consent to conflicts typically should consider whether there is any material risk that “their” attorney will be less zealous or eager on their behalf due to the conflict. Similarly, clients should consider whether there is any material risk that their confidences or secrets will be used adversely to them due to the conflict. In the present case, I personally do not believe that there is a material risk of either type because of the unrelated nature of the work for the two clients. Nevertheless, these are issues that you should consider for yourself. In addition, you should bear in mind that if you consent, [my firm/I] will be representing ABC adversely to DEF in connection with the matter referenced above. In other words, we would be adverse to you on that matter.

The Oregon Disciplinary Rules require that I recommend that you seek independent counsel to assist you in deciding whether or not to consent. You do not have to do so if you do not wish to, however. Whether or not you consult such counsel is up to you.

Please review this matter carefully. If you have any questions that you would like me to answer prior to reaching a decision on this issue, please let me know. If you are willing to consent after such review as you believe appropriate, please sign the enclosed extra copy of this letter in the space provided and return it to me for my files.

Very truly yours,

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I hereby consent to the terms of representation set forth above:

Dated: \_\_\_\_\_

\_\_\_\_\_  
DEF