

November 2009

SAMPLE: ROYAL BANK OF CANADA LAW GROUP Retainer Letter for Internal Investigations

**PRIVATE AND CONFIDENTIAL**

**Date:**

[Letter or Memorandum to Investigator]

In connection with the questions which have been raised regarding allegations respecting [include brief description of situation], I would like to retain your assistance and that of selected members of your team to review the circumstances surrounding the matter to assist me and the Law Group in assessing and advising upon the legal and regulatory risks, if any, which the organization has in that regard. The results of your review will form the basis of advice to senior management and I would ask that you have each member of your team who is involved sign a confidentiality acknowledgement in the form attached.

This is to confirm that I have requested that you and other members of your group as are designated by you, together with any third party professionals engaged to assist, undertake that part of your audit which relates to the issue mentioned above to assist RBC Law Group in advising senior management on the legal strategy for dealing with the issues involved.

Please keep me advised of the progress of the review, and of the information obtained as a result, and please provide to me copies of any reports that are prepared in connection with it.

Please ensure that all working papers, reports, communication and other materials prepared during the course of this review are marked as follows:

PRIVILEGED AND CONFIDENTIAL  
**PREPARED AT THE REQUEST OF COUNSEL**  
SOLICITOR-CLIENT COMMUNICATION  
SUBJECT TO LITIGATION AND LEGAL PRIVILEGE

Please have each member of your team sign the attached acknowledgment and retain the originals with this memorandum.

Please also ensure that copies of your working papers, reports, communication and other materials prepared during the course of this engagement are not provided to anyone outside the group working on this engagement without the prior concurrence of RBC Law Group.

Yours truly,

TO: [NAME]

FROM: [NAME]

RE:

As discussed, you have been designated to assist in the review referred to in the attached memorandum from the [insert title of Law Group contact who issued retainer]. Please confirm, by signing below, that:

- you will perform your duties and activities in this regard in a confidential manner and in accordance with the terms of this memorandum; and
- if applicable to you, you acknowledge having read and understood the [if you have some written procedures for work undertaken under solicitor-client privilege, refer to them here].

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Signature

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Date