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CLIENT/MATTER NUMBER
115450-0100

June 6, 2018

Privileged and Confidential

Via E-Mail

Sharon Anderson
County Counsel
County of Contra Costa
651 Pine Street, 9th Floor
Martinez, CA 94553

Re: *Waiver of Conflict – Gilead Sciences, Inc.*

Dear Ms. Anderson:

We have been requested to advise Gilead Sciences, Inc. (“Gilead”) with respect to intellectual property matters (“IP Matters”). We have represented and continue to represent the County of Contra Costa (“County”) in various health law related matters, including matters adverse to Gilead concerning the discount drug pricing program pursuant to 42 U.S.C. Sec. 256b(a) (“County Matters”).

In light of the above and in connection with our requested representation of Gilead in IP Matters, we recognize that conflict of interest issues would arise between the County on one side, and Gilead on the other side. The parties may consent to waive the conflict. By this letter, we are requesting that you consent to waive any objection based on this conflict of interest, and consent to our representation of Gilead in the IP Matters and matters unrelated to the County.

Our firm is governed by specific rules relating to our representation of clients when potential or actual conflicts of interest may exist, or exist. Rule 3-310(C) of the Rules of Professional Conduct of the State Bar of California reads as follows:

Rule 3-310(C). AVOIDING THE REPRESENTATION OF ADVERSE INTERESTS

(C) A member shall not, without the informed written consent of each client:

(1) Accept representation of more than one client in a matter in which the interests of the clients potentially conflict; or

(2) Accept or continue representation of more than one client in a matter in which the interests of the clients actually conflict; or

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(3) Represent a client in a matter and at the same time in a separate matter accept as a client, a person, or entity whose interest in the first matter is adverse to the client in the first matter.

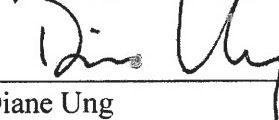
In accordance with Rule 3-310(C), as set forth above, we request your informed and written consent to our representation of Gilead in IP Matters and matters unrelated to the County, and to continue our current representation of the County in County Matters. Gilead has agreed to waive the conflicts of interest to permit our continued representation of the County in County Matters, including such matters that may be adverse to Gilead in connection with the discount drug pricing program and other health care payment matters. By signing this letter, the County is consenting only to a potential conflict of interest in our representation of Gilead in IP Matters and matters unrelated to the County; if an actual conflict arises in the course of that representation, Foley & Lardner LLP must immediately notify the County Counsel of Contra Costa in writing.

If this meets with your approval, we ask that an authorized representative execute this letter in the space provided below and return it via email or hard copy. We understand from representatives of Gilead that time is of the essence.

Your consideration in this matter is appreciated. Thank you so much.

Very truly yours,

FOLEY & LARDNER LLP

By: 
Diane Ung

The undersigned acknowledges receipt and understanding of this letter and gives informed consent to the legal representation by Foley & Lardner LLP of the County of Contra Costa in the above described County Matters, and of Gilead Sciences, Inc., on the terms described above.

AGREED AND ACCEPTED:

COUNTY OF CONTRA COSTA

By: _____

(Title) _____

(Date) _____