

**PRIVILEGED AND CONFIDENTIAL  
ATTORNEY-CLIENT PRIVILEGED  
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**MEMORANDUM OF INTERVIEW**

**TO:**

**FROM:**

**DATE:**

**RE:           INTERVIEW OF [INTERVIEWEE NAME] ON [DATE] RELATED TO  
              [CLIENT'S NAME/SUBJECT MATTER OF INVESTIGATION]**

**I.       INTRODUCTION**

[Include name, law firm affiliations for every person present, note whether the interview was in person or telephonic, note location, and duration of interview].

[Include verbatim recitation of the interviewing attorney's *Upjohn* warning to the interviewee if applicable.]

This memorandum does not contain a verbatim account of the interview questions and responses. The notes of this interview have been edited and reorganized for the sake of clarity. Further, this memorandum reflects the thoughts, opinions, and mental impressions of those conducting the interview and will be used to assist in the defense of pending and/or anticipated litigation.

**II.       BACKGROUND**

[Provide education, work history of the interviewee. Disclose any relationships with company employees or relevant individuals if any].

**III.      TOPIC HEADING**

[Include thoughts, opinions and mental impressions. These may include body language, manner in which the interview responded to questioning, choice of words, whether the interview marginalized any of the conduct under investigation, consistency of responses, and whether the explanations provided were logical and plausible. Describe each document used or shown. Edit informal language.]

**IV.      TOPIC HEADING**

**V.       TOPIC HEADING**

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**VI. CONCLUSION/FOLLOW-UP REQUIRED**

[Summarize thoughts and impressions; identify any potential culpability or issues, recommend action if appropriate. Follow up may include reviewing additional documents, searching for additional relevant materials, discussion with other witnesses, legal research, etc...]

Attachments: [any documents provided by the interviewee before, during, or after the interview]