

[Law Firm Letterhead]

[Date]

[Client Name]

[Client Address]

[City, State, Zip Code]

**Re: Advance Conflict Waiver for Mergers and Acquisitions Representation**

Dear [Client Contact Name],

We are pleased that [Law Firm Name] ("the Firm") has been asked to represent [Client Name] ("the Client") in connection with [Specific Transaction or General M&A Services].

As we discussed, the Firm represents many other entities and individuals. It is possible that during the time we are representing the Client, another current or future client may involve us in a transaction, dispute, or other matter where their interests are adverse to yours. This could include, but is not limited to, situations where the Firm represents a buyer, seller, lender, or shareholder in an M&A transaction where the Client is also a participant or a competitor.

By signing this letter, the Client agrees to waive any potential or actual conflicts of interest that may arise from the Firm representing other parties in matters that are not substantially related to our specific legal work for the Client. This "advance waiver" is subject to the following conditions:

- The Firm will not represent another client in a matter that is substantially related to the specific legal services we are providing to the Client.
- The Firm will protect all confidential information provided by the Client. We will implement ethical screens or "firewalls" where necessary to ensure that your confidential information is not shared with any personnel working on an adverse matter.
- The Firm believes it can provide competent and diligent representation to all affected clients.

The Client acknowledges that it has had the opportunity to consult with independent legal counsel regarding the implications of this waiver. This waiver does not prevent the Client from terminating our representation at any time, nor does it prevent the Firm from withdrawing if required by ethical rules.

Please indicate your agreement to these terms by signing and returning the enclosed copy of this letter.

Sincerely,

[Partner Name]

[Law Firm Name]

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**Agreed and Accepted:**

For and on behalf of [Client Name]:

Signature: \_\_\_\_\_

Name: [Name of Authorized Signatory]

Title: [Title]

Date: [Date]