

[Date]

[Client Name]

[Client Address]

[City, State, Zip Code]

Re: Prospective Business Conflict Waiver regarding [Name of Transaction/Project]

Dear [Name of Contact],

This letter is to request your consent to our firm's representation of [Target/Buyer Name] in connection with [Description of Transaction] (the "Matter").

As you are aware, [Law Firm Name] currently represents [Client Name] in various ongoing legal matters. In the course of our Mergers and Acquisitions practice, we have been asked to represent [Target/Buyer Name] in the aforementioned Matter. Although we do not believe this representation creates a direct conflict of interest, [Client Name] and [Target/Buyer Name] may have adverse interests in the context of this specific transaction.

We are seeking your waiver of any potential conflict of interest arising from our representation of [Target/Buyer Name] in this Matter, provided that:

- The firm will not represent [Target/Buyer Name] in any litigation or dispute directly against [Client Name].
- The legal personnel working on [Client Name] matters will be different from those working on this Matter.
- An ethical wall will be established to prevent the exchange of confidential information between the respective legal teams.

By signing below, you acknowledge that you have had the opportunity to consult with independent counsel regarding this waiver and that [Client Name] consents to [Law Firm Name] representing [Target/Buyer Name] in this Matter.

Please return a signed copy of this letter to confirm your agreement.

Sincerely,

[Your Name/Partner Name]

[Law Firm Name]

Agreed and Accepted:

By: _____

Name: [Name of Authorized Signatory]

Title: [Title]

Date: [Date]