

[Date]

[Client Name]

[Client Address]

[City, State, Zip Code]

RE: Advance Conflict of Interest Waiver for Commercial Real Estate Transactions

Dear [Client Contact Name],

This letter follows our discussion regarding [Law Firm Name]'s representation of [Client Name] ("Client") in connection with various commercial real estate matters. As we discussed, our firm represents many participants in the real estate industry, including developers, lenders, buyers, and sellers.

1. Nature of Potential Conflicts

Because of the breadth of our practice, it is possible that we may be asked to represent another client in a transaction where their interests are adverse to yours. This may include, but is not limited to, negotiations for a purchase, sale, lease, or financing where another firm client is the opposing party.

2. Scope of Waiver

By signing this letter, Client agrees to waive any conflict of interest that may arise if [Law Firm Name] represents another party in a matter involving Client, provided that:

- (a) The matter is not substantially related to any specific matter in which we are currently representing Client;
- (b) We protect your confidential information and do not use it to your disadvantage; and
- (c) The attorneys representing the other party are different from the attorneys representing Client (implementation of an "ethical wall").

3. Specific Transaction Limitation

This waiver does not permit [Law Firm Name] to represent both parties in the exact same transaction (dual representation) without a separate, specific written disclosure and consent from both parties at that time.

4. Right to Independent Counsel

Client acknowledges that it has the right to consult with independent legal counsel before signing this waiver to understand the implications of providing an advance conflict waiver.

Please indicate your consent to this arrangement by signing and returning a copy of this letter.

Sincerely,

[Attorney Name]

[Law Firm Name]

CONSENT AND AGREEMENT

The undersigned hereby consents to the terms of the Advance Conflict Waiver set forth above.

By: _____

Name: [Authorized Signatory]

Title: [Title]

Date: _____