

[Date]

[Borrower Name]

[Address Line 1]

[Address Line 2]

Re: Conflict of Interest Waiver - Lending Advance for [Project/Transaction Name]

Dear [Borrower Contact Name],

This letter confirms that [Financial Institution Name] (the "Bank") has been requested to provide a lending advance to [Borrower Name] (the "Borrower") in connection with [Description of Transaction].

The Bank wishes to disclose that a potential conflict of interest exists because [Describe Nature of Conflict, e.g., the Bank also represents the Seller/is an equity stakeholder/has a prior relationship with the counterparty].

By signing this letter, the Borrower acknowledges the following:

- The Borrower has been fully informed of the nature of the potential conflict.
- The Borrower has had the opportunity to seek independent legal and financial advice regarding this waiver.
- The Borrower voluntarily waives any claims against the Bank arising solely from this specific conflict of interest.
- The Bank will maintain internal "ethical walls" and confidentiality protocols to ensure the Borrower's information is protected.

Notwithstanding this waiver, the Bank remains obligated to perform its duties in accordance with the terms of the Credit Agreement dated [Date].

Please indicate your consent to this waiver by signing and returning the enclosed copy of this letter.

Sincerely,

[Name of Bank Representative]

[Title]

[Financial Institution Name]

ACKNOWLEDGED AND AGREED:

By: _____

Name: [Authorized Signatory Name]

Title: [Title]

Date: _____