

[Date]

[Client Name]

[Client Address]

[City, State, Zip Code]

Re: Conflict of Interest Waiver - [Project/Matter Name]

Dear [Client Contact Name],

As you are aware, [Law Firm Name] (the "Firm") has been asked to represent [Client Name] ("Client") in connection with [Description of Matter].

The Firm currently represents, or has in the past represented, [Adverse Party Name] in matters unrelated to the current engagement. Because [Adverse Party Name] is a [competitor/investor/party] in this transaction, a potential conflict of interest may exist under applicable rules of professional conduct.

We have evaluated this situation and determined that the Firm can represent [Client Name] competently and diligently, provided that:

- The matters handled for [Adverse Party Name] are substantially unrelated to the current matter.
- No confidential information obtained from one party will be shared with the other.
- Internal ethical walls are established to restrict access to files between the respective legal teams.

By signing this letter, you confirm that [Client Name] waives any conflict of interest arising from the Firm's representation of [Adverse Party Name] in unrelated matters. You also acknowledge that the Firm may continue to represent, or may in the future represent, [Adverse Party Name] in matters not related to this specific engagement.

Please review this waiver carefully. We recommend you consult with independent legal counsel if you have questions regarding the implications of this waiver.

Sincerely,

[Lawyer Name]

[Law Firm Name]

AGREED AND ACCEPTED:

By: _____

Name: [Authorized Signatory]

Title: [Title]

Date: [Date]