

[Date]

[Vendor/Supplier Name]

[Contact Person]

[Address]

[City, State, Zip Code]

Re: Conflict of Interest Advance Waiver

Dear [Contact Name],

This letter confirms the agreement between [Your Company Name] ("Company") and [Vendor/Supplier Name] ("Vendor") regarding potential future conflicts of interest. As a provider of [Goods/Services], Vendor may currently or in the future represent other clients or entities that compete directly or indirectly with Company.

Vendor hereby requests, and Company hereby grants, an advance waiver regarding such potential conflicts, subject to the following conditions:

- **Confidentiality:** Vendor shall maintain the strict confidentiality of all Company proprietary information and shall not disclose such information to any third party, including competitors.
- **Ethical Walls:** Vendor agrees to implement internal protocols to ensure that personnel working on Company matters are not the same personnel working for direct competitors on sensitive projects.
- **Disclosure:** In the event a specific, direct conflict arises that materially affects Vendor's ability to perform its duties, Vendor shall notify Company in writing immediately.
- **No Misuse:** Vendor shall not use any data or knowledge gained from Company to the unfair advantage of another client.

This waiver is limited to the provision of [Type of Services/Goods] and does not permit the Vendor to engage in any activity that would constitute a breach of the underlying Service Agreement dated [Date of Main Agreement].

Please acknowledge your agreement to these terms by signing below.

Sincerely,

[Your Name]

[Your Title]

[Your Company Name]

Agreed and Accepted:

Signature: _____

Name: [Authorized Signatory for Vendor]

Date: _____