

[Law Firm Letterhead]

[Date]

[Contact Name]

[Private Equity Sponsor Name]

[Address]

[City, State, Zip]

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

Dear [Contact Name],

As you are aware, [Law Firm Name] (the "Firm") currently represents [Private Equity Sponsor Name] ("Sponsor") in various ongoing matters. The Firm has been asked to represent [Prospective Client Name] in connection with [Description of Transaction/Matter] (the "Proposed Matter").

We are writing to disclose that [Prospective Client Name] is a [competitor/portfolio company/counterparty] of Sponsor. While we do not believe this representation will adversely affect our ability to provide competent and diligent representation to Sponsor, the rules of professional conduct require us to obtain your informed consent due to the potential for a business or legal conflict.

The Firm will implement the following safeguards to protect Sponsor's interests:

- **Ethical Wall:** Different attorneys will handle Sponsor's matters and the Proposed Matter.
- **Information Barrier:** No confidential information or files relating to Sponsor will be shared with the team working on the Proposed Matter.
- **Limited Scope:** This waiver applies only to the Proposed Matter and does not permit the Firm to represent the Prospective Client in direct litigation against Sponsor.

By signing below, Sponsor acknowledges that it has been advised of the potential conflict and waives any objection to the Firm's representation of [Prospective Client Name] in the Proposed Matter. Sponsor further agrees that the Firm may continue to represent Sponsor in unrelated matters.

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

Sincerely,

[Partner Name]

[Law Firm Name]

Agreed and Accepted:

For and on behalf of [Private Equity Sponsor Name]:

Signature: _____

Name: [Name]

Title: [Title]

Date: [Date]