

[Firm Name]
[Firm Address]
[City, State, Zip Code]

[Date]

[Retiring Partner Name]
[Home Address]
[City, State, Zip Code]

RE: Conflict of Interest Waiver Regarding Severance Agreement

Dear [Retiring Partner Name],

As you approach your retirement from [Firm Name] (the "Firm") effective [Retirement Date], the Firm and you are entering into negotiations regarding your severance package, retirement benefits, and the final settlement of your partnership interest (the "Severance Agreement").

The purpose of this letter is to disclose potential conflicts of interest and to obtain your informed consent regarding the Firm's legal representation during this process. [Name of Firm Counsel/Internal Legal Team] represents the interests of the Firm in these negotiations. Because your personal interests regarding severance terms may be adverse to the financial or operational interests of the Firm, a conflict of interest exists.

By signing this letter, you acknowledge and agree to the following:

- The Firm's legal counsel represents only the Firm and does not represent you personally in this matter.
- You have been advised to seek independent legal and tax counsel to review the Severance Agreement and advise you on your rights.
- You waive any claim of conflict of interest arising from the Firm's use of its internal or regular outside counsel to draft and negotiate the terms of your departure.
- Information you provide during these negotiations may not be kept confidential from the Firm's management.

Please indicate your consent to this waiver and your acknowledgment that you have been advised to seek independent counsel by signing below.

Sincerely,

[Name of Managing Partner/Authorized Representative]
[Title]
[Firm Name]

Acknowledgment and Waiver

I, [Retiring Partner Name], hereby acknowledge that I have read this letter, understand the potential conflicts of interest described, and have been advised to consult with independent counsel. I voluntarily waive any such conflicts and consent to the Firm's representation as described above.

Signature: _____ Date: _____