

Date: [Insert Date]

To:

[Name of Buyer Representative]
[Buyer Company Name]
[Address]

And To:

[Name of Seller Representative]
[Seller Company Name]
[Address]

Re: Conflict of Interest Waiver for Dual Representation regarding the Merger of [Buyer Entity] and [Seller Entity]

Dear [Buyer Name] and [Seller Name],

This letter confirms that [Law Firm Name] (the "Firm") has been requested to represent both [Buyer Company Name] ("Buyer") and [Seller Company Name] ("Seller") in connection with the proposed merger and related transactions (the "Transaction").

1. Nature of the Conflict

Under applicable rules of professional conduct, a conflict of interest exists when a firm represents two parties with adverse interests in the same transaction. In this Transaction, the Buyer and Seller have inherently different objectives regarding price, warranties, indemnification, and other material terms.

2. Disclosure of Risks

Dual representation may result in the following risks:

- The Firm cannot advocate for one party's interests to the detriment of the other.
- Should a dispute arise between Buyer and Seller, the Firm may be required to withdraw from representing both parties.
- Attorney-client privilege may not apply between the two parties; information shared by one party regarding the Transaction may be disclosed to the other party.

3. Waiver and Consent

By signing this letter, both Buyer and Seller acknowledge that they have been informed of the potential conflicts. Both parties hereby waive any conflict of interest arising from the Firm's dual representation and consent to the Firm acting as legal counsel for both parties in this Transaction.

4. Right to Independent Counsel

Each party acknowledges they have been advised of their right to seek independent legal advice before signing this waiver.

Please indicate your agreement by signing below.

Sincerely,

[Name of Partner]

[Law Firm Name]

ACKNOWLEDGED AND AGREED:

For [Buyer Company Name]:

Signature: _____

Name/Title: [Insert Name/Title]

Date: [Insert Date]

For [Seller Company Name]:

Signature: _____

Name/Title: [Insert Name/Title]

Date: [Insert Date]