

[Law Firm Letterhead]

[Date]

[Client Name]

[Client Address]

[City, State, Zip Code]

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

Dear [Client Contact Name],

This letter seeks your consent to our firm's representation of [Counterparty Name] in connection with [Description of Unrelated Matter] (the "Unrelated Matter").

As you are aware, our firm currently represents [Client Name] in [Description of Corporate Transaction] (the "Transaction"). [Counterparty Name] is the counterparty in this Transaction. We are now being asked to represent [Counterparty Name] in the Unrelated Matter, which is entirely separate from and not involving [Client Name].

Under applicable rules of professional conduct, a law firm may not represent a client if that representation is directly adverse to another current client, unless both clients provide informed consent in writing. Although the Unrelated Matter does not involve [Client Name], our representation of [Counterparty Name] in that matter while simultaneously representing you in the Transaction creates a concurrent client conflict.

We have evaluated this situation and believe our representation of you in the Transaction will not be materially limited or adversely affected by our work for [Counterparty Name] in the Unrelated Matter. To protect your interests, we will implement the following safeguards:

- The legal team representing you in the Transaction will be different from the team representing [Counterparty Name] in the Unrelated Matter.
- We will maintain strict ethical walls to ensure that no confidential information relating to [Client Name] is shared with the team representing [Counterparty Name], and vice versa.

By signing below, you confirm that [Client Name] waives any conflict of interest arising from our concurrent representation of [Counterparty Name] in the Unrelated Matter. You understand that you have the right to consult with independent counsel before signing this waiver.

Please return a signed copy of this letter to indicate your consent.

Sincerely,

[Partner Name]

[Law Firm Name]

CONSENT AND WAIVER

On behalf of [Client Name], I hereby consent to the representation described above and waive any conflict of interest associated therewith.

By: _____
Name: [Authorized Signatory Name]
Title: [Title]
Date: _____