

[Law Firm Letterhead]

[Date]

[Client Name]

[Client Address]

[City, State, Zip]

Re: Conflict of Interest Waiver - Formation of [New Entity Name]

Dear [Client Name],

This letter follows our discussion regarding the formation of [New Entity Name] (the "New Entity"). You have asked [Law Firm Name] (the "Firm") to represent you and [Name of Other Parties] in connection with the organization and formation of this New Entity.

1. Concurrent Representation

The Firm currently represents [Client Name] in [Description of Unrelated Matter, e.g., an ongoing employment litigation or real estate lease]. This letter is to confirm that you consent to the Firm representing both you and [Name of Other Parties] in the formation of the New Entity, despite our ongoing representation of you in the unrelated matter.

2. Potential Conflicts

While the interests of the parties in the formation of the New Entity currently appear aligned, potential conflicts may arise regarding the division of ownership, management control, or exit strategies. Because we represent you in an unrelated matter, professional ethics rules require us to disclose this relationship and obtain your informed consent to ensure that our representation of one party does not adversely affect our loyalty or independent judgment toward the other.

3. Confidentiality

In a joint representation regarding the New Entity, information shared with us by one party concerning the formation will generally not be kept confidential from the other parties involved in the formation. However, information regarding your unrelated matter ([Description of Unrelated Matter]) will remain confidential and will not be shared with the other parties of the New Entity without your express permission.

4. Withdrawal

Should a direct dispute or litigation arise between the parties concerning the New Entity, the Firm may be required to withdraw from representing any party in the New Entity formation. Such withdrawal would not necessarily affect our continued representation of you in the unrelated matter.

5. Consent

By signing below, you acknowledge that you have been advised of the potential conflicts, have had the opportunity to consult with independent counsel regarding this waiver, and consent to the Firm's concurrent representation.

Sincerely,

[Attorney Name]
[Law Firm Name]

ACKNOWLEDGED AND AGREED:

[Client Name]
Date: _____