

[Date]

[Name of Corporate Entity]

[Address]

Attn: [Name/Title]

[Name of Individual Director]

[Address]

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

Dear **[Director Name]** and **[Company Name]**:

This letter formally requests your consent to **[Law Firm Name]** (the "Firm") representing both **[Company Name]** (the "Company") and **[Director Name]** (the "Director") in connection with the proposed merger/acquisition involving **[Counterparty Name]** (the "Transaction").

1. Nature of the Conflict: The Firm currently serves as outside counsel to the Company. The Director serves as a member of the Board of Directors of the Company and is also a party to the Transaction in their individual capacity. Because the interests of the Company and the Director may not be identical regarding [specific terms, e.g., indemnification, payouts, or employment agreements], a potential or actual conflict of interest may exist under applicable Rules of Professional Conduct.

2. Scope of Representation: The Firm will represent both parties in the negotiation and documentation of the Transaction. We will not, however, advise one party against the interest of the other regarding the specific allocation of proceeds or disputes arising between the Company and the Director.

3. Confidentiality and Privilege: By signing this waiver, you acknowledge that any information shared with the Firm by either party relating to the Transaction may be shared with the other party. While attorney-client privilege will be maintained against third parties, it may not apply in the event of a future legal dispute between the Company and the Director regarding this matter.

4. Withdrawal: If an actual dispute arises between the Company and the Director that makes it impossible for the Firm to fulfill its professional obligations to both, the Firm may be required to withdraw from representing one or both parties.

5. Consent: By signing below, you confirm that you have had the opportunity to consult with independent legal counsel regarding this waiver and that you knowingly waive any conflict of interest arising from this joint representation.

Sincerely,

[Partner Name]

[Law Firm Name]

Agreed and Accepted:

For [Company Name]:

By: [Name/Title]

Date:

For [Individual Director]:

[Director Name]

Date: