

[Law Firm Letterhead]

[Date]

[Name of Authorized Representative]

[Name of Corporate Entity]

[Address]

[City, State, Zip Code]

[Name of Board Director]

[Home or Professional Address]

[City, State, Zip Code]

Re: Consent to Future Conflict of Interest and Advance Waiver

Dear [Representative Name] and [Director Name]:

This letter sets forth the terms under which [Law Firm Name] (the "Firm") will represent [Corporate Entity] and [Board Director] (collectively, the "Clients") and describes the conditions under which the Firm may represent other clients in the future in matters that may be adverse to the Clients.

1. Scope of Representation

The Firm has been engaged to represent [Corporate Entity] in connection with [Describe Corporate Matter] and [Board Director] in their capacity as a director regarding [Describe Specific Matter].

2. Potential for Future Conflicts

The Clients understand that the Firm represents a wide range of individuals and entities. It is possible that the Firm may be asked to represent other clients in matters that are directly adverse to [Corporate Entity] or [Board Director] in the future, provided that such matters are not substantially related to the specific legal services the Firm is currently providing to the Clients.

3. Advance Waiver

By signing this letter, [Corporate Entity] and [Board Director] knowingly and voluntarily waive any actual or potential conflict of interest that may arise from the Firm representing other parties in future transactions, litigation, or other matters that are adverse to the Clients, provided that:

- (a) The future matter is not "substantially related" to the Firm's current work for the Clients;
- (b) The Firm's personnel who have access to confidential information regarding the Clients are screened from the future matter; and
- (c) The Firm believes it can provide competent and diligent representation to all affected parties.

4. Confidentiality

The Firm will maintain the confidentiality of all information provided by the Clients in accordance with applicable professional conduct rules. No confidential information obtained from the Clients will be used to their disadvantage in any future representation of another party.

5. Independent Legal Advice

The Clients acknowledge that they have been advised of the opportunity to consult with independent legal counsel regarding the implications of signing this advance waiver.

Please indicate your consent to these terms by signing and returning the enclosed copy of this letter.

Sincerely,

[Name of Lead Partner]

[Law Firm Name]

AGREED AND ACCEPTED:

For [Corporate Entity]:

Signature: _____

Name/Title: _____

Date: _____

For [Board Director]:

Signature: _____

Date: _____