

[Date]

[Name of Former Client Contact]

[Former Client Company Name]

[Address]

[City, State, Zip Code]

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

Dear [Name],

This letter is to request a formal waiver of a potential conflict of interest. As you are aware, [Law Firm Name] previously represented [Former Client Name] in connection with [Description of Former Representation/Transaction] which concluded on or about [Date].

[Law Firm Name] has now been asked to represent [Current Client Name] in a transaction involving [Description of Current M&A Transaction]. We have determined that this matter may be considered substantially related to our previous work for you because [Briefly state why the matters overlap, e.g., similar assets, underlying contracts, or corporate structure].

Under the applicable Rules of Professional Conduct, we are required to obtain your informed written consent before representing a new client in a matter that is substantially related to our prior representation of a former client. We believe that we can represent [Current Client Name] competently and diligently without compromising any confidential information obtained during our representation of [Former Client Name].

To ensure your interests are protected, we have implemented the following safeguards:

- Ethical Wall: We have established an internal screen to prevent any attorneys or staff who worked on your matters from accessing files or discussing the current transaction with the team representing [Current Client Name].
- Confidentiality: We continue to be bound by our duty of confidentiality to [Former Client Name] and will not disclose any non-public information to the new client.

We recommend that you consult with independent legal counsel before signing this waiver. By signing below, you confirm that [Former Client Name] waives any conflict of interest arising from our representation of [Current Client Name] in this specific matter.

Sincerely,

[Attorney Name]

[Law Firm Name]

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**AGREED AND ACCEPTED:**

On behalf of [Former Client Name]:

Signature: \_\_\_\_\_

Name: [Name of Authorized Signatory]

Title: [Title]

Date: [Date]