

[Date]

[Former Client Name]  
[Former Client Address]  
[City, State, Zip Code]

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

Dear [Name of Contact],

As you are aware, [Law Firm Name] (the "Firm") previously represented [Former Client Name] in connection with [Description of Past Matter] (the "Former Matter"). Our representation of [Former Client Name] in the Former Matter concluded on [Date].

The Firm has now been asked to represent [New Client Name] in connection with [Description of Current Matter] (the "Current Matter"). We have determined that the Current Matter is substantially related to the Former Matter because [briefly describe the nexus, e.g., both involve the same contract/transaction/property].

Under applicable professional conduct rules, a law firm is generally prohibited from representing a new client in a matter that is substantially related to a matter handled for a former client if the interests of the new client are materially adverse to the former client, unless the former client provides informed consent.

Although [New Client Name]'s interests in the Current Matter are adverse to yours, we believe we can represent them effectively without compromising any confidential information obtained during our prior representation of you. To ensure your interests are protected, we have implemented the following safeguards:

- Ethical Wall: The attorneys who worked on your Former Matter will not participate in the Current Matter.
- Document Security: All files related to your Former Matter have been restricted from the personnel working on the Current Matter.
- Confidentiality: No confidential information obtained from you will be shared with [New Client Name] or the legal team representing them.

We request that you waive any conflict of interest arising from our prior representation of you, allowing us to represent [New Client Name] in this Current Matter. By signing this letter, you acknowledge that you have been advised of the risks of this waiver and have had the opportunity to consult with independent legal counsel regarding this decision.

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

Sincerely,

[Attorney Name]  
[Law Firm Name]

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**CONSENT AND WAIVER**

[Former Client Name] hereby consents to the Firm's representation of [New Client Name] in the Current Matter and waives any conflict of interest associated therewith.

By: \_\_\_\_\_  
Name: [Name of Authorized Signatory]  
Title: [Title]  
Date: \_\_\_\_\_