

[Date]

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

Re: Conflict of Interest Waiver Regarding [Debtor Name] Bankruptcy Proceeding

Dear [Name of Former Client Contact]:

As you are aware, [Law Firm Name] previously represented [Former Client Name] in connection with [Description of Prior Matter] which concluded on or about [Date]. We are no longer representing [Former Client Name] in any active matters.

[Law Firm Name] has been asked to represent [Prospective Client/Debtor Name] in its Chapter [11/7] bankruptcy proceedings currently pending in the [Court Name]. We have identified that [Former Client Name] is a [Creditor/Party in Interest] in this bankruptcy case.

Under applicable Rules of Professional Conduct, a lawyer may not represent 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 confirmed in writing.

While we believe the prior work performed for you is distinct from the issues in the [Debtor Name] bankruptcy, we are seeking this waiver to ensure no conflict arises. Specifically:

- We will be representing [Debtor Name] in restructuring or liquidating its debts, which may include claims held by [Former Client Name].
- We will not use any confidential information obtained during our representation of [Former Client Name] to your disadvantage.
- An ethical screen [will/has been] established to prevent the exchange of information between the attorneys who worked on your matter and those working on the bankruptcy matter.

By signing below, [Former Client Name] waives any conflict of interest arising from [Law Firm Name]'s representation of [Debtor Name] in this bankruptcy proceeding. You are encouraged to consult with independent counsel before signing this waiver.

Sincerely,

[Attorney Name]
[Law Firm Name]

CONSENT AND WAIVER

On behalf of [Former Client Name], I hereby consent to the representation described above and waive any conflict of interest associated with it.

By: _____

Name: [Authorized Signatory Name]

Title: [Title]

Date: _____