

[Date]

[Name of Former Client Contact]

[Former Client Name]

[Address]

[City, State, Zip Code]

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

Dear [Name of Former Client Contact],

As you are aware, [Law Firm Name] (the "Firm") has previously represented [Former Client Name] in connection with [Description of Former Representation]. This matter was concluded on or about [Date].

The Firm has been asked to represent [Name of Current Client] (the "Current Client") in connection with [Description of Current Corporate Transaction] (the "Transaction"). We understand that [Former Client Name] is a party to this Transaction acting as the [Buyer/Seller/Lender/Other Role].

Under the Rules of Professional Conduct, we are required to inform you of this potential conflict of interest and obtain your informed written consent to represent the Current Client in this matter. We have evaluated the situation and determined that:

- The Transaction is not the same as, nor is it substantially related to, the legal services we previously provided to you.
- We did not acquire any confidential information during our prior representation of you that would be material to our representation of the Current Client in this Transaction.
- Our representation of the Current Client will not be materially limited by our prior relationship with you.

We will continue to honor our ongoing duty of confidentiality to [Former Client Name] and will not use any non-public information obtained during our prior representation to your disadvantage.

By signing this letter, [Former Client Name] waives any conflict of interest arising from the Firm's representation of the Current Client in this Transaction and agrees that the Firm may represent the Current Client even if the interests of the parties are adverse.

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

Sincerely,

[Partner Name]

[Law Firm Name]

CONSENT AND WAIVER:

On behalf of [Former Client Name], I hereby waive the conflict of interest described above and consent to [Law Firm Name] representing [Current Client] in the Transaction.

By: _____

Name: [Authorized Signatory Name]

Title: [Title]

Date: _____