

[Date]

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

Re: Conflict of Interest Waiver Regarding [Name of Current Transaction/Matter]

Dear [Name of Contact Person]:

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

The Firm has now been asked to represent [Current Client Name] in connection with [Description of New M&A Transaction] (the "Proposed Transaction"). We understand that [Former Client Name] is a party to this Proposed Transaction as the [Buyer/Seller/Target/Other Role].

Although our current representation of [Current Client Name] is unrelated to our prior work for [Former Client Name], we are requesting your formal consent to this representation under the applicable rules of professional conduct. We do not believe that our prior representation of [Former Client Name] will adversely affect our ability to represent [Current Client Name] in this matter, nor will our representation of [Current Client Name] involve the use of any confidential information obtained from you during our prior engagement.

By signing this letter, [Former Client Name] confirms that:

- It waives any conflict of interest arising from the Firm's representation of [Current Client Name] in the Proposed Transaction.
- It consents to the Firm representing [Current Client Name] even if such representation is adverse to [Former Client Name] in this specific matter.
- It acknowledges that the Firm will implement ethical walls or screening procedures to protect the confidential information of both parties.

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

Sincerely,

[Partner Name]  
[Law Firm Name]

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**CONSENT AND WAIVER:**

On behalf of [Former Client Name], I hereby consent to the Firm's representation of [Current Client Name] and waive any conflict of interest as described above.

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