CONFLICT WAIVER REQUEST

Date:
Completed by:
TO: Vice President, Risk Management
           Medtronic, Inc.
           710 Medtronic Parkway
           Minneapolis MN 55432
           (or by e-mail to: rs.mvprm@medtronic.com)

Section A: REQUESTING LAW FIRM COMPLETE

The following information is provided in support of a request for waiver from the conflict provisions of the Medtronic Policy for Outside Legal Counsel Regarding Conflicts of Interest.

1.   Name of attorney requesting waiver:
           Name of law firm:
           Address:
           Phone:

2.   Date by which a waiver decision is requested[1]:

3.   Describe the conflict you believe exists:

4.   Describe the work that was, and/or currently is being, performed for Medtronic:

5.   Names of attorneys of the firm involved in the prior and/or current matter:

6.   Have you obtained a waiver from the other party as to this issue? If not, please explain:

7.   Have you previously asked any Medtronic employee for a waiver in regard to this matter? If yes, please explain:

8.   Are you seeking any limitations as to the waiver request? (e.g., that the waiver will apply only to a particular matter or to particular individuals within the firm requesting the waiver) If so, please explain:

9.   Please provide any other relevant information which would allow "informed consent" in assessing whether to grant a waiver.

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[1] In the event a decision has not been made by the requested date, requesting firm should not presume that a waiver has been, or will be, granted.

APPLICANT: DO NOT WRITE BELOW THIS LINE

Section B: **MEDTRONIC USE ONLY:**

1.   Medtronic Outside Legal Conflict Committee Recommendation:
        _____   Recommend waiver be granted
        _____   Recommend waiver be denied

_____   _____
Signature   Date

_____
Printed Name

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2.   VP/Senior Legal Counsel, Medtronic Business Unit Recommendation:
        _____   Recommend waiver be granted
        _____   Recommend waiver be denied

_____   _____
Signature   Date

_____
Printed Name

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3.   Medtronic General Counsel Decision:
        _____   Waiver granted
        _____   Waiver denied

_____   _____
Signature   Date

_____
Printed Name

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Limitation/restrictions:
Duration: