

Date:

Name of _____ Attorney
_____ Business or Subsidiary
Address _____

Re: [name of case or transaction for which waiver is requested]

Dear [_____ attorney]:

The purpose of this letter is to request a waiver of a [potential or actual] conflict of interest in connection with [law firm]'s representation of [other client's name] in the above referenced matter. We seek your assent to such a waiver subject to the following conditions:

1. [Other client name] agrees not to object to [law firm]'s continued ability to represent _____ or its affiliates on existing and future matters.
2. [Law firm]'s representation of [other client] will not involve the assertion against _____ or any of its affiliates of a claim of fraud, misrepresentation, or other dishonest conduct. Nor will [law firm] represent [the client] in any litigation or threatened litigation arising from the matter.
3. [Law firm] is representing [other client] for the sole purpose of [describe limited engagement to which _____ is consenting], and it is understood that _____ reserves the right to claim a potential or actual conflict of interest and take appropriate action regarding any other matter in which [such law firm] may be engaged, or representation by [law firm] which is broader than specified in this sentence.
4. [Law firm] personnel providing services to [other client] in connection with this matter will not be among those concurrently providing services to _____ or a _____ affiliate.
5. [Other client] has been informed of the conditions set forth in this letter and has agreed to these conditions by signing below.

Please sign this letter and return it to me if it is acceptable to you.

Very truly yours,

Attorney for Outside Law Firm

Received and agreed to:

Other client representative

Received and agreed to:

_____, Attorney