

SAMPLE CONFLICT WAIVER LETTER

WHERE LAW FIRM MEMBER SERVES ON BOARD OF ADVERSE ENTITY

[Insert Date]

[CLIENT]

[Name of Client Contact]

[Title]

[Company or Entity]

[Address]

Re: [Style of Case or Description of Matter/Representation] Conflict Waiver

Dear _____:

This is to confirm our conversation in which you [**or name of client**] agreed to waive any objection to the potential or actual conflict of interest with respect to: (1) [**Law Firm's**] representation of [**name of client**] in connection with [**describe matter**] (“the matter”) adverse to [**name of adverse entity**], and (2) the fact that a [**Law Firm**] lawyer, [**name of Law Firm lawyer**], is on the board of directors of [**name of adverse entity**].

The applicable ethics rules permit [**Law Firm**] to represent you [**name of client**] in this matter as long as [**Law Firm**] is able to provide competent and diligent representation, you [**name of client**] provides us with informed written consent, we give notice to [**name of adverse entity**], and [**name of Law Firm lawyer**] and [**name of adverse entity**] agree that [**name of Law Firm lawyer**] will recuse [**him/herself**] from any consideration of [**describe matter**].

We hereby confirm to you that, after fully disclosing to you [**name of client**] the circumstances, we are able to provide competent and diligent representation to you [**name of client**]. [**Name of Law Firm lawyer**] will notify [**name of adverse entity**] in a separate letter of the circumstances as described above and request [**name of adverse entity's**] agreement as to recusal.

Under these circumstances, if you [**name of client**] agree/s that [**Law Firm**] may represent you [**name of client**] in the matter, and that you [**name of client**] are/is waiving

objection to any potential or actual conflict of interest associated with **[name of Law Firm lawyer]** serving on **[name of adverse entity]**'s board of directors, please indicate your **[name of client's]** informed consent and waiver by signing where provided below.

Also, please return the executed copy of this letter to me as soon as possible, keeping a copy for your records. **[Insert if the return of the signed letter is to take place via facsimile and the appropriate fax number, or insert language that a stamped, addressed envelope is enclosed for return of the signed letter.]**

Thank you for your consideration of this matter.

Sincerely yours,

[LAW FIRM]

By: _____

CONFLICT WAIVER

[NAME OF CLIENT] hereby provides informed consent to and waives any objection to the actual or potential conflict of interest as described in the aforesaid circumstances.

[NAME OF CLIENT]

By: _____

Its: _____

Dated: _____