

**SAMPLE SUBSEQUENT REPRESENTATION CONFLICT WAIVER LETTER**

[Insert Date]

[FORMER CLIENT A]  
[Name of Client Contact]  
[Title]  
[Company or Entity]  
[Address]

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

Dear \_\_\_\_\_:

This is to confirm our prior telephone conversation on [date of contact] in which you agreed [on behalf of Former Client A], to waive any objection to the conflict of interest with respect to [Law Firm]'s representation of [Client B] in [describe matter] ("the matter"). As you know, [Law Firm] represented you [Former Client A], in [describe prior representation].

The applicable ethics rules permit [Law Firm] to represent a client in the same or a substantially related matter in which that client's interests may be materially adverse to a former client's interests if the former client consents after consultation. As I have stated, in our proposed representation of [Client B] in the matter, we will not disclose or use information relating to our prior representation of you [Former Client A], to your [Former Client A]'s disadvantage.

[It may be necessary, based on the nature of the conflict or one or more client's desires, to erect an ethics wall within the firm. If so, language should be included explaining the ethics wall: "We will institute an ethics wall within the firm so that lawyers working for Client B will not have access to information relating to our prior representation of you [Former Client A] concerning [describe prior representation] and vice versa." Insert more detail, if necessary, as to segregation of files, denial of access to areas of the firm, and restrictions on computer access.]

[If the matter for which the conflict waiver is being sought could lead to litigation between Former Client A and Client B, it is advisable to include an agreement addressing this eventuality. Depending on the outcome desired in such case, language should be inserted which provides: "In addition, by agreeing to this waiver, you agree that in the event litigation develops between you [Former Client A] and Client B regarding the matter [Law Firm] will be able to continue to represent Client B, even adverse to you [Former Client A] in any such litigation."

Under these circumstances, if you agree **[on behalf of Former Client A]**, that **[Law Firm]** may undertake the representation of **[Client B]** in the matter, and that you **[Former Client A]** are/is waiving any objection to the conflict of interest with respect to such representation, please indicate your consent and waiver by signing below. Also, please return the executed copy to me as soon as possible, keeping a copy for your records. **[Insert if the return of the signed waiver 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 waiver letter.]**

Thank you for your consideration.

Sincerely yours,

**[Law Firm]**

By: \_\_\_\_\_

**CONFLICT WAIVER**

**[Former Client A]** hereby consents to and waives any objection to the conflict of interest in **[Law Firm's]** representation of **[Client B]** in the aforesaid circumstances.

**[FORMER CLIENT A]**

By: \_\_\_\_\_

Its: \_\_\_\_\_

Dated: \_\_\_\_\_