***[date]***

Anne K. Garcia

Senior Vice President and General Counsel

Office of Legal Affairs

The Ohio State University

1590 North High Street, Suite 500

Columbus, OH 43201-2178

Re: Waiver of Conflict – ***[insert other client’s name]***

Dear Ms. Garcia:

Pursuant to our discussion, this letter confirms that ***[insert your firm’s name]*** (“our Firm”) has been asked to represent ***[insert other client’s name]*** in connection with ***[name the project].*** We request that Ohio State consent to this representation and waive any objections to any conflicts of interest related to our Firm’s representation of ***[insert other client’s name].*** Ohio State’s consent and waiver would be conditioned on the following:

1. Our Firm will continue to represent Ohio State on all matters on which it is currently engaged to represent Ohio State.

2. Our Firm has received consent from ***[insert other client’s name]*** to continue to represent Ohio State on other matters and ***[insert other client’s name]*** has waived any objections to any conflicts of interest created by our Firm’s current and future representation of Ohio State in matters that do not involve ***[name the project].*** Our Firm has represented and will continue to represent in the future (subject to our internal conflicts procedures) Ohio State in various matters that are not related to ***[name the project].***

3. If the relationship between Ohio State and ***[insert other client’s name]*** moves into litigation, arbitration, or a similar dispute with respect to ***[name the project]***, our Firm would not represent either party. For the avoidance of doubt, our Firm would withdraw its representation of ***[insert other client’s name]*** with respect to any such litigation,

arbitration, or similar dispute.

Conflict of Interest Waiver

***[date]***

Page 2

4. Notwithstanding any consent or waiver provided by Ohio State or ***[insert other client’s name],*** our Firm will continue to protect confidential information learned during our Firm’s representation of Ohio State and will not share this information with ***[insert other client’s name].***

Thank you for Ohio State’s willingness to consent to our Firm’s representation of ***[insert other client’s name]*** with respect to ***[name the project].*** We ask that you sign below and return a copy of this letter with your signature signifying The Ohio State University’s consent and waiver.

Sincerely,

Managing Partner

***[insert your firm’s name]***

I confirm that The Ohio State University consents to ***[insert your firm’s name]*** representing ***[insert other client’s name]*** in connection with ***[name the project],*** as described above, and waives any objections to any conflicts of interest related to this representation, subject to the conditions detailed in this letter.

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Anne K. Garcia

Senior Vice President and General Counsel

Office of Legal Affairs

Shawn Busken

Director of Outside Counsel

Ohio Attorney General’s Office