

[Firm Letterhead]

[date]

Michael R. Cannon, Esq.
Executive Vice Chancellor and General Counsel
Washington University in St. Louis
Campus Box 1058
One Brookings Drive
St. Louis, Missouri 63130-4899

Re: Conflict of Interest Waiver Request

Dear Mike:

_____ (“Law Firm Name”) has been requested to represent
_____ (“Other Client”) in connection with _____
[insert description of transaction] (the “Transaction”) with The Washington University
 (“Washington University”).

Washington University also is a client of [Law Firm Name] for which we provide an array of legal services that include _____ [insert description of legal services provided to Washington University]. We understand that Washington University is prepared to waive the conflict of interest that arises from [Law Firm Name]’s representation of Other Client in connection with the Transaction, including _____ [insert brief description of legal services to be provided to Other Client in connection with the Transaction], but not with respect to any other matters beyond such limited purpose.

Although the attorneys at [Law Firm Name] providing the different representations described herein are physically separated and their files are not commingled in any way, in order to ensure that there is no inadvertent disclosure of information we will erect an ethical wall between the two different groups of attorneys and ensure that files and staff are kept separate and apart from each other. This will help to ensure that [Law Firm Name] will maintain the confidences and secrets of each client, respectively, separate and apart from the other.

This letter will confirm our understanding that Washington University consents to [Law Firm Name]’s representation of Other Client in connection with the Transaction and the other matters in which [Law Firm Name] represents Other Client from time to time which are unrelated to Washington University, but for no other purpose. This letter will further confirm that in the event a contentious dispute, threat of litigation or actual litigation (or other adversary proceedings) were to arise between Washington University and Other Client in connection with the Transaction, [Law Firm Name] will not represent or counsel Other Client or Washington University in connection with any aspect of any such contentious dispute, threat of litigation or actual litigation, or assist any other legal

counsel representing Other Client or Washington University in any such contentious dispute, threat of litigation or actual litigation (other than transitioning [Law Firm Name]'s prior representation of Other Client to substitute counsel to the extent appropriate under [Law Firm]'s ethical obligations). As used in this conflict waiver, "contentious dispute" does not include the usual exchange of positions in negotiations.

If the foregoing meets with your approval, please indicate as much by signing and returning to me the enclosed copy of this letter. Thank you.

Very truly yours,

[signature lines]

Accepted and agreed to, this ____ day of _____, 200__.

THE WASHINGTON UNIVERSITY

By: _____

Name: Michael R. Cannon

Title: Executive Vice Chancellor and General Counsel