

Jones, Jones & Jones

Law Firm

[Date]

CONFIDENTIAL TREATMENT REQUESTED

[Insert Name of [Current GC](#)], General Counsel  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549-9010

Re: Request for Waiver of Imputed Disqualification

Pursuant to Rule 8(d), 17 C.F.R. 200.735-8(d)

Dear [Insert name of current General Counsel]:

Jones, Jones & Jones requests a waiver of imputed disqualification in connection with the firm's representation of XYZ Corporation in the Commission's investigation captioned, In the Matter of Insider Trading, HO-0000. \*/ The firm requests the waiver because Mr. John Q. Esquire joined this firm on [date]. Prior to joining the firm, Mr. Esquire served as an Assistant Regional Administrator of Enforcement at the Commission's Atlanta Regional Office; and, in that capacity, he participated personally and substantially in the Insider Trading matter.

Our request for a waiver is based on the following representations:

(1) Mr. Esquire has been and will be screened from all participation in this matter. He will not share in any fees attributable to this matter. Moreover, Mr. Esquire has not revealed any information regarding the Insider Trading matter that he obtained while he was an Assistant Regional Administrator to anyone in this firm.

(2) The firm has represented XYZ in the Insider Trading matter for the last two years and had a pre-existing securities law practice prior to the arrival of Mr. Esquire.

[(or) Although the XYZ Corporation was not a client of the firm before Mr. Esquire joined the firm, the firm had a pre-existing securities practice and the matter was not brought to the firm because of Mr. Esquire's employment.]

In addition, we request that this letter not be included in the Commission's Public Waiver File because it refers to an ongoing nonpublic investigation.

See Rule 8-4c, 17 C.F.R. 200.735-8(d)(3).

Sincerely,

I'm A. Lawyer, Esq.  
Jones, Jones & Jones

cc: [Insert Name of [Current Ethics Counsel](#)], Ethics Counsel

[Consult D.C. Bar Rules, if applicable, for required affidavits]

Jones, Jones & Jones

Law Firm

[Date]

CONFIDENTIAL TREATMENT REQUESTED

[insert name of current Ethics Counsel]

United States Securities and Exchange Commission

Office of the Ethics Counsel

100 F Street, N.E., Mail Stop 9150

Washington, D.C. 20549-1090

Re: Notice of Representation Pursuant to Rule 8(b),  
17 C.F.R. 200.735-8(b)

Dear [insert name of current Ethics Counsel]:

This statement is filed in compliance with the Commission's notice of representation requirement.

I was formerly a branch chief in the Division of Corporation Finance and resigned effective [date], to accept employment with the law firm of Jones, Jones & Jones. This is to advise you that I have been retained to represent XYZ Corporation in, *In the Matter of Insider Trading*, HO-0000. The staff contact at the Commission is [name and division]. In the course of my representation of XYZ Corporation, it is contemplated that I will appear before, or communicate with, the Commission or the staff of various offices of the Commission by telephone, correspondence, or otherwise.

While an employee of the Commission, to the best of my recollection, I did not have official responsibility for, nor did I participate personally or substantially in, *In the Matter of Insider Trading*, HO-0000.

Since my participation in this matter may continue for an indefinite period involving more than one communication with, or appearance before, the Commission or its staff, this statement is intended to cover all my appearances and communications that relate directly to *In the Matter of Insider Trading*.

In addition, I request confidential treatment for this letter because it refers to an ongoing nonpublic investigation.

See Rule 8-4c, 17 C.F.R. 200.735-8(d)(3).

Sincerely,

John Q. Esquire, Esq.

Jones, Jones & Jones

(202) xxx-xxxx

JohnQ@lawfirm.com

**NOTES:**

**// Please be certain to include adequate information to permit definite identification of the matter, e.g., a case number; the type of form filed with the Commission; a Commission file number (if known); or the date the form or statement was filed with the Commission.**

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