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October 21, 2009

Billy B. Springer
Kemmons Wilson, Inc.
P.O. Box 5769
Sarasota, FL 34231-5769

Re: School Board Purchase of Site in Palmer Place

Dear Billy:

This letter is a follow-up to my prior telephone conversation with you regarding our firm representing the School Board in this matter (our firm typically handles real estate work for the School Board).

Our firm represents (and has for 25 years) Kemmons Wilson in all matters in Sarasota County, including land use and development work for Palmer Place, so we did not accept this representation of the School Board without your informed consent and waiver of conflict. This means, of course, that we will not be representing you in this transaction. Because of the complex nature of any commercial real estate transaction, we recommend that you retain your own legal counsel in this matter.

I would appreciate your signing a copy of this letter to confirm our conversation that you have waived any conflict. Please then fax or email it back to me at your earliest convenience.

We greatly value you as a client and look forward to our continued representation of you in all other matters.

Sincerely,



James L. Ritchey
For the Firm

Conflict waiver confirmed by:

KEMMONS WILSON, INC.



By: _____
Billy B. Springer, Vice President

bcc: JAG

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