

WAIVER OF POTENTIAL CONFLICT OF INTEREST

We the undersigned have requested that _____, to jointly represent us in the preparation of our Federal, State and Local or other tax returns, and/or provide other accounting services.

Although our interests in these matters are generally consistent, it is recognized and understood that differences may exist or become evident during the course of our providing services.

Notwithstanding these possibilities, we have determined that it is in our individual and mutual interests to have a single accounting firm represent us jointly in connection with all tax and accounting matters. The potential for conflicts of interest has been explained to us.

Accordingly, this agreement authorizes you to represent us jointly in connection with the above-described matters. This will also confirm that we have each agreed to waive any conflict of interest arising out of your representation of each of us in the matters described herein.

It is further understood and agreed that you may freely convey necessary information provided by one of us to the other, unless we expressly direct you in writing to the contrary.

This Waiver of Potential Conflict of Interest will remain in effect until either of us advises you in writing that we are revoking the Waiver.

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