

Advance Waiver – Bankruptcy – Financial Institution

As you know, the Firm has an active and diverse practice in the areas of financial services, insolvency, debt and capital restructuring, bankruptcy and creditor's rights and related litigation, including matters in which we represent debtors, creditors, equity security holders, bankruptcy trustees, receivers, assignees for the benefit of creditors, bondholders' or creditors' or equity security holders' committees or other parties-in-interest ("Other Party" or collectively "Other Parties"). Because of the broad scope of your business, it is foreseeable that matters unrelated to the present engagement may now exist or arise in the future in which your interests are directly or indirectly adverse to the interests of one or more Other Parties we represent. For example, we may be asked to represent a debtor in a bankruptcy case where you are a secured creditor. By signing this letter, you are waiving any conflict that arises or may arise by virtue of our present or future representation of one or more Other Parties in matters unrelated to the present engagement in which the interests of such Other Parties are directly or indirectly adverse to your interests. You consent to our representation of such Other Parties in such matters, including litigation matters. You should understand that in these circumstances, as an example, the debtor who is represented by our lawyers would be adverse to you in the bankruptcy. This conflicts waiver is subject to the following terms and conditions: (1) the Firm shall at all times adhere to its ethical obligation to preserve your confidential information and not disclose or use such information without your express consent except as required or permitted by law or the rules of professional conduct; (2) without your express consent, we will not represent any Other Party where such representation is directly adverse to you and where we possess confidential information you provided to us which is relevant to that representation; and (3) at your request, the attorneys who represent or represented you will not participate in the representation of any Other Party who is directly adverse to you in any proceeding commenced by the filing of a complaint against you or in responding to a complaint filed by you. By signing this letter you acknowledge that you have had the opportunity to seek independent advice about this waiver, have received sufficient information and understand the material risks that this waiver entails.