

Bryant ■ Miller ■ Olive

ATTORNEYS AT LAW

December 29, 2008

Board of County Commissioners of
Gadsden County, Florida
9 E. Jefferson Street
Quincy, Florida 32353
Attn: Arthur Lawson, Assistant County Manager

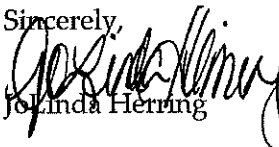
Re: Waiver of Potential Conflict of Interest under Applicable Florida Bar Rules

Dear Mr. Lawson:

This is written to you to discuss the applicability of and our obligation to consult with you regarding Rule 4-1.7 of the rules regulating The Florida Bar concerning conflicts of interest. Bryant Miller Olive P.A. ("BMO") has been asked to serve as special counsel to the Board of County Commissioners of Gadsden County, Florida (the "County") in connection with its Request for Proposals for a County Attorney. BMO currently provides advice and representation to Capital City Bank ("CCB") in connection with the closing of a loan to County. Such representation would constitute a conflict of interest on the part of BMO because the County and CCB are adverse parties in the loan transaction.

Unless a waiver is obtained, Florida Bar Rule 4-1.7 generally prohibits an attorney from representing a client in this type of situation, if such representation could be directly adverse to the interests of either client. Because we represent CCB, we will not be able to represent the County in connection with the referenced transaction without first obtaining the written consent of both parties to do so. If you consent to our representation in connection with the referenced transaction, I would request that you sign the attached waiver form and return it to my attention. Please feel free to call me or Randy Hanna at 850-222-8611 with any questions or concerns.

Sincerely,


Jolinda Herring

cc: Randy Hanna
Emory Mayfield, Jr.

WAIVER OF CONFLICT OF INTEREST

For purposes of Rule 4-1.7 of the Rules regulating the Florida Bar, the undersigned hereby consents to Bryant Miller Olive's representation of Capital City Bank in connection with the closing of a loan to the Board of County Commissioners of Gadsden County, Florida. This waiver of conflict of interest is signed by me after consultation with Bryant Miller Olive regarding this matter.

Vice Chairman, Gadsden County Board of
County Commissioners

Date