

**Andrew M. McNeil &
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September 7, 2010

MSD of Washington Township
Attn: School Board Members
8550 Woodfield Crossing Blvd.
Indianapolis, Indiana 46240

Securalex
Attn: Patricia DuCanto
President & CEO
1901 South Meyers Road
East Lobby, Suite 500
Oakbrook Terrace, Illinois 60181-5209

MSD Washington Township
Attn: Dr. James Mervilde
Superintendent
8550 Woodfield Crossing Blvd.
Indianapolis, Indiana 46240

Re: *John D. Mulinaro v. Securalex, LTD; Metropolitan School District of Washington Township; James Mervilde, in his official and individual capacity*
Cause No.: 1:10-cv-1034-LJM-TAB

Dear School Board Members, Dr. Mervilde and Ms. DuCanto:

As you know, Bose McKinney & Evans LLP (“Bose McKinney”) has in the past represented, and also currently represents, the Metropolitan School District of Washington Township (the “School”) in connection with various matters unrelated to the above-referenced lawsuit (collectively, the “Unrelated School Matters”). As you also know, Bose McKinney has in the past represented, and also currently represents, Securalex in connection with various matters unrelated to the above-referenced lawsuit (collectively, the “Unrelated Securalex Matters”).

John D. Mulinaro, a Securalex employee who was formerly assigned to the School’s security department pursuant to a contract between Securalex and the School, has filed the above referenced retaliation lawsuit against Securalex under the Americans with Disabilities Act and against the School and Dr. Mervilde under the First Amendment, 42 U.S.C. § 1983. The defendants have independently asked Bose McKinney to represent them in connection with Mulinaro’s lawsuit. Specifically, Securalex has asked Andrew McNeil to represent its interests in

MSD of Washington Township
Attn: School Board Members
Attn: Dr. James Mervilde, Superintendent
Securatex
Attn: Patricia DuCanto, President & CEO
September 7, 2010
Page 2

connection with Mulinaro's retaliation claims against it, while the School and Dr. Mervilde have asked Michelle Cooper to represent their interests in connection with Mulinaro's retaliation claims against them.

Based on the facts as we know them, Securatex, the School and Dr. Mervilde are not adverse to one another in the lawsuit and there is no basis for an adverse relationship between the School, Dr. Mervilde and Securatex. As such, Bose McKinney does not reasonably believe that a conflict of interest exists pursuant to Rule 1.7 of the Indiana Rules of Professional Conduct in that our representation of Securatex in connection with the lawsuit will not be directly adverse to the School or Dr. Mervilde nor will it materially limit our work on Unrelated School Matters or our responsibilities to the School, Dr. Mervilde or any other client. Likewise, Bose McKinney does not reasonably believe that a conflict of interest exists pursuant to Rule 1.7 of the Indiana Rules of Professional Conduct in that our representation of the School and Dr. Mervilde in connection with the lawsuit will not be directly adverse to Securatex nor will it materially limit our work on Unrelated Securatex Matters or our responsibilities to Securatex or any other client.

Out of an abundance of caution, however, we respectfully request that you indicate your consent to the above-described representation in writing. Before doing so, we encourage you to consult with other legal counsel as you may deem appropriate. If you agree to the above-described representation, please sign below to indicate your consent. Thereafter, the School and Dr. Mervilde need to return a copy of their signed consent to Michelle Cooper in the enclosed envelope. Likewise, Securatex needs to return a copy of its signed consent to Andrew McNeil in the enclosed envelope.

We understand that litigation is an evolving process and that the facts as we now know them concerning the claims against Securatex, the School and Dr. Mervilde can and may change over the course of time. As a result, we appreciate that a conflict of interest may arise at some point in the future and that such a conflict may require us to withdraw from representing Securatex, the School, Dr. Mervilde or all parties. We will maintain reasonable screening procedures for determining if such a conflict arises. Please remember, however, that any party

MSD of Washington Township
Attn: School Board Members
Attn: Dr. James Mervilde, Superintendent
Securatex
Attn: Patricia DuCanto, President & CEO
September 7, 2010
Page 3

may revoke the consent to our representation at any time. As for the Unrelated School Matters, we anticipate that Bose McKinney will continue to represent the School in connection with these matters and other future matters that the School may refer to us for action or advice. And as for Unrelated Securatex Matters, we also anticipate that Bose McKinney will continue to represent Securatex in connection with these matters and other future matters that Securatex may refer to us for action or advice.

We have discussed this arrangement with the School and its insurer and Dr. Mervilde, as well as with Securatex. If you would like to discuss this matter further, or if you have any concerns that have not been addressed, please do not hesitate to call. Otherwise, please know that we appreciate your consideration of this situation and look forward to continuing our relationship with all of you.

Sincerely,

Andrew M. McNeil

Michelle L. Cooper

cc: Charles Rubright, Esq.
Dr. James Mervilde
School Board Members
Ms. Patricia DuCanto

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CONSENT

The Metropolitan School District of Washington Township (the "School"), Dr. James Mervilde and Securalex hereby acknowledge and consent to Bose McKinney & Evans LLP's representation of the School, Dr. Mervilde and Securalex in connection with a lawsuit filed against them in the United States District Court for the Southern District of Indiana captioned *John D. Mulinaro v. Securalex, LTD; Metropolitan School District of Washington Township; James Mervilde, in his official and individual capacity*, Cause No. 1:10-cv-1034-LJM-TAB. Securalex, the School and Dr. Mervilde are aware of the relevant considerations and reserve the right to revoke this consent at any time.

EXECUTED effective as of this _____ day of September, 2010.

SECURATEX

By: _____

Its: _____

EXECUTED effective as of this _____ day of September, 2010.

MSD WASHINGTON TOWNSHIP

By: _____

Its: _____

EXECUTED effective as of this _____ day of September, 2010.

DR. JAMES MERVILDE (in his
official and individual capacity)

By: _____

Its: _____