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* Also admitted in Idaho
-- Also admitted in New York
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+ Admitted in Idaho only
-- Also admitted in Oregon
* Also admitted in Alaska

August 4, 1999

VIA HAND DELIVERY

Roy Koegen
Perkins Coie
Old City Hall Bldg., Suite 600
221 N. Wall St.
Spokane, WA 99201

James McDevitt
Preston, Gates & Ellis, P.S.
601 W. Riverside Ave.
1400 Seafirst Bank Center
Spokane, WA 99201

Re: *River Park Square*

Dear Roy and Jim:

Please find enclosed copies of the following:

1. Request for Partial Reconveyance from U.S. Bank of WA, N.A.;
2. U.S. Bank, N.A. UCC-3 Releases (3);
3. Statutory Warranty Deed;
4. Bill of Sale;
5. Non-Foreign Transferor Statements (4);
6. Assignment of Permit and Agreement for Street Use River Park Square and Spokane Falls Boulevard Ramp and Drainage Vault;
7. Assignment of Permit and Agreement for Street Use River Park Square and Lincoln Street Down Ramp;
8. Amendment of Ground Lease;
9. Amendment of City Ground Lease;
10. First Amendment to Condominium Declaration and Covenants, Conditions, Restrictions and Reservations for River Park Square, A Leasehold Condominium.
11. Developer Warranty Letter;
12. Non-Litigation Letter;
13. UCC-1 Search;

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14. Compass UCC-3 Release;
15. Compass Full Reconveyance;
16. Final Report - Environmental Assessment - Phase I.

We've asked that the Environmental Assessment be brought up to the date of closing by MCS Environmental, Inc.

We are enclosing for each of you a Condominium survey.

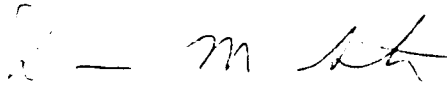
I've also enclosed a copy of the Garage Lease Closing Checklist and have checked the items I believe are covered by the packet I've sent to you. I am awaiting receipt of the contracts, which may contain some warranty provisions concerning Signage, Closed Circuit Television System and Parking Control System.

I would like to set up a meeting on Friday to go over all of these documents and start getting signatures.

Very truly yours,

WITHERSPOON, KELLEY, DAVENPORT
& TOOLE, P.S.

By



DUANE M. SWINTON

DMS:jas
Enclosures
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