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September 28, 1999

PRIVILEGED AND CONFIDENTIAL ATTORNEY/CLIENT COMMUNICATION

Preston Gates & Ellis LLP

Witherspoon, Kelly, Davenport & Toole, P.S.

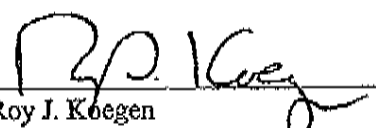
Re: Reimbursement Agreement--Confidentiality Provisions

To Whom It May Concern:

I, the undersigned, as legal counsel for the Spokane Parking Public Development Authority (the "Authority") and a member of the law firm of Perkins Coie LLP, have read the Reimbursement Agreement (the "Agreement") executed by the representatives of the Spokane Downtown Foundation (the "Foundation") and River Park Square LLC and its affiliates (the "Developer"), most specifically Section 7, dealing with the confidentiality of the Agreement and understand the same. Other than discussing this subject with others as it may be necessary under the provisions of Section 7, our firm will not discuss (and we have advised the Authority not to discuss) the existence of this Agreement or the contents therein with any individual or party without the written consent of all those to whom this letter is addressed, or an order of a court of competent jurisdiction. We also understand that the Developer will assume responsibility for defending against any public records request directed to the Authority or the Foundation, and the Developer also agrees to pay any fine or assessment levied by a court of competent jurisdiction related to the request.

Very truly yours,

PERKINS COIE LLP

By: 
Roy J. Koegen