

CERTIFICATE OF
LINCOLN INVESTMENT COMPANY OF SPOKANE
AND CITIZENS REALTY COMPANY

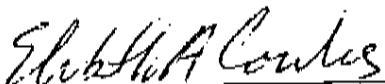
The undersigned hereby certifies that she is President of Lincoln Investment Company of Spokane and President of Citizens Realty Company (collectively, the "Developer"), and that as such officer she is authorized to execute and deliver this certificate in the name and on behalf of the Developer. Any capitalized term used herein and not defined shall have the meaning assigned to it in the Bond Purchase Agreement, dated September 15, 1998, between Prudential Securities Incorporated, as Underwriter, and the Spokane Downtown Foundation, as Issuer. The undersigned hereby further certifies on behalf of the Developer that:

1. the information contained in the Official Statement relating to the Developer, its Project Director and its Contractor is true and correct in all material respects and does not contain any untrue or incorrect statement of a material fact or omit to state a material fact necessary in order to make the statements made herein, in light of the circumstances under which they were made, not misleading; and

2. except as otherwise disclosed in the Official Statement, all necessary approvals, whether legal or administrative, have been obtained from applicable federal, state and local entities and agencies for the construction of the Facility.


Dated: September 24, 1998.

LINCOLN INVESTMENT COMPANY
OF SPOKANE



President

CITIZENS REALTY COMPANY



President