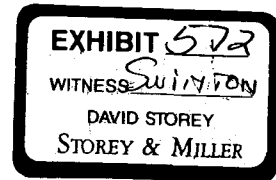




PRESTON GATES & ELLIS  
ATTORNEYS

November 20, 1996



Mr. James Sloane, City Attorney  
City of Spokane  
800 West Spokane Falls Blvd.  
Fifth Floor, Municipal Building  
Spokane, WA 99201

Mr. Robert Robideaux  
Citizens Realty Company  
c/o R W Robideaux & Company  
421 W. Riverside, Suite 620  
Spokane, WA 99201

Re: City of Spokane Parking Facility and  
Non-Profit 63-20 Financing

Gentlemen:

We are writing this letter regarding the role and participation of Preston Gates & Ellis ("Preston") in the proposed financing by a non-profit corporation now being formed ("Non-Profit") of the Riverpark Square Parking Facility (the "Facility"). As you know, Preston has represented and continues to represent the City of Spokane (the "City") on other matters, unrelated to the Facility.

In August of this year, Mike Ormsby in our Spokane office was requested to provide assistance to R.W. Robideaux and Associates (the "Developer") on behalf of Citizens Realty/Lincoln Investment Company ("Citizens") in conjunction with advice on various aspects of bond financing, including the effect of bond covenants and the implication of system based revenue financing for the Facility. At that time Preston requested and received a waiver from the City through Jim Sloane.

Preston previously sought a waiver to represent Prudential Securities, which waiver was not granted by the City. We are writing this letter to seek your consent to our representation of Non-Profit in this transaction.

It is our belief that our advice to Citizens on the discrete issues for which we were retained has been completed and that our withdrawal will not adversely affect Citizens. We do expect, however, that Non-Profit will require the service of counsel. Our professional rules of responsibility do not permit us to represent a client if the representation will be directly adverse to another client unless we believe that the representation will not adversely affect the relationship with the other client, and each client consents after consultation and a full disclosure of the material facts.

A PARTNERSHIP INCLUDING A PROFESSIONAL CORPORATION

ANCHORAGE • COEUR D'ALENE • LOS ANGELES • PORTLAND • SEATTLE • TACOMA • WASHINGTON, D.C.  
1400 SEAFIRST FINANCIAL CENTER 601 W. RIVERSIDE AVE. SPOKANE, WA 99201-0636 PHONE (509) 624-2100 FACSIMILE (509) 456-0146


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Mr. James Sloane  
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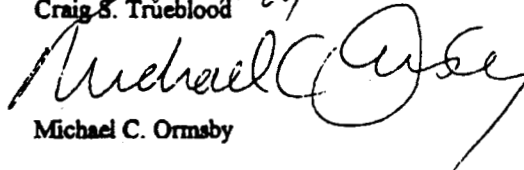
We believe that our work for the City in other matters and our earlier work for Citizens in this matter did not provide us with any confidential information which would be of interest to Non-Profit in this transaction. We believe that the only adverse consequence of providing consent for our representation of Non-Profit is the possible division of loyalty which could arise because of our representation of the City and our prior work for Citizens. We believe each of you independently should evaluate the circumstances. If you will consent to Preston's continued representation of Non-Profit, given what we have set forth in this letter, we would ask you to consider signing and returning the "Consent to Representation" on the next page. Please feel free to call any or all of us if you have any questions, comments or care to discuss any concerns.

Very truly yours,

PRESTON GATES & ELLIS



Craig S. Trueblood



Michael C. Ormsby

MCO:pp

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November 20, 1996  
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**Consent to Preston's representation of Non-Profit**

CITY OF SPOKANE

By: \_\_\_\_\_  
James Sloane  
It's City Attorney

CITIZENS REALTY/R.W. ROBIDEAUX

By: *R.W. Robideaux*  
R.W. Robideaux  
President of R.W. Robideaux  
and Representative of Citizens

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