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(1911-1998)

GLEE S. SMITH, JR.
OF COUNSEL

April 22, 2004

Via Email

David Corliss
Assistant City Manager -
Administrative Legal Services Director
City Hall
Six East Sixth Street
Lawrence, Kansas 66044

Re: 8th and New Hampshire; Hobbs Taylor Loft

Dear David:

I am writing this letter on behalf of 8th & New Hampshire, L.L.C., the owner of the "Winter Development" located on the South Half of the Winter Block in the City of Lawrence, Kansas, to follow up a meeting you and Mike Wildgen had with Bo Harris and Hunter Harris today in which Bo and Hunter proposed a revision to the First Amendment to Parking Agreement.

I enclose with this letter a revised draft of the First Amendment to Parking Agreement consistent, I believe, with your discussion today with Bo and Hunter. We have revised the original First Amendment, as follows:

1. The Effective Date of the Agreement is stated to be April 30, 2004.
2. In Paragraph 1 of the First Amendment, I deleted the last sentence of that paragraph and in lieu thereof, I inserted the following language:

Upon issuance of a building permit by the City of Lawrence for the construction of the improvements to the Winter Development as shown in the site plan attached to this Amendment as Exhibit A, the Borders Development shall be relieved of all obligation to provide sixty-seven (67) Public Parking Spaces pursuant to the 1997 Parking Agreement, and the sixty-seven (67) Public Parking Spaces on the Winter Development shall be completed and

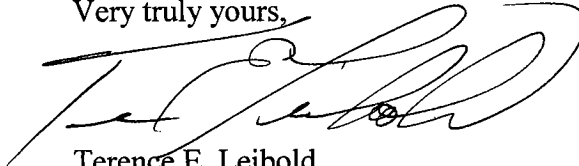
David Corliss
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available for public use at the earlier of (i) the date of the issuance of a temporary certificate of occupancy for the improvements on the Winter Development, or (ii) twelve (12) months from the issuance of the building permit for the improvements to the Winter Development.

3. I changed the signature block for the City of Lawrence to reflect the fact that Mike Rundle is now the Mayor, and all the years in the notarization blocks have been changed to 2004.

I understand that this matter will be placed on the consent agenda for Tuesday's City Commission meeting. I will have the original signature draft of the revised First Amendment hand-delivered to your office this afternoon. If you have any questions about the revisions, please call me to discuss.

Very truly yours,

A handwritten signature in black ink, appearing to read 'T. Leibold', with a stylized flourish at the end.

Terence E. Leibold
of Barber Emerson, L.C.

TEL:tel

Enclosure

cc: Mr. Hunter Harris (w/ enclosures)
Mr. Douglas McClure (w/ enclosures)