

# SCHWABE WILLIAMSON & WYATT

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ATTORNEYS AT LAW

TERRY C. HAUCK

RECEIVED  
MAR 21 1994

March 15, 1994

LLOYD CENTER PARTNERS  
c/o George Kovac  
Suite 4000  
10 South Wacker Drive  
Chicago, IL 60606

Re: Legal Representation

Dear George:

We appreciate very much the confidence that Lloyd Center Partners have expressed in Schwabe, Williamson & Wyatt by engaging us to represent the Partnership with respect to the Lloyd Center Mall in Portland, Oregon. I would like to confirm the terms under which the firm will be acting as its legal representative.

We charge for services rendered on an hourly basis. Currently, my hourly rate is \$185.00 per hour. Mr. Lambert's hourly rate is currently \$190.00 per hour. From time to time, because of the nature of the legal matters that we will be working on, other attorneys in the office may be assisting me on behalf of Lloyd Center Partners. The hourly rate for other attorneys in our office varies, based upon years of practice and expertise, and ranges from \$100.00 per hour to \$200.00 per hour. Generally, the attorneys that will assist Roy and me have an hourly rate less than ours.

In addition to our hourly fee, we will charge for out-of-pocket expenses actually incurred on behalf of the Partnership. These expenses include such items as photocopies, facsimile charges, long distance telephone charges, computer time, delivery charges and the like.

Mr. George Kovac  
March 15, 1994  
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We bill on a monthly basis and expect payment promptly upon receipt of the invoice. We charge interest at the rate of nine percent (9%) per annum on delinquent accounts.

The above summarizes our fee arrangement with respect to legal work that we will be performing on behalf of Lloyd Center Partners. If the foregoing is not acceptable to you, please advise immediately.

Very truly yours,

Terry C. Hauck

TCH:mw