

47711  
to

506778

NO. \_\_\_\_\_  
AT THE REQUEST OF:  
**LATAH COUNTY TITLE CO**  
DATE & HOUR: 7.18.06 2:03  
SUSAN PETERSEN  
LATAH COUNTY RECORDER  
FEE \$ 21.00 BY [Signature]

Recording Requested By  
And When Recorded Mail To:  
Bank of America, N.A.  
Loan Administration  
1755 Grant Street, First Floor  
Mail Code # CA4-703-01-29  
Concord, CA 94520

### AMENDMENT TO SUBORDINATION AGREEMENT

This Amendment amends the Subordination Agreement (Subordination of Option and Right of First Refusal) ("Subordination Agreement"), made and entered into as of December 6, 2004, by and among CREEKSIDE PROPERTIES, L.P., an Idaho limited partnership ("Borrower"), BANK OF AMERICA, N.A., a national banking association ("Lender"), and CREEK ASSOC., L.L.C., an Idaho limited liability company ("Optionee"), which Subordination Agreement was recorded on December 13, 2004, under recording number 492524, records of Latah County, Idaho.

The Subordination Agreement is hereby amended to provide that the "Deed of Trust" referred to therein, to which Optionee's rights are subordinated, shall be the Multifamily Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing dated as of June 15, 2006, recorded on 6-19-06, under recording number 505936, records of Latah County, Idaho, securing among other things all obligations of Borrower under the Promissory Note dated June 15, 2006, made by Borrower to the order of Lender, in the original principal amount of \$1,555,000.00. Said Deed of Trust covers the same real property as the real property secured by the deed of trust originally referred to in the Subordination Agreement.

Except as specifically amended by this Amendment, all terms and conditions of the Subordination Agreement shall remain in full force and effect.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment to be executed as of June 15, 2006.

**Optionee:**

CREEK ASSOC., L.L.C., an Idaho limited liability company

By: Whitewater Creek, Inc., an Idaho corporation, its Manager

By: \_\_\_\_\_  
Maryann Prescott, its President

**Lender:**

BANK OF AMERICA, N.A.

By: \_\_\_\_\_  
Karen Roche, Vice President

**Borrower:**

CREEKSIDE PROPERTIES, L.P., an Idaho limited partnership

By: Creek Assoc., L.L.C., an Idaho limited liability company, its General Partner

By: Whitewater Creek, Inc., an Idaho corporation, its Manager

By: \_\_\_\_\_  
Maryann Prescott, its President

STATE OF \_\_\_\_\_ )  
 ) ss.  
County of \_\_\_\_\_ )

On this \_\_\_\_ day of \_\_\_\_\_, 2006, before me, \_\_\_\_\_, a Notary Public in and for said State, personally appeared Maryann Prescott, known or identified to me to be the President of Whitewater Creek, Inc., an Idaho corporation, such corporation being the Manager of CREEK ASSOC., L.L.C., an Idaho limited liability company, and the Manager who subscribed said limited liability company name to the foregoing instrument, and acknowledged to me that she executed the within instrument on behalf of said corporation as Manager of said limited liability company.

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment to be executed as of June 15, 2006.

**Optionee:**

CREEK ASSOC., L.L.C., an Idaho limited liability company

By: Whitewater Creek, Inc., an Idaho corporation, its Manager

By: Maryann Prescott, its President

**Lender:**

BANK OF AMERICA, N.A.

By: Karen Roche, Vice President

**Borrower:**

CREEKSIDE PROPERTIES, L.P., an Idaho limited partnership

By: Creek Assoc., L.L.C., an Idaho limited liability company, its General Partner

By: Whitewater Creek, Inc., an Idaho corporation, its Manager

By: Maryann Prescott, its President

STATE OF Idaho )  
County of Kootenai ) ss.

On this 13<sup>th</sup> day of July, 2006, before me, Phyllis J. Hogland a Notary Public in and for said State, personally appeared Maryann Prescott, known or identified to me to be the President of Whitewater Creek, Inc., an Idaho corporation, such corporation being the Manager of CREEK ASSOC., L.L.C., an Idaho limited liability company, and the Manager who subscribed said limited liability company name to the foregoing instrument, and acknowledged to me that she executed the within instrument on behalf of said corporation as Manager of said limited liability company.

STATE OF OREGON )  
COUNTY OF MULTNOMAH )

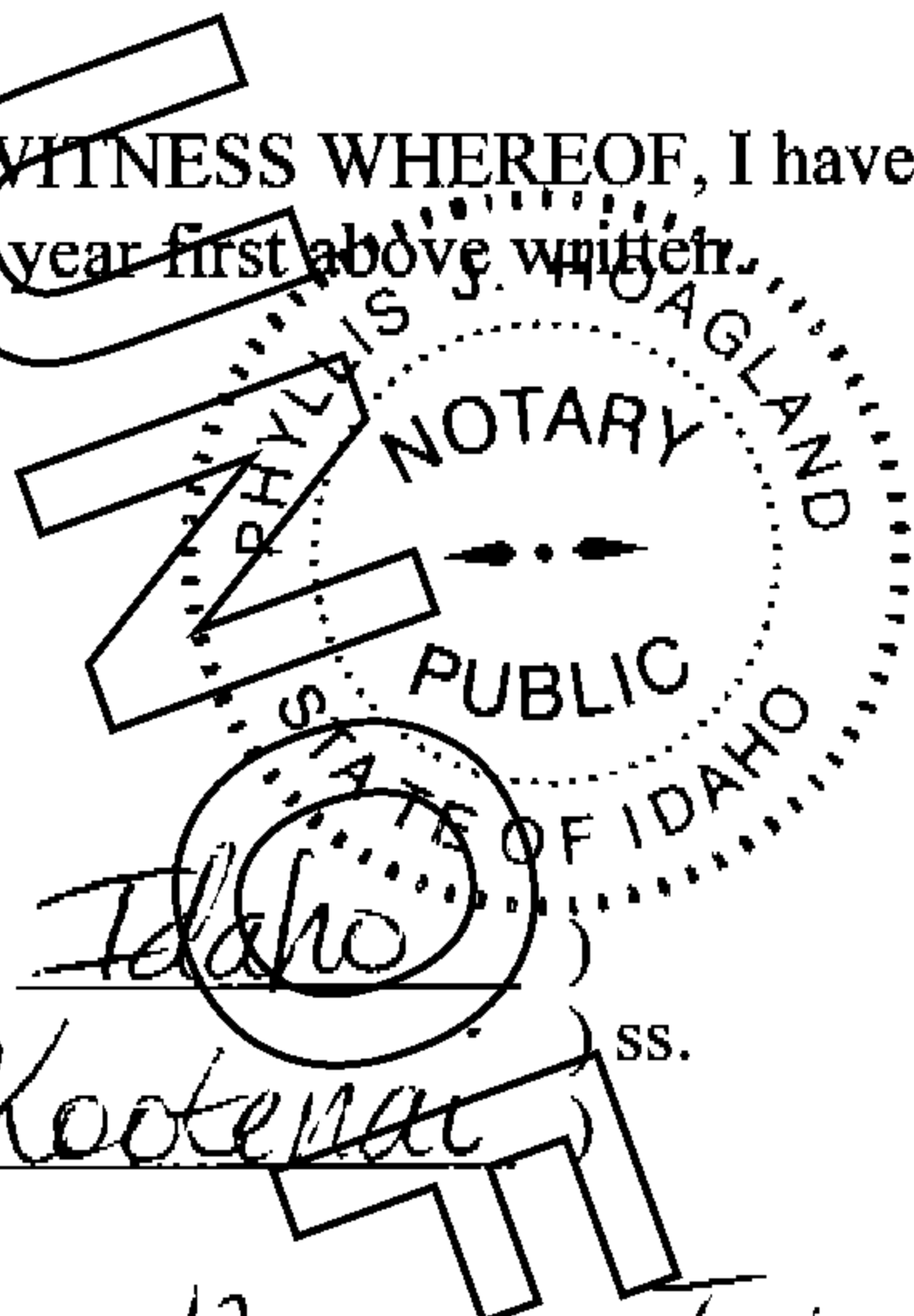
SS.

This instrument was acknowledged before me on July 13, 2006,  
by Karen Roche as Vice President of BANK OF AMERICA, N.A.



Tierney R. Chappell  
Name Printed: TIERNEY R. CHAPPELL  
Notary Public in and for the State of Oregon  
My commission expires: November 29, 2009

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal  
the day and year first above written.

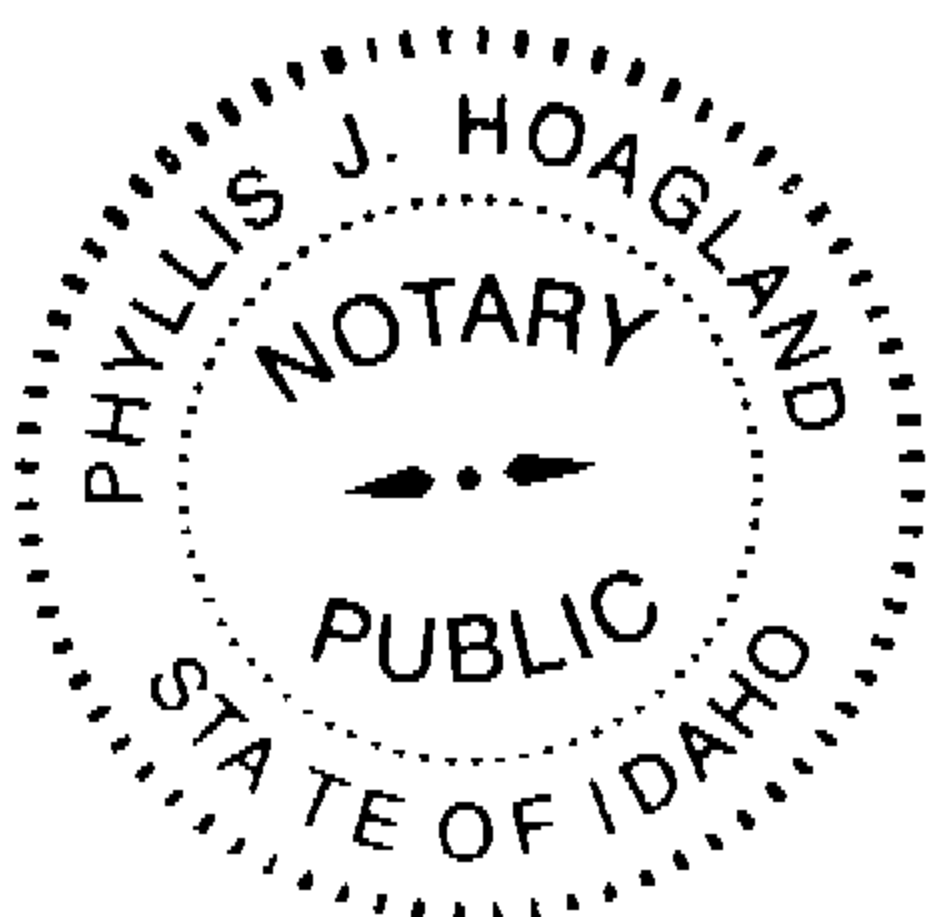


Phyllis J. Hoagland  
NOTARY PUBLIC for Idaho  
Residing at Hayden, Idaho  
My commission expires: 12-1-06

STATE OF Idaho  
County of Kootenai ss.

On this 13 day of July, 2006, before me, Phyllis J. Hoagland  
Notary Public in and for said State, personally appeared Maryann Prescott, known or  
identified to me to be the President of Whitewater Creek, Inc., an Idaho corporation, such  
corporation being the Manager of Creek Assoc., L.L.C., an Idaho limited liability company,  
and such limited liability company being the General Partner in the partnership of  
CREEKSIDE PROPERTIES, L.P., an Idaho limited partnership, and the partner or one of the  
partners who subscribed said partnership name to the foregoing instrument, and acknowledged  
to me that she executed the within instrument on behalf of said corporation as Manager of said  
limited liability company, and that such limited liability company executed the same in said  
partnership name.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal  
the day and year first above written.



Phyllis J. Hoagland  
NOTARY PUBLIC for Idaho  
Residing at Hayden, Idaho  
My commission expires: 12-1-06

COPY

**EXHIBIT A**

EXHIBIT A ATTACHED TO AND FORMING A PART OF THAT AMENDMENT TO SUBORDINATION AGREEMENT DATED JUNE 15, 2006

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**LEGAL DESCRIPTION:**

"LOT 2" LEGAL DESCRIPTION, DEED INSTRUMENT NUMBER 487277 AND DEPICTED IN THE ALTA/ACSM LAND TITLE SURVEY RECORDED AS INSTRUMENT NUMBER 483139 (R-7 OF THIS SURVEY).

A PARCEL OF LAND LOCATED IN A PORTION OF THE NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 17, TOWNSHIP 39 NORTH, RANGE 5 WEST, BOISE MERIDIAN, CITY OF MOSCOW, LATAH COUNTY, IDAHO. MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE WEST QUARTER CORNER FOR SECTION 17 FROM WHICH THE SOUTHWEST CORNERS OF SECTION 17 BEARS, 01° 02' 29" WEST, 2634.45 FEET; THENCE FROM SAID POINT OF COMMENCEMENT SOUTH 01° 02' 29" WEST, 825.26 FEET TO A POINT; THENCE SOUTH 89° 00' 48" EAST, A DISTANCE OF 60.13 FEET TO A POINT ON THE EAST RIGHT-OF-WAY FOR STATE HIGHWAY 95, SAID POINT ALSO BEING THE POINT OF BEGINNING FOR THIS DESCRIBED PARCEL OF LAND;

THENCE FROM SAID POINT OF BEGINNING SOUTH 89° 00' 48" EAST, 599.82 FEET TO A POINT ON THE WEST BOUNDARY OF RENNER ADDITION, FILED IN BOOK 6 AT PAGE 5, INSTRUMENT NUMBER 262290, LATAH COUNTY RECORDS;

THENCE SOUTHERLY ALONG THE SAID WEST BOUNDARY, SOUTH 00° 34' 50" EAST, 163.25 FEET TO A ¾" IRON ROD. SAID IRON ROD BEING THE SOUTHWEST CORNER OF RENNER ADDITION AND THE NORTHWEST CORNER OF INDIAN HILLS CONDOMINIUMS FILED IN BOOK 1 AT PAGE 13, INSTRUMENT NUMBER 336478, LATAH COUNTY RECORDS;

THENCE SOUTHERLY ALONG THE WEST BOUNDARY OF SAID INDIAN HILLS CONDOMINIUMS, SOUTH 01° 04' 10" WEST, 329.66 FEET TO A ¾" IRON ROD BEING THE SOUTHWEST CORNER OF SAID INDIAN HILLS CONDOMINIUMS;

THENCE NORTH 88° 56' 12" WEST, 434.73 FEET TO A POINT;

THENCE NORTH 00° 31' 23" EAST, 447.28 FEET TO A POINT;

THENCE NORTH 89° 00' 48" WEST, 166.40 FEET TO A POINT ON THE EAST RIGHT-OF-WAY FOR STATE HIGHWAY 95, SAID POINT BEING THE POINT OF CURVATURE OF A NON-TANGENT CURVE IN SAID RIGHT-OF-WAY CONCAVE TO THE WEST HAVING A RADIUS OF 2920.00 FEET, A CENTRAL ANGLE OF 00° 52' 59" AND A CHORD BEARING NORTH 02° 10' 54" EAST, 45.01 FEET;

THENCE NORTHERNLY ALONG SAID CURVED RIGHT-OF-WAY, 45.01 FEET TO THE POINT OF BEGINNING.

TOGETHER WITH AN EASEMENT AS FULLY SET OUT IN INSTRUMENT NUMBERS 490115.