

**\$40,500,000**  
**CLEVELAND-CUYAHOGA PORT AUTHORITY**  
**PORT AUTHORITY SPECIAL ASSESSMENT/TAX INCREMENT REVENUE BONDS**  
**(UNIVERSITY HEIGHTS, OHIO – PUBLIC PARKING GARAGE PROJECT)**  
**SERIES 2001**

**DEVELOPER’S CONTINUING DISCLOSURE STATEMENT**

Attn: Keenan Rice  
MuniCap, Inc.  
8340 Governor Ridgely Lane  
Ellicott City, MD 21043

In accordance with the “Developer’s Continuing Disclosure Agreement” (the “Agreement”) by and between the undersigned, Inland Western University Heights University Square, LLC, as Successor in Interest to Starwood Wasserman University Heights Holding, LLC (the “Developer”) and MuniCap, Inc. (the “Administrator”) dated as of December 1, 2001, the Developer hereby provides the following information as of June 30, 2005. All terms having initial capitalization and not defined herein shall have the meanings set forth in the Official Statement dated as of December 1, 2001. To the best of the knowledge of the undersigned:

1. Status of Completion of the Project financed with Bond proceeds as outlined in the Official Statement:

The parking structure was built in phases. This was done to expedite the schedule and to provide an additional source of parking for the new Kaufman’s store, which opened in March.

The initial phase was completed on time and was opened for public parking on February 28, 2002. The parking facility construction is referred to as a “Hybrid” system, utilizing a combination of structural steel and pre-cast concrete panels.

The erection of the structural steel and the pre-cast “T”s” was completed by the beginning of October. The remainder of the work, the electrical, lighting, elevators, etc. and finishes are completed. The parking facility was constructed on budget and is opened for public use on all levels.

2. Status of Completion of the Development:

The “Development” was broken down into various phases. This was necessitated due to the requirement that the existing Kaufmann’s store remain open until the completion of the new Kaufmanns store and its opening to the public.

The Kaufmann’s store opened successfully on March 6, 2002. Tops opened for business on April 2, 2003.

The Target shell was turned over to Target on January 1, 2003, allowing them to commence their Tenant fitout work. The Target store opened for business on July 20, 2003.

TJ Maxx opened on May 15, 2003; Pier 1 Imports opened on May 23, 2003; Applebee's opened on June 30, 2003; Famous Footwear opened on May 24, 2003; Foot Locker opened on May 31, 2003; and Tops opened on April 2, 2003; JoAnn's opened October 6, 2003; Catherine's opened October 23, 2003; and LeNails was turned over on November 17, 2003 and is open.

The sitework and site improvements are all completed and fully operational. The directional signage and the pylon signs have all been installed. The landscaping and irrigation is complete. The repairs to the six (6) backyards for the Bushnell Avenue homes were completed in August 2005 by the new owners.

The Center is open and was completed on schedule and time.

1. Leasing Information [update as appropriate]:

<u>Status of Negotiations</u>	<u>Company</u>	<u>Square Footage</u>	<u>Percent of Total</u>	<u>Lease Termination Date</u>
<b>I. Owner Occupied Parcels</b>				
	Kaufman's	164,684	26.52%	N/A
	Target	164,590	26.50%	N/A
	<i>Total Owner Occupied:</i>	329,274	53.02%	
<b>II. Leased Parcels</b>				
Leases - Signed:	Tops Supermarket	56,595	9.11%	05/01/18
	Famous Footwear	12,910	2.08%	12/31/13
	Applebee's	4,820	0.78%	12/31/23
	Le Nail's	800	0.13%	12/31/18
	TJ Maxx N More	45,610	7.34%	12/31/13
	Key bank	5,427	0.87%	12/31/13
	Catherine's	4,070	0.66%	12/31/13
	EB Game World	1,215	0.20%	12/31/08
	Alltel	1,510	0.24%	12/31/03
	Pier 1 Imports	12,132	1.95%	12/31/13
	Foot Locker	3,574	0.58%	12/31/13
	GNC	1,173	0.19%	12/31/13
	JoAnn Etc	35,094	5.65%	12/31/13
	Coldstone Creamry	1,232	0.20%	12/31/13
	<i>Subtotal:</i>	186,162	29.98%	
Leases Out for Signature:				
	<i>Subtotal:</i>	0	0.00%	
Negotiating Letter of Intent:				
	<i>Subtotal:</i>	0	0.00%	
<b>III. Remaining Leasable Space</b>		100,933	16.25%	
<b>IV. Leasing Prospects:</b>				
Preparing a customized trade area analysis report for their review	Best Buy	30,000 – 50,000		
Prospect still analyzing the market	Books A Million	17,000		
Preparing a customized trade area analysis report for their review	Circuit City	30,000		
May have an interest in relocating from Cedar Center	Curves	3,000		
Have an interest in the ground level space, but need to address possible conflict with Famous Footwear	Dallas Shoes	8,000		
Meeting scheduled w/COO 1 <sup>st</sup> week of December at site	HH Gregg	35,000		

Opening new Akron store – usually self develop	Levin Furniture	60,000	
Not ready to re-enter the Cleveland market	Office Depot	20,000	
Too close to their existing stores in Cleveland Heights & Mayfield Heights.	Office Max	20,000	
Not interested due to proximity to their Mayfield Heights Location	Old Navy	16,000	
Passed on area – looking to re-enter the Mayfield Heights area instead	PetsMart	N/A	
Attempting to reach their president	Sofa Express	20,000	
Re-submitting site to them again.	Staples	20,000	
Recently opened another Westside location	Steve & Barry’s	50,000	
Does not meet their new site criteria & plans for the Cleveland area			
Total Leased Parcels		186,162	29.98%
Total		621,000	100.00%

4. Zoning Classification: There has been no change in the zoning classification of any parcel in the District since bond issuance.
5. Legislative, Administrative or Judicial Challenges: There have been no legislative, administrative, or judicial challenges to the construction of the Project or the Development.
6. Change in Ownership: The Development was sold to Inland Western University Heights University Square, LLC on May 2, 2005. Inland US Management, LLC is the Agent for Owner.
7. Notice of Default in Construction Loan: The Developer has not received formal written notice of any default under its construction loan.
8. Change in Form, Organization or Ownership of Developer: The Development (the “Project”) has been sold to Inland Western University Heights University Square, LLC with the closing taking place on May 2, 2005.
9. Changes in Plan to Development: There have been no material changes in the plan to develop the Development as described in the Official Statement under the heading “THE DEVELOPMENT AND THE DEVELOPER.”
10. Amendments or Supplements to the Cooperative Agreement: There have been no amendments or supplements to the Cooperative Agreement.
11. Amendments to or Defaults in the Construction Agreement: There have been no amendments to or any defaults by the Developer with respect to any Construction Agreements.

The developer has not obtained actual knowledge of the occurrence of any Significant Events, as described in the Cooperative Agreement.

INLAND WESTERN UNIVERITY HEIGHTS  
UNIVERSITY SQUARE, LLC

By: Inland Western University Heights  
University Square, LLC

By: Signature on file

Title: \_\_\_\_\_

Date: 10/19/05