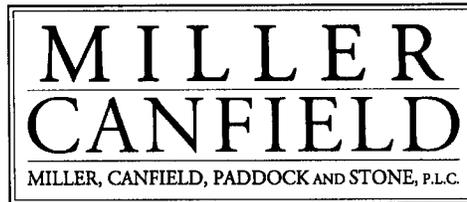


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September 29, 2005

Mr. John Szerlag, City Manager  
Lori Griggs Bluhm, Esq., City Attorney  
Mr. John Lamerato, Assistant City Manager  
City of Troy  
500 W. Big Beaver  
Troy, MI 48084-5285

Re: Downtown Development Authority of the City of Troy

Dear Mr. Szerlag, Ms. Bluhm and Mr. Lamerato:

We are delighted that we have been asked to assist the City of Troy in connection with various legal issues relating to a proposed amendment to the boundaries of the Downtown District of the Downtown Development Authority of the City of Troy (the "DDA"). You have asked us to review and give our opinion on whether the existing documents relating to the DDA's outstanding bonds and its Development Plan and Tax Increment Financing Plan (the "Plan") prohibit the City of Troy (the "City") and DDA from amending the boundaries to remove several parcels of property that are currently in the Downtown District and the Development Area.

We appreciate the opportunity to work with the City and you may be assured of our prompt and complete attention to this matter. Our services would consist of reviewing the DDA Act, documents relating to outstanding bonds, the Plan and other documents in order to be able to give our opinion on the questions requested. In addition, we will meet with and consult with City officials and the City's financial advisor in researching these matters.

Our compensation for the services described in this letter will be based solely on the number of hours worked by the persons performing the work at our preferred client billing rates.

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

Mr. John Szerlag et al

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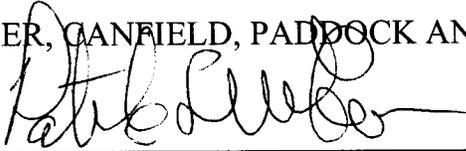
September 29, 2005

We welcome this opportunity to be of service to the City and look forward to working with you. If you have any questions regarding this letter, please give me a call, or you may call my partner, Joel Piell.

Very truly yours,

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

By:



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Patrick F. McGow

Cc: Joel Piell, Esq.

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