



March 23, 2007

Compass Financial Partners, LLC ("CFP") has officially taken over as the servicer of the USA Commercial Mortgage portfolio and has been working diligently to resolve all the loans in this distressed portfolio.

The majority of this portfolio has been delinquent for quite some time. Many of the projects have become non-performing and several are in need of additional capital in order to fully pay off. We also anticipate initiating foreclosure on several borrowers for non-performance of their obligations. We are currently looking at the costs associated with those actions because either scenario may require additional capital from direct lenders.

Concurrently with the above, CFP has commenced dialogue with potential buyers that have expressed interest in several of the assets within our portfolio. One such buyer has formally made an offer for Shamrock Tower, L.P. ("819 Main, L.P.") participation interests which would pay investors a net 88% of their Unpaid Principal Balance, less any uncollected Prepaid Interest if applicable, and investors would waive their rights to any accrued unpaid interest.

The buyer is seeking to take a majority position in this asset and deal with the additional capital requirements of taking the necessary legal steps against the borrower.

This is not a settlement proposal. It is a competitive offer from a third party to buy out your interest in this loan only. If you decline this offer, your investment in this loan does not change. If you accept this offer, you are exchanging your position in this loan for a cash payment as described in the accompanying documentation.

We have included all the necessary documentation to proceed with the transaction. Please follow the instructions within the package. It is our understanding that funding will take place shortly after the title company listed in the package has received the executed documentation.

Please contact me at (702) 734-2400 or via email at olson@compassloans.net if you have any questions regarding this matter.

Sincerely,

Mark L. Olson
Director of Investor Relations
Compass Financial Partners, LLC.