



***THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE BENEFICIAL OWNERS OF THE SUBJECT SECURITIES. IF APPLICABLE, ALL DEPOSITORIES, CUSTODIANS, AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUESTED TO EXPEDITE RETRANSMITTAL TO SUCH BENEFICIAL OWNERS IN A TIMELY MANNER.***

***THIS NOTICE AFFECTS CUSIP NUMBERS 791649HA7, HB5, HC3 and GZ3***

**NOTICE #33**

January 6, 2009

**TO THE HOLDERS OF (the "Holders"):**

**THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF ST LOUIS, MISSOURI SENIOR LIEN REVENUE BONDS (ST LOUIS CONVENTION CENTER HEADQUARTERS HOTEL PROJECT) SERIES 2000A (the "Series A Bonds") CUSIP NUMBERS: 791649HA7, HB5, HC3 and GZ3 AND**

**THE MASTER NOTES (the "Master Notes") ISSUED PURSUANT TO A MASTER CREDIT AND DISBURSEMENT INDENTURE DATED AS OF DECEMBER 1, 2000 AMONG GATEWAY HOTEL PARTNERS LLC, GATEWAY TOWER PARTNERS LLC (together the "Obligated Group") AND UMB BANK & TRUST, N.A., (FORMERLY KNOWN AS STATE STREET BANK AND TRUST COMPANY OF MISSOURI, N.A.), AS MASTER TRUSTEE;**

This notice is being given by UMB Bank & Trust, N.A. (the "Master Trustee") and UMB Bank, N.A. (the "Bond Trustee") (together the "Trustee").

#### **Engagement of Consultant**

In Notice #32, dated December 17, 2008, to the holders of the Series A Bonds (the "Series A Holders"), the Trustee reported that the Master Trustee's counsel had sent a request for proposals to and scheduled interviews with various consultants for the purposes of assisting the Trustee in evaluating a number of aspects of the Hotels and developing strategic alternatives. After the foregoing interviews were completed, Spencer Fane Britt & Browne, LLP, as counsel and agent of the Master Trustee, engaged Jones Lang LaSalle Hotels to evaluate and make recommendations concerning the following aspects of the Hotels: (i) operations; (ii) management; (iii) sales and marketing; (iv) financial analysis and reporting; (v) opportunities for revenue

growth and cost reduction, and (vi) refinancing, restructuring or recapitalization. Information regarding Jones Lang LaSalle Hotels can be obtained at the web site <http://www.joneslanglasallehotels.com>.

### **Series A Bondholder Conference Call**

**Thursday, January 15, 2009 at 1:00PM Central Time**

**The Bond Trustee will convene a conference call for the Holders of the Series A Bonds on Thursday, January 15, 2009 at 1:00PM Central Time to provide an update and discuss issues relating to the Hotels. A representative of Jones Lang LaSalle Hotels will be available to discuss preliminary work and observations relating to its engagement.**

**Only the Holders of the Series A Bonds and their representatives will be eligible to attend and participate on the Series A Bondholder conference call. Series A Holders who wish to participate should contact the Trustee by phone or email, using the contact information below. The conference call will be conducted using a dial in number and pass code which will be provided to holders that register for the call. *Series A Holders who participated in the November 11, 2008 meeting or the December 15, 2008 conference calls will automatically be registered for this call.***

Information received during the meeting will be public information. A notice will be sent out promptly to the market disclosing material information discussed during the meeting.

### **Series A Bondholder Group**

Holders of the Series A Bonds are invited to join as a group to receive additional information about the Hotels as same is available, to have discussions about the situation as it develops, and to provide direction to the Trustee. Any such holders will likely have restrictions on their ability to buy or sell the Series A Bonds. Holders of the Series A Bonds should consider these restrictions and seek further guidance on this topic from their legal and investment advisors.

### **Sources of Additional Information**

A website has been created by the Trustee for the purpose of making publicly available certain information which may be of interest to Holders. The URL for the website is [www.conventionhotelbondholders.com](http://www.conventionhotelbondholders.com). The website contains downloadable versions of: a) Third party reports including the Management Consultant's reports dated December, 2007, November, 2006 and June, 2005 (commissioned by the Trustee); the Idea Institute Report dated August 16, 2004 (commissioned by the Obligated Group); and SLCVC Sales Meeting Information (supplied by the SLCVC); b) all of the Trustee's Notices to Note and Bondholders; c) certain financial and operating disclosures of the Obligated Group; d) Monthly Trust Funds Cash Flow Summary; and e) the 2006, 2007 and 2008 Budgets for the Hotels; f) a copy of the Second Supplemental Indenture; and g) the Obligated Group's presentation materials from the November 11, 2008 Series A Bondholder Meeting. Future notices and other information will be posted to this website as they become available.

The Obligated Group has provided certain annual and quarterly disclosure documents to Nationally Recognized Municipal Information Repositories ("NRMSIRs") which may provide

Holders with additional information regarding the Obligated Group and the Hotels. A complete list of NRMSIRs may be accessed through the Securities and Exchange Commissions' website at the URL <http://www.sec.gov/info/municipal/nrmsir.htm>. Holders may also view pictures of the Hotels through Marriott's website: <http://marriott.com/property/propertypage.mi?marshaCode=STLDT>

### **Counsel to the Master Trustee and Bond Trustee**

In connection with these matters, the Master Trustee has retained the law firm of Spencer, Fane, Britt and Browne, LLP, and the Bond Trustee has retained the law firm of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

### **Miscellaneous**

Series A Bondholders who wish to receive future distributions of information directly and who have not already provided their contact and holding information to the Trustee may do so by completing and returning the enclosed form to the Trustee.

Capitalized terms herein shall have the meanings ascribed to them in the Master Indenture unless otherwise indicated herein or the context otherwise requires.

Please note that the Trustee may conclude that a specific response to particular inquiries from individual Holders is not consistent with equal and full dissemination of information to all Holders. Holders should not rely on the Trustee or its website as their sole source of information. The Trustee makes no recommendations and gives no investment or tax advice herein or as to the Master Notes or the Series A Bonds generally. CUSIP numbers appearing herein are included solely for the convenience of the Holders. The Trustee is not responsible for the use or the selection of the CUSIP numbers, nor is any representation made as to the correctness of such CUSIP numbers on the Bonds.

Very truly yours,

UMB Bank & Trust, N.A. As Master Trustee  
UMB Bank, N.A., As Bond Trustee

By: Brian P. Krippner, CCTS,  
Vice President

Any written correspondence to the Trustee should be addressed to:

Brian P. Krippner, CCTS, Vice President  
UMB Bank N.A., Corporate Trust Department  
2 South Broadway, Suite 435  
St. Louis, Missouri 63102  
Fax (314) 612-8498 or 8499  
E-mail: [brian.krippner@umb.com](mailto:brian.krippner@umb.com)

THE INDUSTRIAL DEVELOPMENT AUTHORITY  
 OF THE CITY OF ST LOUIS, MISSOURI  
 SENIOR LIEN REVENUE BONDS SERIES 2000A  
 (ST LOUIS CONVENTION CENTER HEADQUARTERS HOTELS)  
 (the "Bonds")

**CERTIFICATION OF BENEFICIAL OWNERSHIP**  
 (Please complete all blanks)

To: UMB Bank, N.A., as Bond Trustee

This is to certify that \_\_\_\_\_ is the  
 beneficial owner or represents beneficial owners of the Bonds as follows:

\$ _____	7.00%	Due 12/15/2015	CUSIP 791649HA7
\$ _____	6.875%	Due 12/15/2020	CUSIP 791649HB5
\$ _____	7.20%	Due 12/15/2028	CUSIP 791649HC3
\$ _____	7.25%	Due 12/15/2035	CUSIP 791649GZ3

\$ \_\_\_\_\_ Total principal amount of Bonds owned.

- The person or firm named above owns these bonds directly and/or CAN vote these bonds.
- The person or firm named above represents customers who own the bonds and CANNOT vote these bonds.

The above Bonds are held in DTC Participant Account # \_\_\_\_\_ (not your brokerage account number) with \_\_\_\_\_. If you do not have this information, please instead provide us with the name and telephone number of your broker: \_\_\_\_\_.

Date: \_\_\_\_\_

\_\_\_\_\_  
 (Owner or Representative Firm's Name)

By: \_\_\_\_\_

Name: \_\_\_\_\_

Its: \_\_\_\_\_

**Contact Information:**

Name: \_\_\_\_\_

Attn: \_\_\_\_\_

Address: \_\_\_\_\_

City, State ZIP \_\_\_\_\_

Phone: (        ) \_\_\_\_\_

Fax: (        ) \_\_\_\_\_

E-Mail \_\_\_\_\_

Check here if you  
 wish to attend future  
 Conference Calls.

Return to: UMB Bank, N.A., Attn: Brian Krippner, FAX 314-612-8499

(#33)