[Law Firm Letterhead]

[Date]

[Lender Name]
[Lender Address]
[City, State, Zip Code]

Re: Reliance on Non-Consolidation Opinion - [Borrower Name] (the "Borrower")

Ladies and Gentlemen:

We have acted as special counsel to the Borrower in connection with a loan (the "Loan") in the principal amount of $[Amount] from [Lender Name] ("Lender") to Borrower, secured by the property located at [Property Address].

In connection with the Loan, we have delivered to [Name of Recipient, e.g., Rating Agency] a legal opinion of even date herewith regarding certain substantive non-consolidation matters under the United States Bankruptcy Code (the "Non-Consolidation Opinion").

This letter is to advise you that the Lender, and its successors and assigns in connection with the Loan, are entitled to rely on the Non-Consolidation Opinion as if such opinion were addressed to them directly.

The Non-Consolidation Opinion is strictly limited to the matters expressly stated therein. No property or assets of the Borrower have been reviewed except as specified in said opinion. This letter does not extend the date of the Non-Consolidation Opinion, and we assume no obligation to advise you of any changes in law or fact occurring after the date thereof.

This letter shall be governed by and construed in accordance with the laws of the State of [State].

Very truly yours,

[Signature of Law Firm]

[Typed Name of Law Firm]