

[Sender Name/Company Name]
[Sender Address]
[City, State, Zip Code]
[Email Address]
[Phone Number]

[Date]

[Managing Partner Name]
[Law Firm Name]
[Law Firm Address]
[City, State, Zip Code]

RE: Letter of Intent for Real Estate Asset Securitization Services

Dear [Recipient Name],

This Letter of Intent ("LOI") outlines the preliminary interest of [Client Company Name] ("the Client") in engaging [Law Firm Name] ("the Firm") to provide legal counsel and structural advisory services for the securitization of a real estate asset portfolio.

1. Project Overview:

The Client intends to securitize a portfolio of real estate assets valued at approximately \$[Amount]. The goal is to issue asset-backed securities (ABS) to institutional investors to raise capital for future developments.

2. Scope of Services:

The Client seeks the Firm's expertise in the following areas:

- Legal due diligence of the underlying real estate assets.
- Drafting of the Special Purpose Vehicle (SPV) formation documents.
- Structuring the transaction to ensure bankruptcy remoteness.
- Drafting the Private Placement Memorandum (PPM) or Prospectus.
- Compliance with SEC and relevant regulatory frameworks.

3. Confidentiality:

Both parties agree that all information exchanged during the evaluation of this proposal shall remain strictly confidential and shall not be disclosed to third parties without prior written consent.

4. Fee Structure:

The Client requests a formal proposal from the Firm regarding the fee structure, including retainers, hourly rates, or success-based caps associated with the closing of the securitization.

5. Non-Binding Nature:

This LOI is a statement of intent and does not constitute a legally binding agreement, except for

the provisions regarding confidentiality. A formal engagement letter will follow upon mutual agreement of terms.

We look forward to discussing this potential partnership further.

Sincerely,

[Signature]

[Typed Name]

[Title]

[Company Name]