

[Sender Name/Entity Name]

[Sender Address]

[City, State, Zip Code]

[Email Address]

[Date]

[Recipient Name/Entity Name]

[Recipient Address]

[City, State, Zip Code]

RE: Letter of Intent for Securitization of Partner Capital Contribution Notes

Dear [Recipient Name],

This Letter of Intent ("LOI") outlines the preliminary understanding and intent between [Sender Entity Name] ("Originator") and [Recipient Entity Name] ("Investor/Arranger") regarding the proposed securitization of certain Partner Capital Contribution Notes (the "Notes").

1. Description of Assets: The assets to be securitized consist of promissory notes representing mandatory or voluntary capital contributions from partners of [Partnership Name]. These Notes represent valid, binding obligations to pay principal and interest according to [Specified Schedule].

2. Proposed Structure: The parties intend to transfer the Notes to a Special Purpose Vehicle (SPV). The SPV will issue asset-backed securities (the "Securities") to investors, supported by the cash flows generated from the Partner Capital Contribution Notes.

3. Transaction Volume: The estimated aggregate principal balance of the Notes to be included in the initial pool is approximately \$[Dollar Amount].

4. Due Diligence: Upon acceptance of this LOI, [Recipient Entity Name] shall be granted a period of [Number] days to conduct financial, legal, and operational due diligence regarding the partnership agreement, the creditworthiness of the partners, and the enforceability of the Notes.

5. Confidentiality: The parties agree to keep all terms of this potential transaction and any shared data strictly confidential, except as required by law.

6. Non-Binding Nature: This LOI is intended solely as a summary of terms for discussion purposes. It does not constitute a legally binding commitment or obligation on either party to proceed with the transaction, except for the provisions regarding confidentiality and due diligence.

7. Expiration: This offer shall expire if not accepted by [Date].

If the terms outlined above are acceptable, please sign and return a copy of this letter.

Sincerely,

[Signature]

[Printed Name]

[Title]

[Sender Entity Name]

Accepted and Agreed:

Signature: _____

Name: [Recipient Authorized Representative]

Title: _____

Date: _____