



EXHIBIT __

FORM OF CONFIDENTIALITY AGREEMENT

[Date]

Attention: _____ Commercial Mortgage Pass-Through Certificates, Series _____

Re: Information regarding _____ Commercial Mortgage Pass-Through Certificates, Series _____

Ladies and Gentlemen:

In connection with the _____ Commercial Pass-Through Certificates, Series _____ (the "Certificates"), we acknowledge that we will be furnished by the [Servicer] [Special Servicer] (and may have been previously furnished) with certain information (the "Information"), provided by _____, as trustee (the "Trustee"), _____, as depositor (the "Depositor") and the borrowers under certain of the Mortgage Loans.

In connection with and in consideration of our being provided with Information, we hereby acknowledge and agree that we are requesting and will use the Information solely for the purpose of making investment decisions with respect to the above-referenced Certificates or managing investment already made in such Certificates and will not disclose such Information to any other Person or entity unless required to do so by law; provided such Information may be disclosed to the auditors and regulators of the undersigned or to any person or entity that is contemplating the purchase of any Certificate held by the undersigned or of an interest therein, but only if such person or entity confirms in writing such contemplation of a prospective ownership interest and agrees in writing to keep such Information confidential by executing a confidentiality agreement substantially in the form of this agreement.

This Agreement shall not apply to any of the Information which: (i) is or becomes generally available and known to the public other than as a result of a disclosure directly or indirectly by us or any of our directors, officers, employees or agents (collectively, our "Representatives"); (ii) becomes lawfully available to us on a non-confidential basis from a source other than you or one of your Representatives, which

source is not bound by a contractual or other obligation of confidentiality to any Person; or (iii) was lawfully known to us on a non-confidential basis prior to its disclosure to us by you.

Capitalized terms used but not defined herein shall have the meanings assigned thereto in that certain Pooling and Servicing Agreement, dated as of _____, by and among the Depositor, the Trustee, _____, as servicer (the “Servicer”) and _____, as special servicer (the “Special Servicer”) relating to the Certificates.

This Agreement, when signed by us, will constitute our agreement with respect to the subject matter contained herein.

Very truly yours,

[NAME OF ENTITY]

By: _____

_____ Name:

Title

[This Agreement is to be accompanied by an investor certification substantially in the form of Exhibit [insert whichever exhibit is the QIB/144A Investor Letter] if the signatory is a prospective purchaser of Certificates.]