SUBSERVICER CERTIFICATION TO SERVICER

Note: Actual certification would be modified to meet the requirements of each Pooling and Servicing Agreement or Subservicing Agreement.

Re: That certain Subservicing Agreement dated as of _____, 20____ (the "Subservicing Agreement"), by and between _____, as subservicer (the "Subservicer"), and _____, as master servicer (the "Servicer"), with respect to _____ Commercial Mortgage Pass-Through Certificates, Series _____, issued pursuant to that certain Pooling and Servicing Agreement, dated as of _____, 20 ____ (the "Pooling and Servicing Agreement"), by and among _____, as depositor, the Servicer, as master servicer, _____as special servicer, and _____, as trustee (the "Trustee").

I, _____, a _____ of the Subservicer, on behalf of the Subservicer, certify to the Servicer and its officers, directors and affiliates, and with the knowledge and intent that they will rely upon this certification, that:

1. Based on our knowledge, with respect to the period ending December 31, 20___ (the "Relevant Period"), all required reportable information (the "Servicing Reports") was materially complete and reviewed by the Subservicer prior to its submission to the Servicer under the Subservicing Agreement for inclusion in the monthly servicing reports issued by the Servicer to the Trustee under the Pooling and Servicing Agreement and all reports required to be submitted by Subservicer to Servicer pursuant to the Subservicing Agreement (the **"**Subservicer Reports") have been submitted by the Subservicer to the Servicer;

2. Based on our knowledge, the information contained in the Subservicing Reports, taken as a whole, does not contain any untrue statement of a material facts or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading as of the period ending December 31, 20___;

3. Based on our knowledge and the annual compliance review required under [Insert relevant Section of the Subservicing Agreement] of the Subservicing Agreement, during the Relevant Period the Subservicer has fulfilled its obligations under the Subservicing Agreement in all material respects, except as disclosed in the annual officer's certificate required under such Section; and

4. The Subservicer has disclosed to its certified public accountants all significant deficiencies relating to the Subservicer's compliance with the minimum servicing standards and such deficiencies, if any, have been included in the independent public accountants' report (the "Report"). The Report was created in accordance with a review covering the Relevant Period in compliance with the minimum servicing standards set forth in the Mortgage Bankers Association's "Uniform Single Attestation Program" or similar standard as set forth in the Subservicing Agreement.

Subservicer Company Name

By: _____
Name:_____
Title:_____
Date: _____