

## Enclosure to MBA Letter Timeline of CMBS and RMBS Transactions

Relating to §229.1107(b)(1)

To assist in understanding MBA's concerns with regard to the ability to provide a copy of the servicing agreements as an exhibit to the Prospectus, we provide a brief overview of the timeline for closing CMBS and RMBS transactions:

1. Issuers assess product and relationship opportunities, and then establish a team to effectuate a transaction – each issuer offers a tentative pool of assets for the transaction
2. Issuers determine the depositor for the transaction
3. Depositor offers the pool of assets to the market, investors pledge to purchase the rated class of assets – the non-rated class investor chooses the special servicer
4. Depositor electronically sends the tentative list of the pool of assets on a “tape” to the potential master servicers (included on the tape are the list of possible primary servicers who will remain in the deal and continue to service some of the loans)
5. Each potential master servicer evaluates the tape to determine the value and submits a bid letter, offering a price to service the loans, to the depositor.
6. Depositor notifies one of the servicers that they have won the bid and will be named as the master servicer on the deal
7. The “red” prospectus (draft copy) is written and approved by all named parties, the depositor, issuers, master servicer, special servicer, trustee, and rating agencies (the primary servicers are not a signing party to the document)
8. Almost simultaneously, the issuers finalize the pool of assets and the “black” prospectus (final) is printed and disbursed to the investors.
9. The Pooling and Servicing Agreement (PSA) is drafted based on the special servicer provisions, trustee provisions, rating agency requirements, master servicer bid letter terms and the general industry standards for a transaction.
10. PSA is finalized by agreement of the named parties in the document – depositor, issuers, master servicer, special servicer, trustee, and rating agencies (the primary servicers are not a signing party to the document)
11. Master servicer completes negotiations with each individual primary servicer and finalizes the Primary Servicing Agreements.
12. Depositor offers the pool assets as securities to the market and files the official documents to complete the transaction with the Commission.

RMBS follows a similar process:

1. The owner of the assets to be securitized (the "Seller") identifies a tentative pool of assets for the transaction which may include assets originated by the Seller or assets acquired by third parties;
2. The Seller determines the underwriter and the depositor for the transaction. The depositor may be an affiliate of the Seller or an affiliate of the underwriter for the transaction;
3. The Seller electronically sends the tentative list of the pool of assets on a "tape" to the potential rating agencies to determine the credit enhancement levels necessary for the desired ratings of the securities, and the Seller then selects one or more rating agencies;
4. Each potential master servicer and trustee evaluates the tape to determine the value and submits a bid letter, offering a price to master service the loans or to act as trustee, to the Seller;
5. The Seller notifies the master servicer and the trustee that they have won the bid and will be named as the master servicer and the trustee on the deal;
6. The Seller determines which party or parties will act as servicer of the assets. The assets may be serviced by the Seller, the originator from whom the Seller acquired the assets or another party selected by the Seller;
7. The collateral term sheets (describing the material characteristics of the assets) and structural term sheets (describing the securities and the material characteristics of the transaction) are written and approved by the Seller, the depositor, underwriter and rating agencies;
8. The collateral term sheets and structural terms sheets are distributed to investors for feedback on potential deal structure and pricing;
9. The Seller and the underwriter finalize the pool of assets, transaction structure and terms of the securities;
10. The Prospectus is drafted and reviewed by all parties to the transaction including the Seller, depositor, underwriter, master servicer, servicers, trustee and rating agencies;
11. The Pooling and Servicing Agreement ("PSA") is drafted based on the final structure described in the Prospectus and also incorporates rating agency requirements and the general industry standards for a transaction.
12. The Prospectus is finalized and distributed to investors prior to the closing date;
13. The PSA and servicing agreements are finalized by agreement of the named parties in the document and rating agencies;
14. The Seller offers the pool of assets as securities to the market;
15. The Prospectus, PSA and other material documents are filed with the Commission