Syndicate Subscription Legal Plans

ASSET SECURITIZATION & STRUCTURED FINANCE CLIENT INTAKE QUESTIONNAIRE:

CONFIDENTIAL TRANSACTION INFORMATION. Please do not include borrower-level personal data (names, SSNs, account numbers) on this form. Pool data tapes should be shared only through a secure channel after a non-disclosure agreement is in place.

CONFIDENTIAL. This questionnaire gathers the information needed to scope a securitization or structured finance engagement — the asset class, pool characteristics, proposed structure, parties, offering format, and regulatory considerations. Estimates and ranges are fine at this stage. If a question does not apply, write "N/A." If unknown, write "Unknown."

NAME OF THE CLIENT:

[__] Legal Entity Name: ______________________________

Entity type & jurisdiction: ______________________ Year formed: ____________

Contact person & title: ______________________

Syndicate Plan Member ID: ______________________

Address: ______________________________

City: ________________ State / Province: ________ Country: ___ Zip: ______

Phone: ________________ Email: ________________

Website: ______________________ Regulators / licenses held: ________

PART 1 — YOUR ROLE & THE ENGAGEMENT

1.1 Your role in the transaction:

- [__] Originator / sponsor / issuer
- [__] ABCP program sponsor
- [__] Commercial bank / conduit
- [__] Underwriter / placement agent
- [__] Investor
- [__] Trustee
- [__] Collateral agent
- [__] Servicer / back-up servicer
- [__] Portfolio buyer or seller
- [__] Derivatives counterparty

1.2 Services needed:

- [__] Establish a new securitization program
- [__] Restructure an existing program
- [__] Term ABS issuance
- [__] Warehouse / forward flow facility
- [__] ABCP conduit financing
- [__] Esoteric or unique revenue-stream financing
- [__] Whole-business securitization
- [__] Portfolio acquisition or sale
- [__] Hedging / derivatives for the structure
- [__] Regulatory & compliance review
- [__] Trustee / servicer engagement
- [__] Not sure — scope with us

1.3 Describe the business objective (funding cost, balance-sheet treatment, growth capital, exit, liquidity): ___

____

____

1.4 Target closing date: ______________________ Hard deadlines: ____________

PART 2 — THE ASSETS

2.1 Asset class(es):

- [__] Credit card receivables
- [__] Auto loans / leases
- [__] Consumer / personal loans
- [__] Student loans
- [__] Equipment loans / leases
- [__] Residential mortgages
- [__] Commercial mortgages
- [__] Trade receivables
- [__] Small business loans / MCA receivables
- [__] Solar / PACE
- [__] Royalties / IP / music catalogs
- [__] Franchise / whole-business revenue
- [__] Aircraft / railcar / container leases
- [__] Litigation finance
- [__] Life settlements
- [__] Other esoteric

Pool Characteristic	Value / Estimate
Current pool balance	
Expected annual origination volume	
Number of obligors / contracts	
Average balance per account	
Weighted average coupon / yield	
Weighted average remaining term	
Largest obligor concentration (%)	
Largest state / country concentration (%)	

2.2 Do you have 3–5 years of static-pool performance history? [__] Yes [__] No

2.3 Are there written origination / underwriting guidelines? [__] Yes [__] No

2.4 Are the assets currently pledged, sold, or subject to liens? [__] Yes [__] No

If yes, explain: ____

____

2.5 Are the obligors consumers (triggering consumer-finance laws)? [__] Yes [__] No

PART 3 — ORIGINATION & SERVICING

3.1 Originator(s): ______________________ Licensing states / regulators: ______

3.2 Current servicer: ______________________ Servicing platform / system: ______

3.3 Is a back-up servicer in place or required? [__] Yes [__] No

3.4 Regulatory actions or litigation against the originator / servicer? [__] Yes [__] No

If yes, explain: ____

____

3.5 Have the assets been audited or reviewed by an independent accounting firm? [__] Yes [__] No

PART 4 — PROPOSED STRUCTURE

4.1 Structure contemplated:

[__] Bankruptcy-remote SPV
[__] Master trust
[__] Owner trust / LLC issuer
[__] Revolving period
[__] Amortizing
[__] Not yet determined

4.2 Credit enhancement:

[__] Subordination / tranching
[__] Overcollateralization
[__] Reserve / cash collateral account
[__] Excess spread
[__] Third-party guarantee / insurance
[__] Not yet determined

4.3 Target advance rate / leverage: ________________________ Number of tranches: ________________

4.4 Will interest-rate or currency hedging be needed? [__] Yes [__] No

4.5 Are credit ratings needed? Which agencies? [__] Yes [__] No

If yes, explain: ____

____

4.6 Is accounting sale or off-balance-sheet treatment a goal? [__] Yes [__] No

True-sale, non-consolidation, and other legal opinions typically required by rating agencies and investors are issued by licensed counsel. We will coordinate with the opinion-giving law firm.

PART 5 — OFFERING & INVESTORS

5.1 Offering format:

[__] SEC-registered public offering
[__] Rule 144A
[__] Regulation S (offshore)
[__] Private placement / Reg D
[__] Bank warehouse / conduit
[__] Not yet determined

5.2 Target investors: ____

5.3 Underwriter / placement agent (if engaged): ____

Regulatory Consideration	Applies	Not Sure	N/A
Credit risk retention (U.S.)	[__]	[__]	[__]
Regulation AB II disclosure (public ABS)	[__]	[__]	[__]
Securitization conflicts-of-interest rule	[__]	[__]	[__]
EU / UK securitization rules (European investors)	[__]	[__]	[__]
Investment Company Act exemption	[__]	[__]	[__]
Consumer-finance compliance (TILA, FCRA, state law)	[__]	[__]	[__]

PART 6 — TRANSACTION PARTIES

Role	Firm & Contact	Engaged?
Issuer counsel		
Underwriter / placement agent		
Trustee / indenture trustee		
Collateral agent		
Servicer		
Back-up servicer		
Rating agency		
Auditor / accounting firm		
Hedge counterparty		
Data / verification agent		

PART 7 — PORTFOLIO ACQUISITIONS (IF APPLICABLE)

7.1 Portfolio type & seller / buyer: ______________________________

7.2 Portfolio size: $ ______________________ Price / bid range: ______________

7.3 Will the acquisition be financed by securitization or a warehouse? [__] Yes [__] No

7.4 Are notices, a servicing transfer, or regulatory approvals required? [__] Yes [__] No

If yes, explain: ______________________________

____

PART 8 — DOCUMENTS & CONFIDENTIALITY

8.1 Is a non-disclosure agreement required before data is shared? [__] Yes [__] No

Please provide the following (after an NDA, if required). Check each item available.

[__] Corporate / organizational documents

[__] Origination & underwriting guidelines

[__] Static-pool / vintage performance data

[__] Existing facility / program documents

[__] Licenses & regulatory correspondence

[__] Audited financial statements

[__] Servicing policies

[__] Loan-level data tape (secure transfer only)

[__] Rating agency materials

[__] Term sheets or investor feedback

Certification:

I declare that the information provided in this questionnaire is true, correct, and complete to the best of my knowledge, and that I am authorized to provide it on behalf of the entity named above. I understand this information is provided to Syndicate Subscription Legal Plans in confidence for the purpose of evaluating and scoping this transaction.

Signed and dated this ____ day of ______________________, 20___

Signature: ____

Print Name: ____________________________

Title: ____________________________

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Your information will be reviewed within one hour.