

[Date]

[Name of Initial Purchasers]

As Representatives of the several Initial Purchasers

c/o [Address]

**Re: [Name of REIT] (the "Company") Offering of [Principal Amount] [Interest Rate]%
Senior Notes due [Year]**

Ladies and Gentlemen:

We have audited the consolidated balance sheets of the Company and its subsidiaries as of December 31, [Year] and [Year], and the related consolidated statements of operations, comprehensive income, equity, and cash flows for each of the three years in the period ended December 31, [Year], and the related notes and financial statement schedules, all included in the offering memorandum (the "Offering Memorandum") dated [Date]. Our reports with respect thereto are also included in the Offering Memorandum.

This letter is being furnished in reliance upon your representation to us that you have conducted a "due diligence" investigation of the Company in connection with the offering of the Securities, which are being offered and sold in reliance upon Rule 144A and Regulation S under the Securities Act of 1933 (the "Act").

In connection with the Offering Memorandum:

1. We are independent certified public accountants with respect to the Company within the meaning of the Act and the applicable rules and regulations thereunder adopted by the SEC and the Public Company Accounting Oversight Board (PCAOB).
2. In our opinion, the audited financial statements and financial statement schedules included in the Offering Memorandum comply as to form in all material respects with the applicable accounting requirements of the Act and the related rules and regulations adopted by the SEC.
3. We have performed the procedures specified by the PCAOB for a review of interim financial information as described in AS 4105, Reviews of Interim Financial Information, on the unaudited interim financial information for the [Number] month periods ended [Date] and [Date].
4. For purposes of this letter, we have read the [Year] minutes of meetings of the stockholders, the Board of Directors, and [Committees] of the Company and its subsidiaries as set forth in the minute books through [Date].
5. Regarding the Company's status as a Real Estate Investment Trust (REIT), we have performed the following procedures:

- Compared the amounts used in the "REIT Asset Test" and "REIT Income Test" calculations for the period ended [Date] to the Company's general ledger.
- Proved the arithmetic accuracy of the Company's internal REIT compliance schedules.

6. At your request, we have read the items identified by you on the attached copies of the Offering Memorandum and have performed the following procedures:

- Compared the amounts of "Funds From Operations" (FFO) and "Adjusted Funds From Operations" (AFFO) for the periods presented to schedules prepared by the Company.
- Compared square footage, occupancy percentages, and lease expiration data to the Company's property management sub-ledger.
- Recalculated the fixed charge coverage ratio and debt service coverage ratio as defined in the "Description of Notes" section.

7. Our audit of the consolidated financial statements for the periods referred to in the first paragraph of this letter comprised audit tests and procedures deemed necessary for the purpose of expressing an opinion on such financial statements taken as a whole. For neither the periods referred to therein nor any other period did we perform audit tests for the purpose of expressing an opinion on individual amounts of assets and liabilities or distances, square footage, or other statistical data.

This letter is solely for the information of the addressees and to assist the Initial Purchasers in conducting and documenting their investigation of the affairs of the Company in connection with the offering of the Securities covered by the Offering Memorandum, and it is not to be used, circulated, quoted, or otherwise referred to within or without the underwriting group for any other purpose.

Yours very truly,

[Accounting Firm Signature]