

**MASTER AGREEMENT FOR TERTIARY TRANSACTIONS
FORM OF CONFIRMATION**

[Date of Confirmation]

Dear Sirs:

This letter (the “Confirmation”) confirms the terms of the Transaction between the Parties on the Trade Date specified below with respect to the Policies listed on Schedule 1 hereto. This Confirmation constitutes a “Confirmation” as referred to in, and supplements, forms part of and is subject to the Master Agreement for Tertiary Transactions between _____ as Party A and _____ as Party B, dated as of _____ (the “MATT”).

The definitions and provisions contained in the MATT are incorporated into this Confirmation. In the event of any inconsistency between those definitions and provisions and this Confirmation, this Confirmation will govern.

The terms of the Transaction to which this Confirmation relates are as follows:

General Terms:

Trade Date:	
Purchaser:	
Seller:	
Policy Purchase Price:	
Purchase Price Deposit:	
Settlement Method:	
Due Diligence Period (if applicable):	___ days from the applicable Trade Date

Transaction Terms:

<p>Representations and Warranties:</p>	<p><u>Seller’s Representations and Warranties:</u></p> <p>___ All Listed in Annex C.</p> <p>___ If other than “All Listed” check the specific representations and warranties applicable to the Transaction:</p> <p>___ 1(a) ___ 1(b) ___ 1(c) ___ 1(d) ___ 1(e) ___ 1(f)</p> <p>___ 1(g) ___ 1(h) ___ 1(i) ___ 1(j) ___ 1(k) ___ 1(l)</p> <p>___ 1(m) ___ 1(m) ___ 1(n) ___ 1(p) ___ 1(q) ___ 1(r)</p> <p><u>Purchaser’s Representations and Warranties:</u></p> <p>___ All Listed in Annex C.</p> <p>___ If other than “All Listed” check the specific representations and warranties applicable to the Transaction:</p> <p>___ 2(a) ___ 2(b) ___ 2(c) ___ 2(d) ___ 2(e) ___</p> <p>___ 2(f) ___ 2(g) ___ 2(h) ___ 2(i) ___ 2(j) ___ 2(k)</p>
<p>Transaction-Specific Representations and Warranties:</p>	<p>The following Transaction-specific representations and warranties shall apply only to the Policies transacted pursuant to the Confirmation documenting the purchase and sale of such Policies:</p> <p>[INSERT AS APPLICABLE]</p>

Defined Terms and Interpretation:

Terms used in this Confirmation and not otherwise defined in the Master Agreement, will have the meanings specified below:

Representation and Warranty Period:	__ months from the applicable Settlement Date
Matured Policy Period:	__ months from the applicable Risk Transfer Date
Risk Transfer Date:	The following (select one): ____ Trade Date ____ Approval Date ____ Escrow Funding Date ____ Settlement Date ____ Other (specify) _____
Reimbursable Premium	The following (select one): ____ The sum of premiums set forth on Schedule 2 hereto plus any additional premiums actually paid by Seller to keep Policies in force from the Risk Transfer Date to the Settlement Date (reasonable evidence of such payment to be presented upon request). ____ None
Tripartite Entitlement Order	____ Standard per Master Agreement <u>Exhibit A</u> ____ Alternate per Confirmation <u>Exhibit A</u>

Securities Intermediary/ Escrow Agent Details:	Party A
	Bank:
	ABA#:
	Acct Name:
	Acct #:
	Address:
	Attn:
	Party B
	Bank:
	ABA#:
	Acct Name:
	Acct #:
	Address:
	Attn:

Additional Agreements

SELLER: PARTY _

By: _____
Name:
Title:

Confirmed as of the
date first above written:

PURCHASER: PARTY _

By: _____
Name:
Title:

MASTER AGREEMENT FOR TERTIARY TRANSACTIONS

CONFIRMATION

SCHEDULE 1

Policy Details

Insured	Policy No.	Carrier	Face Value	Retained Death Benefit	Policy Loan	Policy Purchase Price

**MASTER AGREEMENT FOR TERTIARY TRANSACTIONS
CONFIRMATION
SCHEDULE 2**

Reimbursable Premiums

Insured	Policy No.	Carrier	Face Value	Retained Death Benefit	Reimbursable Premium

MASTER AGREEMENT FOR TERTIARY TRANSACTIONS

CONFIRMATION

EXHIBIT A

Alternate Form of Entitlement Order

[Insert if Required]