



Luxury Real Estate Put Option

Summary of Indicative Terms and Conditions

February 2016

Passion to Perform

Deutsche Bank Securities Inc., a subsidiary of Deutsche Bank AG, conducts investment banking and securities activities in the United States.

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- We are pleased to present a put opportunity supported by units in a luxury high-rise residential development in Miami, Florida (the “**Reference Asset**”).
- The Reference Asset building, designed by a prominent Pritzker Prize-winning architect, is currently under construction by a Brazilian developer (the “**Borrower**”). 45% of the 80+ units have been sold, and construction is expected to be completed by 2017.
- DB has been asked to provide \$[75] million in financing (the “**Bridge Loan**”) to the Borrower to bridge to deposits made by purchasers of units in the Reference Asset building. The Bridge Loan will be secured by remaining unsold units (the “**Collateral**”).
- DB is seeking an investor (the “**Put Investor**”) to write a put option (the “**Put**”) on the Collateral.
 - DB will pay the Put Investor an up-front premium
 - The Put will be sized upon the notional amount of the Bridge Loan
 - Upon a Bridge Loan default, DB will foreclose upon the Collateral and put it to the Put writer in exchange for the Put’s notional delivered in cash
 - DB wears the risk of enforcement and can only exercise the Put if it can deliver the Collateral

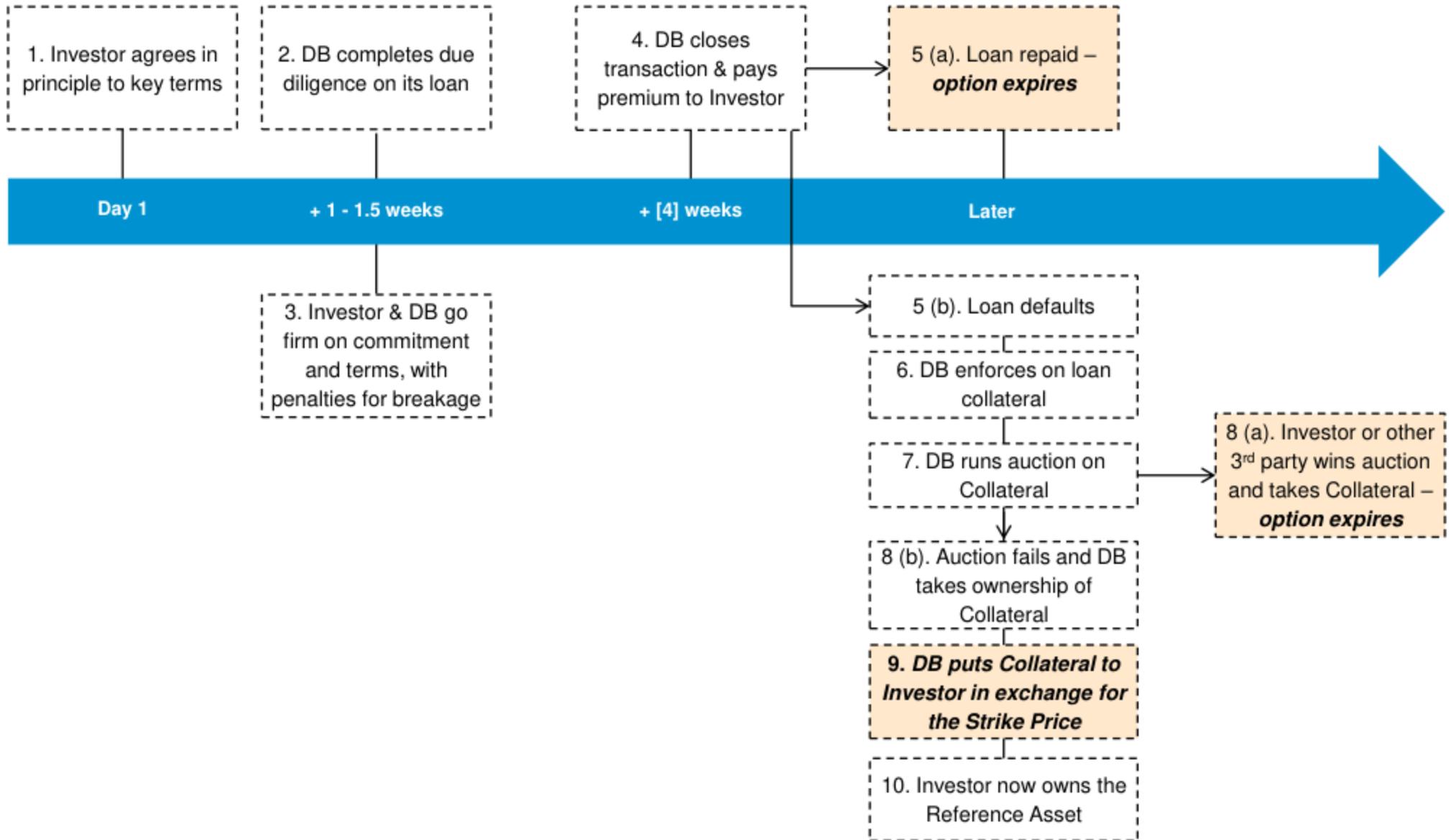
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Summary of preliminary indicative terms and conditions



Form:	Put Option Agreement documented pursuant to [standard ISDA documentation]
Option Grantor:	[•] (“Investor”)
Option Grantee:	Deutsche Bank AG, London Branch or one of its affiliates (“DB”)
Put Option:	On or before the Exercise Date, the Option Grantee shall have the right to require the Option Grantor to purchase the Reference Asset at the Strike Price (the “Put Option”)
Reference Asset:	Units in a luxury high-rise condominium building located in Miami, Florida that serve as collateral to the DB Loan Facility, to be defined
Premium:	L + [6]% <i>per annum</i> to be paid quarterly on the notional outstanding on the DB Loan Facility
Effective Date:	[April 1]
Exercise Date:	Any date notified by the Option Grantee to the Option Grantor on which the Exercise Conditions are satisfied, for settlement 10 calendar days thereafter
Exercise Conditions:	<ul style="list-style-type: none">▪ Written notice from Option Grantee on the Exercise Date only▪ Option Grantee has been notified of a default under the DB Loan Facility and is in possession of the Reference Asset▪ Option Grantee has provided at least 3 Business Days notice prior to Exercise Date
Expiration Date:	The earlier of [4] years or the repayment of the DB Loan Facility
Strike Price:	USD 75 million (plus any administrative costs)
Administrative Costs:	Any administrative or other costs incurred in connection with the Put Option will be paid by the Option Grantor on the Exercise Date
[Letter of Credit]:	[Prior to signing an agreement on the Put Option, [the Option Grantor] has to provide a letter of Credit (the “Letter of Credit”) to DB]
Governing Law:	New York
Margining:	[•]

Put option process and timeline





THE TERMS SET FORTH ABOVE ARE A SUMMARY OF THE INDICATIVE TERMS AND CONDITIONS OF A PROPOSED TRANSACTION AND DO NOT INCLUDE ALL TERMS AND CONDITIONS. ALL THE INDICATIVE TERMS AND CONDITIONS ABOVE ARE SUBJECT TO CHANGE; THEREFORE NO RELIANCE SHOULD BE PLACED ON THIS SUMMARY.

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