

**SINGLE FAMILY LOAN SALES 2014-2
DISTRESSED ASSET STABILIZATION PROGRAM POOL
RECERTIFICATION QUALIFICATION STATEMENT**

The Federal Housing Administration (“FHA”), an organizational unit of the U.S. Department of Housing and Urban Development (“HUD”), is planning to offer qualified bidders the opportunity to bid on a portfolio of defaulted single-family mortgage loans (the “Mortgage Loans”) through a competitive sealed bid auction. HUD intends to auction the Mortgage Loans via whole loan sale of Neighborhood Stabilization Outcome Pools on or about June 25, 2014, referred to as the Single Family Loan Sale 2014-2 (the “Sale”).

NOTE: This qualification statement is applicable ONLY to the Neighborhood Stabilization Outcomes Pools. Bidders wishing to qualify for any other pool must respond separately to the applicable qualification statement for such pool.

The undersigned (“Bidder”) understands and acknowledges that, before it can register for, or make an offer to bid in the Sale for any Neighborhood Stabilizing Outcomes Pool, the Bidder (whether an individual or an entity) must meet the requirements described below as evidenced by execution of this Qualification Statement **for the specific jurisdiction in which the Sales pool is located.**

Bidder is seeking qualification in the following geographic area(s): (Check all that apply)

- Atlanta, GA Chicago, IL Cumberland County, NJ Detroit, MI
 Miami, FL Philadelphia, PA San Antonio, TX San Bernardino County, CA

The information requested herein is being requested for the purpose of providing HUD with information needed to determine whether the Bidder meets the qualification requirements to bid in this Sale. All or part of the information provided on this form may also be subject to disclosure under the Freedom of Information Act, 5 U.S.C. § 552(a). Pursuant to HUD’s FOIA regulations at 24 C.F.R. § 15.108, you may request confidential treatment of business information submitted in connection with this form and support such request with the facts and the legal justification for such request. Any request for confidential treatment must state that the information has not been made public and clearly designate the information that is considered confidential. Should HUD receive a FOIA request for such confidential information, HUD will provide you with notice of the request and an opportunity to object to the disclosure in accordance with HUD’s regulations, unless disclosure is required by federal law. Providing the requested information is voluntary; however, failure to furnish all of the requested information may result in the prospective purchaser not being permitted to bid at the Sale and/or not receiving notice of future HUD/FHA sales initiatives.

NOTICE: Anyone who knowingly or willfully makes false or fraudulent statements or representations in connection with the disclosures or certifications herein will be referred to the Office of Inspector General and/or the appropriate law enforcement officials for investigation and legal enforcement and may be subject to fines, imprisonment or both. See 18 U.S.C. §§ 1001, 1010, 1012.

Part 1: Bidder Organization

BIDDER INFORMATION		
A. Name of Bidder		
B. Corporate or Other Entity Type		State of Organization (if applicable)
C. Address of Bidder		
D. City	State	Zip Code
E. Phone ()	F. Fax ()	G. Bidder Tax I.D.
H. E-mail Address		

Bidder was determined by the Department of Housing and Urban Development (HUD) to be a Qualified Bidder for the following pools for:

(1) Single Family Loan Sale 2012-3. *Check all that apply*

Chicago Newark Phoenix Tampa

(2) Single Family Loan Sale 2013-1. *Check all that apply*

Atlanta Northern Ohio Southern California Greater Orlando Southeast Florida

(3) Single Family Loan Sale 2013-2. *Check all that apply*

Southern California North Carolina Greater Chicago Southern Ohio

(4) Single Family Loan Sale 2014-1. *Check all that apply*

Washington DC/Baltimore Atlanta Indianapolis Las Vegas California

If Bidder cannot certify, represent or warrant to the continued accuracy of certifications and statements made as part of the SFLS 2012-3, SFLS 2013-1, SFLS 2013-2, or SFLS 2014-1 Qualification Statement or Re-certifications Statement, as applicable, please provide a narrative explanation of Bidder's changed circumstances. HUD, in its sole discretion, will determine whether the disclosed changes are material. Bidders for whom there have been no material changes and who make the required certifications will be eligible to become a Qualified Bidder for SFLS 2014-2 NSO Pools through this re-certification process.

_____ A. Bidder certifies that it is composed of the same individuals and/or entities who were previously determined to be a Qualified Bidder for:

_____ SFLS 2012-3

_____ SFLS 2013-1

_____ SFLS 2013-2

_____ SFLS 2014-1

_____ B. Bidder certifies that it retains the same business designation as when qualified for:

_____ SFLS 2012-3

_____ SFLS 2013-1

_____ SFLS 2013-2

_____ SFLS 2014-1

_____ C. Bidder hereby certifies, represents and warrants to FHA/HUD that it meets the requirements to be a qualified bidder based upon Bidder's satisfaction of one or more of the following qualifying statements 1 through 4. Bidder must check one or more of the following qualifying statements 1 through 4 to register to bid in the Sales and to qualify as a qualified bidder for the Sales. (CHECK ALL THAT ARE APPROPRIATE):

(_____) 1. Bidder is a corporation, partnership, limited liability company, or business trust with a net worth in excess of \$5,000,000 determined in accordance with Generally Accepted Accounting Principles, consistently applied ("GAAP"), and was not formed for the specific purpose of acquiring an interest in the Mortgage Loans.

(_____) 2. Bidder is a bank (as defined in Section 3(a)(2) of the Securities Act of 1933, as amended (the "Act")), savings and loan association or other institution (as defined in Section 3(a)(5)(A) of the Act), insurance company (as defined in Section 2(a)(13) of the Act), investment company registered under or business development company as defined in the Investment Company Act of 1940, as amended, or a broker or dealer registered under Section 15 of the Securities Exchange Act of 1934, as amended, in each case with a net worth in excess of \$5,000,000 determined in accordance with GAAP.

(_____) 3. Bidder is a trust, with a net worth in excess of \$5,000,000 determined in accordance with GAAP, not formed for the specific purpose of acquiring the Mortgage Loans.

(_____) 4. Bidder is an individual who has, or a business whose equity owners combine to have, a net worth in excess of \$5,000,000.

Bidder hereby certifies, represents and warrants to FHA/HUD that EACH of the initialed statements, 5 through and including 9, is true and correct as to such Bidder. If Bidder or a Related Entity cannot certify to any section or subsection below, Bidder

may submit a supplemental response that describes and explains, in an attached document not to exceed one page, the reason for such inability to so certify and any extenuating circumstances or other information that may render such condition immaterial for the purposes of qualifying for the NSO Pool Sale. Please provide a copy of any order or agreement relevant to such section or subsection.

- ____ 5. Bidder, or one of its component entities, is an entity that either (i) is in the business of buying, originating or selling mortgage loans of the same type as the Mortgage Loans or (ii) otherwise deals in assets substantially similar to the Mortgage Loans in the ordinary course of such Bidder's business. Bidder has such knowledge and experience in the origination, sale and/or purchase of performing and non-performing or distressed loans, including, without limitation, loans secured by real estate or other types of collateral, as well as knowledge and experience, by itself or with its advisers, in other financial and business matters, as to enable Bidder to utilize the information made available in connection with the Sales to evaluate the merits and risks of a prospective acquisition of the Mortgage Loans and to make an informed decision with respect thereto.

If a Bidder cannot certify to any subsection of Section 6 below, please describe and explain in an attached document not to exceed one page the debarment, suspension, or other exclusion and any extenuating circumstances or other information that may render such debarment, suspension or exclusion immaterial for the purposes of qualifying for the Sale. Please provide a copy of any order or agreement imposing such debarment, suspension or exclusion.

- ____ 6. Bidder represents and warrants that it, Bidder's direct parent, Bidder's subsidiaries, and any entity with which the Bidder shares a common officer or director, contractor or sub-contractor who has access to the Confidential Information as defined in the Confidentiality Agreement or is involved in the formation of a bid in connection with this transaction (collectively known as "Related Entities"); and its repurchase lender(s) for the Mortgage Loan Pools, are not any of the following:
- _____ a. an individual or entity that is currently debarred, suspended, or excluded from doing business with HUD or that has been removed from or prohibited from participating in the affairs of, or transactions with HUD and/or FHA, whether pursuant to the Government-wide Suspension and Debarment regulations at Title 2 of the Code of Federal Regulations, Parts 180 and 2424, or other authority;
- _____ b. an individual or entity that is currently suspended, debarred or otherwise restricted by any Department or Agency of the Federal Government or of a State Government from doing business with such Department or Agency;
- _____ c. an individual or entity that is currently debarred, suspended, or excluded from doing mortgage related business, including having a business license suspended, surrendered or revoked, by any federal, state or local government agency, division or department;
- _____ d. an entity that has had its right to act as a Government National Mortgage Association ("Ginnie Mae") issuer terminated and its interest in mortgages backing Ginnie Mae mortgage-backed securities extinguished by Ginnie Mae;
- _____ e. an individual or entity that has been sanctioned, required or agreed to pay any administrative, civil or criminal penalties or damages in connection with any suit or

enforcement action involving single family loan origination, servicing or collection activities, or involving allegations of housing discrimination under any applicable local, state, or federal law or regulation;

- _____ f. an individual or entity that has been subject to any Federal or State citations or enforcement actions;
- _____ g. an individual or entity that has been prohibited from doing asset or property management related business, or has bidder within the previous three years had any license relating to the management or acquisition of assets or REO suspended, terminated, canceled, or revoked by, or involuntarily surrendered to any federal, state or local government agency, division or department;
- _____ h. an individual or entity that has been removed from or prohibited from participating in the affairs of any insured depository institution pursuant to any final enforcement action taken by any federal and or state banking agency;
- _____ i. an individual or entity that has been informed of, or been subject to any legal proceeding involving fraud, criminal activity or breach of fiduciary duty in any jurisdiction (internationally and nationally) in the past five years;
- _____ j. an individual or entity that is currently undergoing a dispute or engaged in unresolved matters involving correspondence with the IRS or other U.S. Government Agency;
- _____ k. an individual or entity that is currently, or has been previously, subject to any investigations with respect to Anti-Money Laundering requirements, or Patriot Act violations; or
- _____ l. an individual or entity that is currently subject to a pending enforcement action or regulatory investigation due to any potential Real Estate Settlement Procedures Act, Fair Credit Reporting Act, or Gramm-Leach-Bliley Privacy Act violations.

The certifications in Section 7 subsections (c), (d), and (e) and Section 8 below are made based on currently available information about the Mortgage Loans to be offered in the Sale. However, if upon review of due diligence materials Bidder (or Related Entity or repurchase lender, as applicable) becomes unable to certify to Section 7, subsections (c), (d) or (e) or Section 8, Bidder will notify HUD and deem itself ineligible, and will not Bid on the Mortgage Loans.

- ___7. Bidder represents and warrants that it, its Related Entities and Repurchase Lender(s), are not, and will not knowingly use the services, directly or indirectly, of any person or entity that is, any of the following (and to the extent that any such individual or entity would prevent Bidder from making the following representations, such individual or entity has been removed from participation in all activities related to this Sale and has no ability to influence or control individuals involved in formation of a bid for this Sale):
- _____ a. an employee of HUD's Office of Housing, a member of such employee's household, or an entity owned or controlled by any such employee or member of such an employee's household with household to be inclusive of the employee's

father, mother, stepfather, stepmother, brother, sister, stepbrother, stepsister, son, daughter, stepson, stepdaughter, grandparent, grandson, granddaughter, father-in-law, mother-in-law, brother-in-law, sister-in-law, son-in-law, daughter-in-law, first cousin, the spouse of any of the foregoing, and the employee's spouse;

_____ b. a contractor, subcontractor and/or consultant or advisor (including any agent, employee, partner, director, or principal of any of the foregoing) who performed services for or on behalf of HUD in connection with the Sales;

_____ c. an individual or entity that knowingly acquired or will acquire prior to the Sale date material non-public information, other than that information which is made available to Bidder by HUD pursuant to the terms of this Qualification Statement, about Mortgage Loans offered in the Sale;

_____ d. an individual or entity that knowingly uses the services, directly or indirectly, of any person or entity ineligible under Sections 6 above or this Section 7 to assist in preparing any of its bids on the Mortgage Loans;

_____ e. an individual or entity which knowingly employs or uses the services of an employee of HUD's Office of Housing (other than in such employee's official capacity); or

_____ f. a Participating Servicer that contributed Mortgage Loans to a pool on which the Bidder is placing a bid.

___ 8. Bidder represents and warrants that it, its Related Entities are not, and will not knowingly use the services, directly or indirectly, of any person or entity that is, any of the following (and to the extent that any such individual or entity would prevent Bidder from making the following representations, such individual or entity has been removed from participation in all activities related to this Sale and has no ability to influence or control individuals involved in formation of a bid for this Sale):

_____ a. an entity or individual is ineligible to bid on any included Mortgage Loan because it is an entity or individual that:

- (i) serviced or held any Mortgage Loan at any time during the 2-year period prior to the bid is ineligible to bid on such Mortgage Loan or on the pool containing such Mortgage Loan, or
- (ii) is: (a) any principal of any entity or individual described in the preceding sentence; (b) any employee or subcontractor of such entity or individual during that 2-year period; or (c) any entity or individual that employs or uses the services of any other entity or individual described in this paragraph in preparing its bid on such Mortgage Loan;

___ 9. Within the past ten (10) years, neither Bidder, nor any person or entity controlling Bidder:

_____ a. has entered against it an order for relief under the United States Bankruptcy Code, as amended, or under any other law relating to bankruptcy, insolvency or

reorganization or relief of creditors;

- _____ b. has failed to pay, or admitted in writing its inability to pay, its debts generally as they become due;
- _____ c. has made a general assignment for the benefit of its creditors;
- _____ d. has had appointed, or applied for, sought, consented to, or acquiesced in, the appointment of a receiver, custodian, trustee, examiner, liquidator or similar official for it or any substantial part of its assets or properties;
- _____ e. has instituted any proceeding seeking to have entered against it an order for relief under the United States Bankruptcy Code, as amended, to adjudicate it insolvent, or seeking dissolution, winding up, liquidation, reorganization, arrangement, adjustment or composition of it or its debts under any law relating to bankruptcy, insolvency or reorganization or relief of debtors or failed to file an answer or other pleading (within the time frame by which such answer or other pleading is due) denying the material allegations of any such proceeding filed against it;
- _____ f. has taken any corporate, partnership or similar (as applicable) action to authorize any matter described in any of clauses (a) through (e) of this paragraph;
- _____ g. has been, or been a key employee with, a Failed Financial Institution within the past seven years, or been restricted/prohibited from participating in the affairs of a Failed Financial Institution;
- _____ h. an individual or entity that currently has a delinquent obligation to HUD, any Federal agency or a failed financial institution of \$50,000 or more; or
- _____ i. an individual or entity that, if such entity is an FDIC insured depository institution, has a Memorandum of Understanding or other regulatory agreement that would prohibit or restrict participation in this type of transaction.

If the respondent truthfully certifies to each of these statements, the Bidder will meet minimum eligibility under the updated Part I.B of the SFLS 2014-2 NSO Pool Qualification Statement for participation in this Program. Where Bidder cannot so certify and provides further information, the Bidder may provide a supplemental response, which may demonstrate minimum eligibility under these sections has been achieved. Any additional information so provided will be necessary to determine whether the Bidder's answers in the remainder of this Recertification will be evaluated. Bidder's supplemental response must indicate that the infraction/action (1) can be demonstrated to be minor and isolated, (2) is reflective of extraordinary circumstances that will not be applicable to the activities proposed under this solicitation, and (3) does not represent a legal impediment to doing business with HUD/FHA.

_____ D. Bidder certifies, represents and warrants to HUD/FHA that there has been no material change with regard to the Bidder information provided in Section 1.C of the NSO Pool Qualification Statement(s) for the Single Family Loan Sale designated below:

_____ SFLS 2012-3

_____ SFLS 2013-1

_____ SFLS 2013-2

_____ SFLS 2014-1

_____ E. Bidder certifies, represents and warrants to HUD/FHA that the information disclosed in Bidder's NSO Pool Qualification Statement(s) for the Single Family Loan Sale designated below continues to be true and accurate, except as the total portfolio under Bidder's management has changed as reflected below.

_____ SFLS 2012-3

_____ SFLS 2013-1

_____ SFLS 2013-2

_____ SFLS 2014-1

_____ F. Bidder certifies, represents and warrants to HUD/FHA that Bidder is current on all reporting obligations resulting from previous participation in the Single Family Loan Sale Program.

Total Portfolio Under Management

<i>Single Family</i>	Number of Buildings	<u>Aggregate Number of Units</u>
Single Family (1-4 units)		
<i>Multi-Family</i>	Number of Buildings	Aggregate Number of Units
Multi Family (5-20 units)		
Multi Family (over 20 units)		

ATLANTA, GA

<i>Single Family</i>	Number of Buildings	Aggregate Number of Units
Single Family (1-4 units)		
<i>Multi-Family</i>	Number of Buildings	Aggregate Number of Units
Multi Family (5-20 units)		
Multi Family (over 20 units)		

CHICAGO, IL

<i>Single Family</i>	Number of Buildings	Aggregate Number of Units
Single Family (1-4 units)		
<i>Multi-Family</i>	Number of Buildings	Aggregate Number of Units
Multi Family (5-20 units)		
Multi Family (over 20 units)		

CUMBERLAND COUNTY, NJ

<i>Single Family</i>	Number of Buildings	Aggregate Number of Units
Single Family (1-4 units)		
<i>Multi-Family</i>	Number of Buildings	Aggregate Number of Units
Multi Family (5-20 units)		
Multi Family (over 20 units)		

DETROIT, MI

Single Family	Number of Buildings	Aggregate Number of Units
Single Family (1-4 units)		
Multi-Family	Number of Buildings	Aggregate Number of Units
Multi Family (5-20 units)		
Multi Family (over 20 units)		

MIAMI, FL

Single Family	Number of Buildings	Aggregate Number of Units
Single Family (1-4 units)		
Multi-Family	Number of Buildings	Aggregate Number of Units
Multi Family (5-20 units)		
Multi Family (over 20 units)		

PHILADELPHIA, PA

Single Family	Number of Buildings	Aggregate Number of Units
Single Family (1-4 units)		
Multi-Family	Number of Buildings	Aggregate Number of Units
Multi Family (5-20 units)		
Multi Family (over 20 units)		

SAN ANTONIO, TX

Single Family	Number of Buildings	Aggregate Number of Units
Single Family (1-4 units)		
Multi-Family	Number of Buildings	Aggregate Number of Units
Multi Family (5-20 units)		

Multi Family (over 20 units)	
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SAN BERNADINO COUNTY, CA

<i>Single Family</i>	Number of Buildings	Aggregate Number of Units
Single Family (1-4 units)		
<i>Multi-Family</i>	Number of Buildings	Aggregate Number of Units
Multi Family (5-20 units)		
Multi Family (over 20 units)		

Part 2: Bidder Capabilities and Approach

_____ Bidder certifies, represents and warrants to HUD/FHA that there has been no change with regard to the Bidder information provided in Section 2.A, 2.B, and 2.C of the NSO Pool Qualification Statement(s) for the Single Family Loan Sale designated below, and the information therein continues to be true and accurate, except as described in the attached narrative.

- _____ SFLS 2012-3
- _____ SFLS 2013-1
- _____ SFLS 2013-2
- _____ SFLS 2014-1

Part 3: Acknowledgements and Agreements

Please initial each statement below indicating acceptance and acknowledgement as described therein.

_____ In submitting this form and accompanying information, the Bidder understands that, if it is determined to be a qualified bidder for the Sales, its status as such does not necessarily mean that it will be a qualified bidder for any other mortgage loans or assets offered in any other FHA/HUD sale. The Bidder also understands that its status as a qualified bidder for any other FHA/HUD sale does not necessarily mean that it will be a qualified bidder for the Sales.

_____ **ONLY THE NAMED BIDDER IN THIS QUALIFICATION STATEMENT, IF QUALIFIED, WILL BE ALLOWED TO BID IN THE SALES.** Upon award as a successful bidder in any of the Sales, Bidder may form a special purpose entity to take ownership of the Mortgage Loans at settlement (the "SPE Acquisition Vehicle"). However, the Bidder must submit documentation prior to the First Settlement Date demonstrating that the SPE Acquisition Vehicle is organized and structured in strict compliance with the structure proposed, and relied upon by HUD, in qualifying for this Sale. Additionally, both Bidder and the SPE will be designated as counterparties with HUD on sale.

_____ Bidder acknowledges and agrees that after purchase the Mortgage Loans must be serviced by the

Servicer identified above who is (i) an FHA-approved mortgagee, or a Fannie Mae or Freddie Mac approved servicer; and, (ii) in good standing with and rated average or above average by the applicable Agencies, or with the consent of HUD, a successor servicer that meets these same criteria.

_____ Bidder acknowledges and agrees that FHA/HUD has the right to request additional or updated information at any time, including, without limitation, financial statements and/or confirmation of the representations, warranties and certifications made herein. Bidder authorizes, and has the authority to authorize, FHA/HUD and its agents to conduct credit and other investigations of Bidder through appropriate third-party reporting agencies. Bidder further acknowledges and agrees that FHA/HUD may, in its sole discretion, refuse to qualify any prospective bidder who, in FHA/HUD's sole judgment, does not have the requisite knowledge and experience to evaluate the merits and risks of purchasing and to make an informed decision with respect to the purchase of the Mortgage Loans.

_____ Bidder acknowledges, understands and is able to bear the economic risks associated with the acquisition and ownership of the Mortgage Loans, including, without limitation, the risk of a total loss of Bidder's investment in the Mortgage Loans.

_____ Bidder acknowledges and agrees that information, including summary data, will be made available to assist Bidder in evaluating the risks involved in acquiring the Mortgage Loans and whether or not it chooses to review any information that is made available to it, Bidder has the ability and shall be responsible for making its own independent investigation and evaluation of the Mortgage Loans and the economic, credit or other risks involved in an acquisition of the Mortgage Loans, including, without limitation, the restrictions on resale or other liquidation upon any of the Mortgage Loans.

_____ Bidder acknowledges and agrees that (i) the proposed sale of the Mortgage Loans is not intended to constitute the sale of a "security" within the meaning of the Act or any applicable federal or state securities laws, (ii) no inference that the Mortgage Loans is a "security" under such federal or state securities laws shall be drawn from any of the certifications, representations or warranties made by Bidder in this Qualification Statement for purposes of qualifying Bidder as a qualified bidder at the Sales, (iii) it is not contemplated that any filing will be made with the Securities and Exchange Commission or pursuant to the Blue Sky or securities laws of any jurisdiction.

_____ Bidder acknowledges and agrees that it will not release or disclose to any FHA approved mortgagees who have agreed to participate in the Sales by assigning loans to HUD ("Participating Servicers"), Bidder's information reflecting or evidencing the submission of its bid or other information used in preparing its bid.

_____ Bidder represents and warrants that it has full authority to deliver this Qualification Statement and that the individual executing this Qualification Statement has full authority to do so on behalf of Bidder, Related Entities, and all principals thereof.

_____ Bidder understands that the certifications, representations, and warranties contained in this qualification statement are made for the purpose of qualifying Bidder as a qualified bidder at the Sales. Bidder hereby represents that the above certifications and all information provided herein are true and correct in all material respects as of the date hereof and will be true and correct in all material respects as of the time of Sale, and understands that FHA/HUD is relying upon the truthfulness and correctness of such statements.

_____ **Bidder hereby certifies that to the best of Bidder's knowledge all the information stated herein, as well as any information provided in the accompanying documents (if applicable),**

is true, accurate, and complete. Submission of false information in connection with this application is grounds for rejecting your bid or invalidating the Conveyance, Assignment and Assumption Agreement. Bidder further certifies that Bidder has read the Warnings set forth below.

WARNING: Any person who knowingly presents materially false, fictitious, or fraudulent statements in a matter within the jurisdiction of HUD is subject to penalties, sanctions, or other regulatory actions, including but not limited to:

- (i) Fines and imprisonment under 18 U.S.C. §§ 287, 1001, 1010, 1012, which provide for fines of a maximum of \$25,000 for individual and \$500,000 for organizations or imprisonment for up to five (5) years or both; or
- (ii) Civil penalties and damages under 31 U.S.C. § 3729, of not less than \$5,000 and not more than \$10,000 plus three (3) times the amount of damages which the government sustains; and
- (iii) Administrative sanctions, claims, and penalties by HUD pursuant to 24 C.F.R. Parts 24, 28, and 30.

DATE: _____

BIDDER: _____

(Print or Type Name of Bidder)

By: _____

Printed Name: _____

Print Title: _____