

**SINGLE FAMILY LOAN SALES 2014-1
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 December 10, 2013, referred to as the Single Family Loan Sale 2014-1(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)

Washington DC/Baltimore Atlanta Indianapolis Las Vegas California

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

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, or SFLS 2013-2 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 2014-1 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

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

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

_____ C. Bidder certifies, represents and warrants to HUD/FHA that EACH of the checked and initialed statements of Section 1.B of the NSO Pool Qualification Statement(s) for Single Family Loan Sale designated below continue to be true and correct as to such Bidder:

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

_____ 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

_____ 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

_____ 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	<u>Aggregate Number of Units</u>
Multi Family (5-20 units)		
Multi Family (over 20 units)		

WASHINGTON, D.C./BALTIMORE MSA

<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)		

ATLANTA MSA

<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)		

GREATER INDIANAPOLIS

<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)		

LAS VEGAS MSA (Nevada only)

<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)		

STATE OF CALIFORNIA

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)		

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

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: _____