[LETTERHEAD OF LENDER]

CERTIFICATE OF LENDER (UCC CONTINUATION FILING)

The undersigned hereby certifies that he/she is the of

(the “Lender”), and further certifies to U.S. Bank National Association (“Collateral Custodian”) and Fannie Mae pursuant to Section 6.06(a) of the [Second] Amended and Restated [Delegated Underwriting and Servicing] Reserve Agreement dated as of (the “Reserve Agreement”), that the following information was true, correct, and complete as of the date of the Reserve Agreement, and remains true, correct and complete as of the date of this Certificate.

1. The exact legal name of the Lender is as set forth above.

2. The Lender is a **[Insert Form of Lender’s Organization: national/state banking association/corporation/general or limited partnership/limited liability company/limited liability partnership],** organized under the laws of the [Insert Lender’s State of Formation or United States].

3. The appropriate location for the filing of a UCC financing statement against the Lender is **[Insert State of Lender’s formation for a corporation/limited partnership/LLC/LLP, or the Location for a registered organization or a general partnership[[1]](#footnote-1)]**.

4. Attached as Exhibit A is a true, complete, and correct copy of the **[Insert name of Lender’s formation document: Articles of Organization/Certificate of Incorporation/Other Charter Document]** as on file with the **[Secretary of State of/Other Federal Entity]**, which is in full force and effect on the date hereof.

5. The UCC financing statements filed by Collateral Custodian on **[insert date of last UCC filing]** (the “Current Financing Statements”) are accurate in all material respects. Neither the Current Financing Statements nor this Certificate contains or omits any information that would cause any of the Current Financing Statements to be seriously misleading. **[If any such information has changed, please so state:** **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.[[2]](#footnote-2)]**

6. Lender has no current plans to change any fact or circumstance that would cause any statement in this Certificate to be inaccurate on or before **[the last day on which a continuation statement must be filed to maintain a perfected security interest in the Reserve Agreement collateral]**.

**IN WITNESS WHEREOF**, Lender has signed and delivered this Certificate of Lender by its duly authorized representative as of the date written below.

Date:

LENDER:

By:

Name:

Title:

1. Complete appropriate filing location for Lender/Debtor under Section 9-307 of the Uniform Commercial Code, which is typically Lender/Debtor’s State jurisdiction of organization. A registered organization that is organized under the law of the United States is located (1) in the State that the law of the United States designates, if the law designates a State of location; (2) in the State that the registered organization designates, if the law of the United States authorizes the registered organization to designate its State of location or (3) the District of Columbia, if neither (1) nor (2) applies. For example, a national bank is required to include in the organizational certificate a designation of the bank’s main office city and state, which is its State of “location”. [↑](#footnote-ref-1)
2. Please note that Section 6.06 of the Reserve Agreement requires the delivery of an opinion of counsel of the Lender in connection with any such change of Lender name, structure or location. [↑](#footnote-ref-2)