

SYNDICATION INFORMATION AND CERTIFICATION

The Undersigned duly authorized representative of the Taxpayer/Applicant hereby certifies under penalty of perjury as follows:

I. Syndication Commitment:

A Commitment attached hereto as Exhibit A has been received from the Syndicator (named below) to purchase an ownership interest in the Taxpayer/Applicant for the total dollar amount specified below (the "Syndication Proceeds") in the percentage specified below in connection with the Low-Income Housing Credits specified in the Commitment:

A. Syndicator Information*

Name: _____
Address: _____
Telephone: _____ Fax: _____
Contact: _____

B. Percentage Interest in Taxpayer to be Acquired by Syndicator:	_____ %
C. Percentage Interest in Taxpayer to be Retained by Sponsor/Developer:	_____ %
D. Amount of Tax Credits Specified in Commitment:	\$ _____
E. Syndication Proceeds Generated by Syndicator (Prior to Subtraction of Syndication Costs):	\$ _____
F. Gross Equity to be invested in Taxpayer by Syndicator:	\$ _____
G. Syndication Costs Paid by Syndicator (E-F):	\$ _____
H. Syndication Costs Paid by Developer (VI.10):	\$ _____
I. Total Syndication Costs (G+H):	\$ _____
J. Total Syndication Costs as a Percentage of Syndication Proceeds (I/E):*	_____ %

* If syndication is public, may not exceed 15%. If syndication is private, may not exceed 10%.

II. Disbursement of Gross Equity by Installment:

The Gross Equity will be invested in the Taxpayer by the Syndicator in the following installments:

	<u>Event</u>	<u>Projected Date</u>	<u>Percentage</u>	<u>Installment</u>
1)				
2)				
3)				
4)				
5)				
6)				
7)				
8)				
9)				
10)				
11)				
12)				
13)				
14)				
15)				

III. Sources of Interim Financing From Commercial Lenders:

The following constitutes the source of Bridge Loan Costs and/or other Interim Financing Devices from commercial lenders:

Interim Funds From Commercial Lender:

Interest Rate

1. Name: _____ % per annum

Address: _____

Telephone: _____ Fax: _____

Amount of Interim Loan: _____

Estimate Total Interest Payments: _____

Security for Interim Funds: _____

Interim Funds From Commercial Lender:

Interest Rate

2. Name: _____ % per annum

Address: _____

Telephone: _____ Fax: _____

Amount of Interim Loan: _____

Estimate Total Interest Payments: _____

Security for Interim Funds: _____

IV. Identity of Interest Information With Respect to Commercial Loans:

The terms of the interim financing specified in Section III above were negotiated in good faith and on an "arm's-length" basis. There is no identity-of-interest between the entities listed in the Sources of Interim Funds and any partners or investors in the Taxpayer/Applicant.

V. Interim Funds from Syndicator and Syndication Costs:

A. The Syndicator will provide interim financing of \$ _____
at an interest rate of _____ % per annum and expects to receive
\$ _____ of interest on funds loaned to the Taxpayer by the Syndicator.

B. The following amounts represent syndication expenses to be incurred and paid by
the Syndicator in obtaining cash to invest in the Taxpayer:

<u>Items</u>	<u>Payee*</u>	<u>Amounts*</u>
1. Accountant's Fee Paid by Syndicator		
2. Syndicator's Fee		
3. Attorney's Fee Paid by Syndicator		
4. Broker Fees Paid by Syndicator		
5. Organizational Expense of Syndication		
6. Other: _____		
7. Other: _____		
8. Other: _____		
9. Other: _____		
10. Other: _____		
TOTAL Syndication Costs:		\$ _____

* All amounts must relate solely to the Syndication and must be amounts specifically approved and paid by the Syndicator. No amounts should be shown without specifying a payee and no amounts shown may be paid by the Taxpayer or Developer.

VI. Syndication Costs Paid by Taxpayer or Developer:

A. The following amounts represent syndication expenses to be incurred and paid by the Taxpayer or Developer in obtaining cash to invest in the Taxpayer:

<u>Items</u>	<u>Payee*</u>	<u>Amounts*</u>
1. Accountant's Fee Paid by Taxpayer		
2. Syndicator's Fee Paid by Taxpayer		
3. Attorney's Fee Paid by Taxpayer		
4. Broker Fees Paid by Taxpayer		
5. Organizational Expense of Syndication		
6. Other: _____		
7. Other: _____		
8. Other: _____		
9. Other: _____		
10. Other: _____		
TOTAL Syndication Costs:		\$ _____

* All amounts must relate solely to the Syndication. No amounts should be shown without specifying a payee and no amounts shown may be paid by the Syndicator.

VII. Net Equity:

The Net Equity* as of the Estimated Placed in Service Date of _____
is \$ _____

* Compute Net Equity by (i) compounding Installments from Part II above in advance of the Placed In Service Date by the Compound Factor, (ii) discounting Installments following the Placed In Service Date by the Discount Factor, (iii) adding the sum total of adjusted Installments from (i) and (ii). The Compound Factor and the Discount Factor for purposes of the Application will be determined as of January 1st of the year in which the Application is submitted and will be based on the yield as of such date on the six (6) month T-Bill plus two (2) percent.

Please evidence this calculation as follows:

(i)	Compounding Installments prior to Placed In Service Date:	\$ _____
(ii)	Discounting Installments Following Placed In Service Date:	\$ _____
(iii)	Net Equity [Add (i) plus (ii)]:	\$ _____

WITNESS my signature, on this the ____ day of _____, 199__.

Taxpayer/Applicant

By: _____

Notary

The undersigned duly authorized representative of the Syndicator hereby certifies as follows:

- (1) The information contained in this document is true and correct as of the date of its execution by the Taxpayer/Applicant.
- (2) The syndication of the tax credits requested by the Syndicator has been or will be (check one):

_____ Publicly Offered*
 _____ Privately Placed

* If the syndication proceeds are generated through public offering, please submit copy of all filings with the SEC as Appendix II-B.

WITNESS my signature, on this, the ____ day of _____, _____.

Syndicator

By: _____

Title: _____