



July 31, 2013

Name
Company
Street
City, State, Zip

Dear _____,

This letter is being forwarded to you as the Servicer of the mortgage loans in the private securitization trust(s) listed in Attachment A. The City of Richmond ("City"), has been investigating the acquisition of mortgage loans from the trust(s) as part of a public program to modify underwater mortgage loans to reduce principal and avoid foreclosures. The City is experiencing an historic home mortgage crisis that is harming the community in many ways, including: unprecedented rates of default and foreclosure; the loss of jobs, homeowner equity, family wealth and shelter; reductions in income, consumer demand, investment, property values, and tax revenues; and an increase in vandalism, abandoned homes and other decay that harm the economy and the quality of life for residents.

By way of this letter, the City hereby offers to acquire all rights to the mortgage loans listed in Attachment A (the "Loans"). If you do not believe that you are the correct party to consider this offer, please notify me immediately of the party that you believe is the correct party to consider this offer.

The City had the Loans appraised on June 30, 2013 to determine their fair market value. Mortgage Industry Advisory Corporation conducted the appraisal.

Based on the appraisal, the City hereby offers to purchase the Loans (free and clear of any encumbrances to title or other interests that the City, in its discretion, deems unacceptable) for the fair market value determined by the appraisal, which is set out in Attachment B (the "Purchase Price"). The Purchase Price is the full amount believed by the City to be just compensation for the Loans and is not less than the appraisal of the fair market value of the Loans.

The basis for this offer is set forth in Attachment B, which summarizes the basis for the appraisal and is made a part of this offer by reference. The Purchase Price amount is for all owners of any interest in the Loans, and division of this amount among parties that have an interest in the Loans will be your responsibility.

This offer is subject to the approval of the City's City Council, including final conditions that the City Council requires as part of its program.

If you certify that you are the owner of the Loans with the authority to convey them to the City, and wish to obtain your own independent appraisal of the Loans, the City may be willing to provide reasonable reimbursement. Please contact me if you are interested in discussing this issue.

If the offer price is acceptable to you, please so indicate to the undersigned, in writing. This matter will then be presented to the City Council, which has final ratification authority. Upon City Council approval, the City will prepare and forward to you a proposed agreement to acquire the Loans.

If for any reason you are not satisfied with this offer of just compensation, and have relevant information you would like the City to consider, please contact the undersigned. In addition, you

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should be aware that, in the event that negotiations fail to result in agreement, and the City decides to proceed with the acquisition of the Loans through eminent domain, the owner will have the right to have the amount of just compensation to be paid by the City for the Loans fixed by a court of law. Please be advised that, in such event, the terms of this offer and the contents of this letter may be excluded from consideration as an offer of settlement, under California Evidence Code sections 1152, 1154, or other applicable provisions of law.

Included with this letter is a pamphlet describing the eminent domain process in California. This pamphlet is provided for informational purposes only and should not be construed as legal advice. Some parts of the pamphlet are addressed to the acquisition of real property and may not be applicable to the present situation.

I hope that this offer meets with your approval and that it can serve as the basis for a quick and mutually beneficial transaction. I look forward to hearing from you after you have had the opportunity to review it. Again, if you are not the correct party with which to negotiate for the acquisition of the Loans, please let me know immediately. In any event, please provide a response no later than August 13, 2013. Thank you for your cooperation.

The mortgage loans listed in Attachment A are a subset of the mortgage loans the City is interested in acquiring. The full list of mortgage loans the City is interested in acquiring at the present time is provided in Attachment C. The City is making offers to acquire groups of loans based on the Trustee/Service information available to the City. If you are the party with authority to consider an offer to purchase any of the other mortgage loans listed in Attachment C and have not received a letter from the City offering to purchase the loans, please let me know immediately.

Sincerely,

City of Richmond

by

Attachments and Enclosure