

**PLACE ON ORGANIZATION’S LETTERHEAD**

Non-Conforming Structured Securities’ Attestation

Date: \_\_\_\_\_

The Depository Trust Company  
c/o The Depository Trust & Clearing Corporation  
Attention: Product Management  
570 Washington Blvd., 10<sup>th</sup> Floor  
Jersey City, NJ 07310

Issuer Name: \_\_\_\_\_

Paying Agent Name: \_\_\_\_\_

Managing Underwriter Firm Name: \_\_\_\_\_

Structured Security Name: \_\_\_\_\_

CUSIP Number(s): \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The undersigned paying agent and managing underwriter listed above have both agreed to adhere to DTC’s Operational Arrangements (“OA”), as modified from time to time. With regard to principal and income payments on Structured Securities, Section (IV)(A)(1) of the DTC OA requires paying agents to electronically transmit all final payment rates to DTC preferably five business days but no later than 3:00 a.m. Eastern Time (“ET”) on payable date. This notification is for the purpose of identifying that the subject security is “non-conforming” as defined in Section (IV)(A)(1)(a) of the OA (*i.e.*, structured in a way that likely prevents the paying agent from meeting this rate notification timeliness requirement).

Both the managing underwriter and paying agent named above hereby attest that the structure of the above referenced Structured Security will render the paying agent likely to not produce and distribute final payment rate information to DTC by 3:00 a.m. ET on the business day for each scheduled payment date.

The managing underwriter and paying agent understand that this notification will result in DTC charging an Exception Processing Fee to the managing underwriter requesting DTC eligibility or distributing the security through DTC’s facilities.

The managing underwriter and paying agent hereby inform DTC that the non-conforming Structured Security referenced above being made DTC-eligible is of the type noted below or has the feature(s) noted below that render the paying agent likely to not comply with DTC’s requirements for timely submission of rate information on a consistent basis.

The managing underwriter and paying agent understand that, as a non-conforming issue, the above Structured Security will not be included in the universe of Structured Securities from which DTC will derive performance statistics regarding the timelines of submission of rate information to DTC for publication in the paying agent report card (*See* Section IV(A)(1)(b) of the OA).

The managing underwriter and paying agent understand that this notification will not alter DTC's practice of including the above Structured Security in the universe of Structured Securities from which DTC will calculate payment accuracy performance.

Indicate Type of Structured Security (please check)

- Re-Remic
- Re-securitization
- NIMs
- CDO with trigger
- Servicer reporting timing restrictions

Indicate Feature of Structured Security (please check)

- SWAPs
- CAPS

Other (please specify)

- \_\_\_\_\_
- \_\_\_\_\_

**Paying Agent:**

By: \_\_\_\_\_  
(Authorized Officer's Signature)

\_\_\_\_\_  
(Print Name/Title)

**Managing Underwriter:**

By: \_\_\_\_\_  
(Authorized Officer's Signature)

\_\_\_\_\_  
( Print Name/Title)