

**THIRD AMENDMENT TO
COMMITMENT TO PURCHASE FINANCIAL INSTRUMENT
and
HFA PARTICIPATION AGREEMENT**

This Third Amendment to Commitment to Purchase Financial Instrument and HFA Participation Agreement (the “Third Amendment”) is entered into as of the date set forth on Schedule A attached hereto as the Third Amendment Date (the “Amendment Date”), by and among the United States Department of the Treasury (“Treasury”), the undersigned party designated as HFA whose description is set forth in Schedule A attached hereto (for convenience, a “state housing finance agency” or “HFA”) and the undersigned institution designated by HFA to participate in the program described below (“Eligible Entity”).

Recitals

WHEREAS, Treasury, HFA and Eligible Entity entered into that certain Commitment to Purchase Financial Instrument and HFA Participation Agreement (the “Original HPA”) dated as of the Closing Date, as previously amended by that certain First Amendment to Commitment to Purchase Financial Instrument and HFA Participation Agreement (the “First Amendment”), as further amended by that certain Second Amendment to Commitment to Purchase Financial Instrument and HFA Participation Agreement (the “Second Amendment”; and together with the Original HPA as amended thereby and by the First Amendment, the “Current HPA”), dated as of their respective dates as set forth on Schedule A attached hereto, in connection with Treasury’s federal housing program entitled the Housing Finance Agency Innovation Fund for the Hardest Hit Housing Markets (the “HHF Program”), which was established pursuant to the Emergency Economic Stabilization Act of 2008 (P.L. 110-343), as amended, as the same may be amended from time to time (“EESA”);

WHEREAS, HFA and Eligible Entity submitted a request to Treasury to make certain revisions to their Service Schedules and Permitted Expenses and Treasury has agreed to the same;

WHEREAS, HFA, Eligible Entity and Treasury wish to enter into this Third Amendment to document all approved modifications to the Service Schedules and Permitted Expenses;

Accordingly, in consideration of the representations, warranties, and mutual agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Treasury, HFA and Eligible Entity agree as follows.

Agreement

1. Amendments

A. Definitions. All references in the Current HPA to the “Agreement” shall mean the Current HPA, as further amended by this Third Amendment; and all references in the Current HPA to Schedules A, B or C shall mean the Schedules A, B or C attached to this Third

Amendment. All references herein to the “HPA” shall mean the Current HPA, as further amended by this Third Amendment.

B. Schedule A. Schedule A attached to the Current HPA is hereby deleted in its entirety and replaced with Schedule A attached to this Third Amendment.

C. Schedule B. Schedule B attached to the Current HPA is hereby deleted in its entirety and replaced with Schedule B attached to this Third Amendment.

D. Schedule C. Schedule C attached to the Current HPA is hereby deleted in its entirety and replaced with Schedule C attached to this Third Amendment.

2. Representations, Warranties and Covenants

A. HFA and Eligible Entity. HFA and Eligible Entity, each for itself, make the following representations, warranties and covenants to Treasury and the truth and accuracy of such representations and warranties and compliance with and performance of such covenants are continuing obligations of HFA and Eligible Entity, each as to itself. In the event that any of the representations or warranties made herein cease to be true and correct or HFA or Eligible Entity breaches any of its covenants made herein, HFA or Eligible Entity, as the case may be, agrees to notify Treasury immediately and the same shall constitute an Event of Default under the HPA.

(1) HFA and Eligible Entity each hereby certifies, represents and warrants as of the date hereof that each of the representations and warranties of HFA or Eligible Entity, as applicable, contained in the HPA are true, correct, accurate and complete in all material respects as of the date hereof. All covenants of HFA or Eligible Entity, as applicable, contained in the HPA shall remain in full force and effect and neither HFA, nor Eligible Entity is in breach of any such covenant.

(2) Eligible Entity has the full corporate power and authority to enter into, execute, and deliver this Third Amendment and any other closing documentation delivered to Treasury in connection with this Third Amendment, and to perform its obligations hereunder and thereunder.

(3) HFA has the full legal power and authority to enter into, execute, and deliver this Third Amendment and any other closing documentation delivered to Treasury in connection with this Third Amendment, and to perform its obligations hereunder and thereunder.

3. Miscellaneous

A. The recitals set forth at the beginning of this Third Amendment are true and accurate and are incorporated herein by this reference.

B. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the HPA.

C. Any provision of the HPA that is determined to be prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions of the HPA, and no such prohibition or unenforceability in any jurisdiction shall invalidate such provision in any other jurisdiction.

D. This Third Amendment may be executed in two or more counterparts (and by different parties on separate counterparts), each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Facsimile or electronic copies of this Third Amendment shall be treated as originals for all purposes.

[SIGNATURE PAGE FOLLOWS; REMAINDER OF PAGE
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In Witness Whereof, HFA, Eligible Entity and Treasury by their duly authorized officials hereby execute and deliver this Third Amendment to Commitment to Purchase Financial Instrument and HFA Participation Agreement as of the Amendment Date.

HFA:

OHIO HOUSING FINANCE AGENCY

By: /s/ Douglas A. Garver
Name: Douglas A. Garver
Title: Executive Director

TREASURY:

UNITED STATES DEPARTMENT OF THE
TREASURY

By: _____
Name: Timothy G. Massad
Title: Acting Assistant Secretary for
Financial Stability

ELIGIBLE ENTITY:

OHIO HOMEOWNER ASSISTANCE LLC

By: Ohio Capital Corporation for Housing,
It's Sole Member

By: /s/ Susan K. Ziegler
Name: Susan K. Ziegler
Title: Chief Operating Officer

In Witness Whereof, HFA, Eligible Entity and Treasury by their duly authorized officials hereby execute and deliver this Third Amendment to Commitment to Purchase Financial Instrument and HFA Participation Agreement as of the Amendment Date.

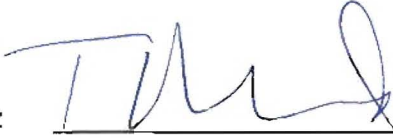
HFA:

OHIO HOUSING FINANCE AGENCY

By: _____
Name:
Title:

TREASURY:

UNITED STATES DEPARTMENT OF THE
TREASURY

By:  _____
Name: Timothy G. Massad
Title: Acting Assistant Secretary for
Financial Stability

ELIGIBLE ENTITY:

OHIO HOMEOWNER ASSISTANCE LLC

By: Ohio Capital Corporation for Housing,
It's Sole Member

By: _____
Name:
Title:

EXHIBITS AND SCHEDULES

Schedule A	Basic Information
Schedule B	Service Schedules
Schedule C	Permitted Expenses

SCHEDULE A
BASIC INFORMATION

Eligible Entity Information:

Name of the Eligible Entity:	Ohio Homeowner Assistance LLC
Corporate or other organizational form:	Ohio limited liability company
Jurisdiction of organization:	Ohio

Notice Information:

HFA Information:

Name of HFA:	Ohio Housing Finance Agency
Organizational form:	An agency under the laws of the State of Ohio
Date of Application:	June 1, 2010
Date of Action Plan:	September 1, 2010

Notice Information:

<u>Program Participation Cap:</u>	\$570,395,099.00
Portion of Program Participation Cap <u>Representing Original HHF Funds:</u>	\$172,000,000.00

<u>Portion of Program Participation Cap Representing Unemployment HHF Funds:</u>	\$148,728,864.00
<u>Permitted Expenses:</u>	\$73,219,099.00
<u>Closing Date:</u>	August 3, 2010
<u>First Amendment Date:</u>	September 23, 2010
<u>Second Amendment Date:</u>	September 29, 2010
<u>Third Amendment Date:</u>	December 16, 2010
<u>Eligible Entity Depository Account Information:</u>	See account information set forth in the Depository Account Control Agreement between Treasury and Eligible Entity regarding the HHF Program.

SCHEDULE B

SERVICE SCHEDULES

The Service Schedules attached as Schedule B to the Current HPA are hereby deleted in their entirety and replaced with the attached Service Schedules (numbered sequentially as Service Schedule B-1, Service Schedule B-2, et. seq.), which collectively comprise Schedule B to the HPA.

SERVICE SCHEDULE B-1

Ohio Housing Finance Agency (OHFA) Rescue Payment Assistance Program Summary Guidelines

1. Program Overview	<p>The Rescue Payment Assistance Program will provide funds to lenders/servicers on behalf of homeowners who are delinquent on their mortgage payments due to a delay in receiving unemployment benefits, insufficient income, or other unforeseen circumstances, by bringing them current on delinquent mortgage obligations.</p> <p>Allowable uses of the funds will include the following:</p> <ul style="list-style-type: none">• Delinquent mortgage payments;• Late fees, inspection fees, and attorney fees related to a successful/closed loan modification;• Delinquent property taxes advanced by the servicer or escrow shortage; and• Up to one year of standard homeowner’s insurance if a lender/servicer has previously imposed forced-placed insurance on the property. Forced-placed insurance is high cost insurance which serves only to protect the mortgagee’s interest in the property. <p>If Rescue Payment Assistance is used to pay delinquent property taxes or homeowner’s insurance, lender/servicer must set up an escrow account for property taxes and homeowner’s insurance if none is in place.</p> <p>Assistance is subject to approval of the homeowner’s HHF Action Plan which is a plan relating solely to TARP-funded modification programs that will be developed by a housing counseling agency and approved by OHFA (the “HHF Action Plan”). Homeowners may receive assistance from one or more HHF Programs. The HHF Action Plan will determine the type(s) and amount of HHF assistance for each homeowner, up to the maximum total benefit amount for which the homeowner qualifies.</p>
2. Program Goals	<p>The goal of this program is to prevent avoidable foreclosure for homeowners who have experienced a temporary hardship by reinstating their past due first mortgage loans.</p>
3. Target Population/ Areas	<p>The Program will be available to eligible low- and moderate-income homeowners throughout Ohio, up to the maximum benefit of \$15,000.</p>

4. Program Allocation (Excluding Administrative Expenses)	\$106,904,903.00
5. Borrower Eligibility Criteria	<p>Homeowner must meet the following criteria:</p> <ul style="list-style-type: none"> • Income at or below 115% of area median. Current household income is defined at time of submission of the HHF Action Plan as the 30 day average of all wages, compensation and/or public benefits in the homeowner’s household over the prior 60 days; • First mortgage debt less than the highest FHA maximum loan amount among all Ohio counties; • Liquid assets equal to or less than three months of mortgage payments, excluding retirement accounts; • Hardship due to involuntary loss or reduction in income, divorce, disability, or illness resulting in a loss of income or significant medical expenses, which shall be documented by a financial hardship affidavit signed by the homeowner, and supporting documents which may include documents from the state unemployment department, a letter from the previous employer, divorce decree, medical bills, or disability forms; and • Demonstrate ability to sustain mortgage payments, if assistance under the Program is received, for six months or more. Unemployment compensation or assistance under the Partial Mortgage Payment Assistance Program will be considered in evaluating sustainability, if assistance is expected to continue for at least six months.
6. Property/Loan Eligibility Criteria	<p>One to four unit owner-occupied primary residences located in Ohio, including condominiums. Manufactured homes are eligible only if the mortgage is recorded as real property and the home is permanently affixed to the land.</p>
7. Program Exclusions	<ul style="list-style-type: none"> • Homeowners who cannot demonstrate the ability to sustain mortgage payments for at least six months are not eligible. Other HHF programs may be used to demonstrate sustainability. Sustainable Monthly Payment is equal to 38% or less of current household income. • Homeowners participating in or eligible for HAMP. • Homeowners in active bankruptcy and homeowners who have not reaffirmed their mortgage after a bankruptcy which resulted in mortgage debt being discharged. • Homeowners who have a sheriff’s sale scheduled in 21 days or less.

8. Structure of Assistance	Assistance will take the form of a non-recourse, non-amortizing, zero-percent interest, five-year loan secured by the property and repayable only from equity proceeds of a refinance or sale. The loan will be recorded as a subordinate lien. Twenty percent of the loan balance will be forgiven each year on the anniversary of the closing, and any remaining balance will be forgiven on December 31, 2017. Loan repayments will be recycled back into the program and used to provide assistance to additional homeowners until December 31, 2017.
9. Per Household Assistance	Maximum amount available per homeowner: \$15,000 Estimated average assistance provided per homeowner: \$5,994
10. Duration of Assistance	Assistance will be provided in a one-time lump sum payment to the homeowner's lender/servicer.
11. Estimated Number of Participating Households	It is expected that 17,835 households will be assisted under the Program.
12. Program Inception/ Duration	The Program will begin September 27, 2010 and is expected to continue until December 31, 2017 or when available funds are exhausted.
13. Program Interactions with Other Programs (e.g. other HFA programs)	Homeowners may access the Partial Mortgage Payment Assistance Program, the Mortgage Modification with Principal Reduction Assistance Program, and/or the Short Refinance Program, if approved as part of the homeowner's HHF Action Plan. If homeowners are unable to sustain homeownership after receiving assistance under the Program, they may be approved for the Transitional Assistance Program if they have not exhausted their maximum benefit.
14. Program Interactions with HAMP	Homeowners will be first screened for eligibility for HAMP before being considered for the Program, until the expiration of HAMP. Homeowners participating in or eligible for HAMP are excluded.
15. Program Leverage with Other Financial Resources	The Program will strongly encourage the lenders/servicers to consider waiving late fees or any other expenses that are not paid to a third party. Lenders/servicers will not be required to match Program funds.
16. Qualify as an Unemployment Program	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

SERVICE SCHEDULE B-2

Ohio Housing Finance Agency (OHFA) Partial Mortgage Payment Assistance Program Summary Guidelines

1. Program Overview	<p>The Partial Mortgage Payment Assistance Program will support unemployed homeowners by assisting with their mortgage payments for up to 15 months while they search for a new job and/or participate in a job training program.</p> <p>Full mortgage payments will be made to the homeowner's lender/servicer as long as the homeowner remains eligible for assistance. To remain eligible for assistance, the homeowner must pay their Affordable Monthly Payment, as calculated and in their approved HHF Action Plan (hereinafter defined), to the Ohio HHF servicer, a special third-party servicer selected by Ohio Housing Finance Agency (the "Ohio HHF Servicer") to receive homeowners' partial payments under the Ohio HHF program. Affordable Monthly Payment is equal to 20% of current household income or 25% of homeowner's monthly mortgage principal, interest taxes and insurance (PITI) payment, whichever is greater, unless the Affordable Monthly Payment is waived because the homeowner has exhausted unemployment compensation benefits. The Affordable Monthly Payment amount may change if homeowner's income increases 20% or more or decreases 10% or less.</p> <p>Homeowners will resume their regular payments at the end of the term approved in their HHF Action Plan or two months after resuming employment, whichever occurs first.</p> <p>Assistance is subject to approval of the homeowner's HHF action plan which is a plan relating solely to TARP funded modification programs that will be developed by a housing counseling agency and approved by OHFA (the "HHF Action Plan"). Homeowners may receive assistance from one or more HHF Programs. The HHF Action Plan will determine type(s) and amount of HHF assistance for each homeowner, up to the maximum total benefit amount for which the homeowner qualifies.</p>
2. Program Goals	<p>The goal of the Program is to assist unemployed homeowners to remain in their homes and make on-time, monthly payments on their mortgages during unemployment so that they may avoid delinquency and foreclosure; and to assist homeowners with obtaining a sustainable loan modification after they have regained employment.</p>

3. Target Population/ Areas	The Program will be available to eligible unemployed low- and moderate-income homeowners throughout Ohio, up to \$15,000.
4. Program Allocation (Excluding Administrative Expenses)	\$299,540,000.00
5. Borrower Eligibility Criteria	<p>Homeowner must meet the following criteria:</p> <ul style="list-style-type: none"> • Income at or below 115% of area median. Current household income is defined at time of submission of the HHF Action Plan as the 30 day average of all wages, compensation and/or public benefits in the homeowner's household over the prior 60 days; • First mortgage debt less than the highest FHA maximum loan limit among all Ohio counties. • Liquid assets equal to or less than three months mortgage payments, excluding retirement accounts; • Hardship due to involuntary loss or reduction in income, which shall be documented by a financial hardship affidavit signed by the homeowner, and supporting documents which may include a form from the state unemployment department, or a letter from the previous employer documenting involuntary unemployment; • At least one wage earner in the household must be receiving unemployment compensation or must have exhausted unemployment compensation benefits within the last twelve months; • Homeowner must make the partial mortgage payment on time; and • Homeowner must actively seek reemployment during the assistance period.
6. Property/Loan Eligibility Criteria	One to four unit owner-occupied primary residences located in Ohio, including condominiums. Manufactured homes are eligible only if the mortgage is recorded as real property and the home is permanently affixed to the land.
7. Program Exclusions	<ul style="list-style-type: none"> • Homeowners with a total PITI payment of less than 20% of current income are not eligible. • Homeowners in active bankruptcy and homeowners who have not reaffirmed their mortgage after a bankruptcy which resulted in mortgage debt being discharged. • Homeowners who have a sheriff's sale scheduled in 21 days or less.

8. Structure of Assistance	Assistance will take the form of a non-recourse, non-amortizing, zero-percent interest, five-year loan secured by the property and repayable only from equity proceeds of a refinance or sale. The loan will be recorded as an open-ended subordinate lien. Twenty percent of the current loan balance will be forgiven each year on the anniversary of the closing, and any remaining balance will be forgiven on December 31, 2017. Loan repayments will be recycled back into the program and used to provide assistance to additional homeowners until December 31, 2017.
9. Per Household Assistance	Maximum amount available per homeowner: \$15,000 Estimated average assistance provided per homeowner: \$9,390
10. Duration of Assistance	Homeowners may receive assistance up to a maximum of 15 months. Should a homeowner become reemployed within the 15 month period, the homeowner may continue receiving assistance for up to an additional 2 months after reemployment.
11. Estimated Number of Participating Households	It is expected that 31,900 households will be assisted under the Program.
12. Program Inception/ Duration	The Program will begin September 27, 2010 and is expected to continue until December 31, 2017 or when available funds are exhausted.
13. Program Interactions with Other Programs (e.g. other HFA programs)	Homeowners who participate in the Program will work with their lender/servicer to enter into a modified, affordable loan payment when the homeowner is re-employed. Homeowners may access the Rescue Payment Assistance Program, the Mortgage Modification with Principal Reduction Assistance Program, and/or the Short Refinance Program, if approved as part of the homeowner's HHF Action Plan. If homeowners are unable to sustain homeownership after receiving assistance from the Program, they may be approved for the Transitional Assistance Program if they have not exhausted their maximum benefit.
14. Program Interactions with HAMP	The Program may precede the Home Affordable Unemployment Program (UP) forbearance or may be used to extend it.
15. Program Leverage with Other Financial Resources	The Program will strongly encourage the lenders/servicers to consider waiving late fees or any other expenses that are not paid to a third party. Lenders/servicers will not be required to match Program funds.
16. Qualify as an Unemployment Program	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

SERVICE SCHEDULE B-3

Ohio Housing Finance Agency (OHFA) Mortgage Modification with Principal Reduction Program Summary Guidelines

1. Program Overview	<p>The Mortgage Modification with Principal Reduction Program will provide assistance to homeowners who do not qualify for existing loan modification programs due to severe negative equity. Funds will be used to incentivize lenders/servicers to reduce homeowners' mortgage principal balance to the level necessary to achieve a loan modification with a target of 115% of loan to value or less, and to achieve an Affordable Payment for the homeowner. Affordable Monthly Payment is equal to 31% or less of current household income.</p> <p>Lenders/servicers will provide principal forbearance or forgiveness equal to or greater than the Program payment. If principal forgiveness is permissible by the lender/servicer, it must be offered to the homeowner before any principal forbearance could occur and qualify for the Program. This option should increase the number of loan modifications that are approved and will be available to both HAMP-eligible and non-HAMP eligible borrowers.</p> <p>Assistance is subject to approval of the homeowner's HHF action plan which is a plan relating solely to TARP funded modification programs that will be developed by a housing counseling agency and approved by OHFA (the "HHF Action Plan"). Homeowners may receive assistance from one or more HHF Programs. The HHF Action Plan will determine type(s) and amount of HHF assistance for each homeowner, up to the maximum total benefit amount for which the homeowner qualifies.</p>
2. Program Goals	<p>The goals of the Program are to:</p> <ul style="list-style-type: none">• Help homeowners obtain mortgage loan modifications to achieve an affordable monthly loan payment;• Reduce the probability of re-default after the loan modification by incentivizing lenders/servicers to include principal reduction as part of a modification when that reduction is necessary to achieve an affordable monthly payment; and• Reduce the risk of re-default due to severe negative equity.
3. Target Population/ Areas	<p>The Program will be available to eligible low- and moderate-income homeowners throughout Ohio, up to the maximum benefit amount of \$15,000.</p>

4. Program Allocation (Excluding Administrative Expenses)	\$22,717,635.00
5. Borrower Eligibility Criteria	<p>Homeowner must meet the following criteria:</p> <ul style="list-style-type: none"> • Income at or below 115% of area median. Current household income is defined at time of submission of the HHF Action Plan as the 30 day average of all wages, compensation and/or public benefits in the homeowner’s household over the prior 60 days; • First mortgage debt less than the highest FHA maximum loan amount among all Ohio counties; • Liquid assets equal to or less than three months of mortgage payments; • Hardship due to involuntary loss or reduction in income, divorce, disability, or illness resulting in a loss of income or significant medical expenses, which shall be documented in part by a financial hardship affidavit signed by the homeowner; and • Homeowner must have been turned down for a loan modification due to the failure of the lender/servicer’s Net Present Value (NPV) calculation.
6. Property/Loan Eligibility Criteria	<p>One to four unit owner-occupied primary residences located in Ohio, including condominiums. Manufactured homes are eligible only if the mortgage is recorded as real property and the home is permanently affixed to the land.</p> <p>To qualify for modification with principal reduction assistance, must have a loan to value ratio of 115% or more.</p>
7. Program Exclusions	<ul style="list-style-type: none"> • Homeowners currently participating in HAMP are not eligible. • Homeowners in active bankruptcy and homeowners who have not reaffirmed their mortgage after a bankruptcy which resulted in mortgage debt being discharged. • Homeowners who have a sheriff’s sale scheduled in 21 days or less.
8. Structure of Assistance	<p>Assistance will take the form of a non-recourse, non-amortizing, zero-percent interest, five-year loan secured by the property and repayable only from equity proceeds of a refinance or sale. The loan will be recorded as a subordinate lien. Twenty percent of the loan balance will be forgiven each year on the anniversary of the closing, and any remaining balance will be forgiven on December 31, 2017. Loan repayments will be recycled back into the program and used to provide assistance to additional homeowners until December 31, 2017</p>

9. Per Household Assistance	Maximum amount available per homeowner: \$15,000 Estimated average assistance provided per homeowner: \$9,667
10. Duration of Assistance	Assistance will be provided in a one-time lump sum payment to the homeowner's lender/servicer.
11. Estimated Number of Participating Households	It is expected that 2,350 homeowners will receive assistance from the Program.
12. Program Inception/ Duration	The Program will begin September 27, 2010 and is expected to continue until December 31, 2017 or when available funds are exhausted.
13. Program Interactions with Other Programs (e.g. other HFA programs)	Homeowners may access the Rescue Payment Assistance Program and/or the Partial Mortgage Payment Assistance Program, if approved as part of the homeowner's HHF Action Plan. If homeowners are unable to sustain homeownership after receiving assistance under the Program, they may be approved for the Transitional Assistance Program if they have not exhausted their maximum benefit.
14. Program Interactions with HAMP	Homeowners will be first screened for eligibility for HAMP before being considered for the Program until the expiration of HAMP. Homeowners currently participating in HAMP are not eligible.
15. Program Leverage with Other Financial Resources	<p>The following modification options leverage other financial resources:</p> <p>Principal Reduction Matched Assistance (HAMP Eligible)</p> <p>Contributions will be made to the homeowner's principal reduction with the goal of reducing the LTV to at least 115%. For every dollar of principal forbearance or forgiveness offered by the lender/servicer, one dollar of Program funds will be contributed. All late fees and other non-out-of-pocket collections costs must be waived by the lender/servicer and cannot be capitalized.</p> <p>Principal Reduction Matched Assistance (Non HAMP Eligible)</p> <p>Contributions will be made to the homeowner's principal reduction with the goal of reducing the LTV. For every dollar of principal forgiveness granted by the lender/servicer, one dollar of Program funds will be contributed. All late fees and other non-out-of-pocket collections costs must be waived by the lender/servicer and cannot be capitalized.</p>
16. Qualify as an Unemployment Program	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

SERVICE SCHEDULE B-4

Ohio Housing Finance Agency (OHFA) Transition Assistance Program Summary Guidelines

1. Program Overview	<p>The Transition Assistance Program will assist homeowners whose current mortgage payment exceeds the Affordable Monthly Payment, and/or who must relocate to gain meaningful employment. Affordable Monthly Payment is equal to 31% or less of current household income.</p> <p>The Program requires the lender/servicer to consider a Short Sale or Deed-In-Lieu option and waive any rights to deficiency judgments.</p> <p>The Program allows an incentive to the lender/servicer and a stipend to borrowers to relocate while leaving the property in saleable condition.</p> <p>Assistance is subject to approval of the homeowner's HHF action plan which is a plan relating solely to TARP funded modification programs that will be developed by a housing counseling agency and approved by OHFA (the "HHF Action Plan"). Homeowners may receive assistance from one or more HHF Programs. The HHF Action Plan will determine type(s) and amount of HHF assistance for each homeowner, up to the maximum total benefit amount for which the homeowner qualifies.</p>
2. Program Goals	To allow homeowners to achieve a "graceful exit" from their current situation and avoid foreclosure.
3. Target Population/ Areas	The Program will be available to eligible low- and moderate-income homeowners throughout Ohio, up to the maximum benefit amount of \$15,000.
4. Program Allocation (Excluding Administrative Expenses)	\$18,013,462.00
5. Borrower Eligibility Criteria	<p>Homeowner must meet the following criteria:</p> <ul style="list-style-type: none">• Income at or below 115% of area median. Current household income is defined at time of submission of the HHF Action Plan as the 30 day average of all wages, compensation and/or public benefits in the homeowner's household over the prior 60 days;• First mortgage debt less than the highest FHA maximum loan amount among all Ohio counties;• Liquid assets equal to or less than three months of mortgage payments;

	<ul style="list-style-type: none"> • Hardship due to involuntary loss or reduction in income, divorce, disability, or illness resulting in a loss of income or significant medical expenses, which shall be documented in part by a financial hardship affidavit signed by the homeowner; and • Homeowners who must relocate for employment should meet the requirements of IRS Publication 521 which states “the new main job is at least 50 miles farther from former residence than old main job.” The new residence must be located in the United States of America, except for active duty military personnel.
6. Property/Loan Eligibility Criteria	One to four unit owner-occupied primary residences located in Ohio, including condominiums. Both HAMP and non-HAMP eligible loans will be considered for the Program. Manufactured homes are eligible only if the mortgage is recorded as real property and the home is permanently affixed to the land.
7. Program Exclusions	<ul style="list-style-type: none"> • If net sales proceeds of the sale of the home are sufficient to pay off the mortgage balance, the borrower is not eligible for assistance. • Homeowners in active bankruptcy and homeowners who have not reaffirmed their mortgage after a bankruptcy which resulted in mortgage debt being discharged. • Homeowners who have a sheriff’s sale scheduled in 21 days or less.
8. Structure of Assistance	Assistance will not be structured as a loan.
9. Per Household Assistance	<p>Maximum amount available per homeowner: \$15,000</p> <p>Estimated average assistance provided per homeowner: \$3,676</p>
10. Duration of Assistance	<p>Assistance is in the form of a one-time payment, and could consist of:</p> <ul style="list-style-type: none"> • A \$3,000 payment to the lender/servicer, \$1,500 of which will be passed through to the borrower, and \$1,500 of which will be an inducement to the servicer. • Payments will also be made to secondary lien holders, if any, in the amount of 10% of the second lien balance, up to \$2,500, if a recordable “Satisfaction of Lien” is issued and they agree not to pursue a deficiency judgment for any remaining balance. • Homeowners will receive relocation assistance up to \$1,500, passed through from the lender/servicer, which will be paid as a reduction from net proceeds at a real estate closing on a short sale or as funds from the servicer in a deed-in-lieu situation. Relocation assistance will be conditional on the homeowner leaving the home in

	<p>“broom swept” condition. The lender/servicer is responsible for inspection.</p> <p>No payments may be made to the lender/servicer until a short sale, or deed-in-lieu agreement is executed.</p>
11. Estimated Number of Participating Households	It is expected that 4,900 households will be assisted under the Program.
12. Program Inception/ Duration	The Program will begin September 27, 2010 and is expected to continue until December 31, 2017 or when available funds are exhausted.
13. Program Interactions with Other Programs (e.g. other HFA programs)	Homeowners may have previously received assistance from the Rescue Payment Assistance Program and/or the Mortgage Modification with Principal Reduction Program prior to using the Program. Homeowners may have previously received or may currently receive assistance from the Partial Mortgage Payment Assistance Program. Homeowners may be approved for assistance under the Program only if they have not exhausted their maximum benefit.
14. Program Interactions with HAMP	HAFAs may not be combined with any element of the Program. The homeowner must first apply for HAFAs and either be denied or have no response from the lender/servicer within 30 days to be eligible for the Program.
15. Program Leverage with Other Financial Resources	Lenders/servicers must agree to release homeowners from future obligations or judgments as part of the process of approving a short sale, cash for keys, or deed-in-lieu agreement. First and second mortgage holders must accept less than full payoff.
16. Qualify as an Unemployment Program	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

SERVICE SCHEDULE B-5

Ohio Housing Finance Agency (OHFA) Short Refinance Program Summary Guidelines

1. Program Overview	<p>The Short Refinance Program will provide funds to lenders/servicers on behalf of homeowners who wish to refinance to a new mortgage loan in order to lower their monthly payment. Funds will be used to reduce the principal balance of homeowner's mortgage, which will incentivize lenders/servicers to match the Program payment in the form of principal forgiveness to, in the aggregate, reduce homeowner's mortgage principal balance to the level necessary to qualify for a refinance, with a target of 95 percent to 100 percent combined loan-to-value ratio. The resulting refinance should result in an affordable monthly payment, including all subordinate mortgage loans, lower than 31 percent of their gross income. The mortgage refinance will be originated by the homeowner's lender, and homeowners must qualify under their lender's underwriting guidelines.</p> <p>Lenders/servicers will provide principal forgiveness equal to or greater than the Program payment. This option is available to homeowners who are current on their mortgage, employed, and have good credit history.</p> <p>Assistance is subject to approval of the homeowner's HHF action plan which is a plan relating solely to TARP funded modification programs that will be developed by a housing counseling agency and approved by OHFA (the "HHF Action Plan"). Homeowners may receive assistance from one or more HHF Programs. The HHF Action Plan will determine type(s) and amount of HHF assistance for each homeowner, up to the maximum total benefit amount for which the homeowner qualifies.</p>
2. Program Goals	<p>The goals of the Program are to:</p> <ul style="list-style-type: none">• Help homeowners obtain mortgage loan refinances to lower their monthly loan payment;• Provide assistance to homeowners who may not be eligible for a traditional modification but cannot refinance due to a decline in their home's value; and• Reduce the number of homeowners with negative equity.
3. Target Population/ Areas	<p>The Program will be available to eligible low- and moderate-income homeowners throughout Ohio, up to the maximum benefit amount of \$15,000.</p>

4. Program Allocation (Excluding Administrative Expenses)	\$50,000,000.00
5. Borrower Eligibility Criteria	<p>Homeowner must meet the following criteria:</p> <ul style="list-style-type: none"> • Income at or below 115% of area median. Current household income is defined at time of submission of the HHF Action Plan as the 30 day average of all wages, compensation and/or public benefits in the homeowner’s household over the prior 60 days; • First mortgage debt less than the highest FHA maximum loan amount among all Ohio counties; • Liquid assets equal to or less than three months of mortgage payments; • Hardship due to involuntary loss or reduction in income, divorce, disability, or illness resulting in a loss of income or significant medical expenses, which shall be documented in part by a financial hardship affidavit signed by the homeowner; and • Homeowners must qualify for refinance under their lender’s underwriting guidelines.
6. Property/Loan Eligibility Criteria	<p>One to four unit owner-occupied primary residences located in Ohio, including condominiums. Manufactured homes are eligible only if the mortgage is recorded as real property and the home is permanently affixed to the land.</p> <p>To qualify for short refinance assistance, must have a loan to value ratio of 100% or more.</p>
7. Program Exclusions	<ul style="list-style-type: none"> • Homeowners in active bankruptcy and homeowners who have not reaffirmed their mortgage after a bankruptcy which resulted in mortgage debt being discharged. • Homeowners who have a sheriff’s sale scheduled in 21 days or less. • Homeowners who do not qualify under their lender’s underwriting guidelines.
8. Structure of Assistance	Assistance will not be structured as a loan.
9. Per Household Assistance	<p>Maximum amount available per homeowner: \$15,000</p> <p>Estimated average assistance provided per homeowner: \$7,692</p>
10. Duration of Assistance	Assistance will be provided in a one-time lump sum payment to the homeowner’s lender/servicer.
11. Estimated Number of Participating Households	It is expected that 6,500 homeowners will receive assistance from the Program.

12. Program Inception/ Duration	The Program will begin January 1, 2011 and is expected to continue until December 31, 2017 or when available funds are exhausted.
13. Program Interactions with Other Programs (e.g. other HFA programs)	Homeowners may access the Partial Mortgage Payment Assistance Program prior to receiving a Short Refinance, if approved by the homeowner's HHF Action Plan. Homeowners may access any HHF Program if the homeowner qualifies and needs assistance after receiving Short Refinance assistance, if they have not exhausted their maximum benefit.
14. Program Interactions with HAMP	Homeowners participating in HAMP may be eligible for Short Refinance assistance if they qualify for a refinance under their lender's underwriting guidelines.
15. Program Leverage with Other Financial Resources	To leverage other financial resources, contributions will be made to the homeowner's lender/servicer to reduce the mortgage principal balance to at least 100 percent loan-to-value. For every dollar of principal reduction offered by the lender/servicer, one dollar of Program funds will be contributed. All late fees and other non-out-of-pocket collections costs must be waived by the lender/servicer and cannot be capitalized.
16. Qualify as an Unemployment Program	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

SCHEDULE C

PERMITTED EXPENSES

	Ohio
<i>One-time / Start-Up Expenses:</i>	
Initial Personnel	\$56,873.00
Building, Equipment, Technology	\$413,500.00
Professional Services	\$55,000.00
Supplies / Miscellaneous	\$0.00
Marketing /Communications	\$206,400.00
Travel	\$3,000.00
Website development /Translation	\$0.00
Contingency	\$215,000.00
Subtotal	\$949,773.00
<i>Operating / Administrative Expenses:</i>	
Salaries	\$11,889,450.57
Professional Services (Legal, Compliance, Audit, Monitoring)	\$2,659,315.82
Travel	\$152,000.00
Buildings, Leases & Equipment	\$332,818.20
Information Technology & Communications	\$1,022,416.00
Office Supplies/Postage and Delivery/Subscriptions	\$46,700.00
Risk Management/ Insurance	\$20,000.00
Training	\$100,000.00
Marketing/PR	\$2,760,461.41
Miscellaneous	\$0.00
Subtotal	\$18,983,162.00
<i>Transaction Related Expenses:</i>	
Recording Fees	\$2,853,864.00
Wire Transfer Fees	\$50,000.00
<i>Counseling Expenses</i>	
File Intake	\$15,600,000.00
Decision Costs	\$0.00
Successful File	\$26,500,000.00
Key Business Partners On-Going	\$8,282,300.00
Subtotal	\$53,286,164.00
Grand Total	\$73,219,099.00
% of Total Award	12.8%
Award Amount	\$570,395,099.00