



U.S. Small Business Administration
CDC CERTIFICATION

SBA Loan #	
SBA Loan Name	
Borrower	
Operating Company	
CDC	
Date	
Loan/Debenture Amount	

In order to induce the U.S. Small Business Administration (SBA) to guarantee payment of the CDC's Debenture financing this Loan, CDC certifies, to the best of its knowledge, information and belief after diligent inquiry, that:

1. CDC is duly organized, in good standing, and validly existing. CDC is authorized to incur the obligations of the Debenture, and to execute and deliver any documents required by SBA relating to the Debenture. All persons signing any document on behalf of CDC are fully authorized to do so.
2. All Project Costs have been paid in full, or, in the case of an escrow closing, all requirements of the Authorization relating to an escrow closing have been fully satisfied. Interim Lender, Third Party Lender, Borrower and CDC have contributed to the project in the amount and manner authorized by SBA.
3. Since the date of Borrower's application to CDC for this Loan, there has been no:
 - a. Unremedied substantial adverse change in the financial condition of Borrower or Operating Company;
 - b. Change in the ownership of Borrower or Operating Company (including the number and identity of the owners or their percentage of ownership), unless approved by SBA in writing;
 - c. Change in the form of business organization of the Borrower or Operating Company, unless approved by SBA in writing;
 - d. Material change in the operation of Borrower and/or Operating Company, including the type of business or affiliation with other businesses, which would render it ineligible for SBA assistance.
4. The requirements of the Authorization regarding environmental laws and regulations have been fully satisfied.
5. The Project has been completed substantially in accordance with the plans and specifications which formed the basis for the appraisal used in the application.

6. Borrower or Operating Company currently occupies or, with the prior approval of SBA, will occupy within a reasonable period of time the percentage of the Project required by the Authorization.
7. The requirements of the Authorization regarding flood insurance have been fully satisfied.
8. Hazard insurance on collateral and liability insurance are paid for and in effect, as required by the Authorization.
9. Any life insurance coverage has been obtained and paid for, remains in effect, and names SBA as an assignee, as required by the Authorization.
10. Any new Project construction or addition conforms with the National Earthquake Hazards Reduction Program Recommended Provisions (NEHRP) for the Development of Seismic Regulations for New Buildings, or its equivalent.
11. CDC has verified the accuracy of the financial information submitted with the Loan application as required by the Authorization.
12. CDC has disclosed to SBA all material information known by CDC and necessary to assure that this Certification is not misleading.
13. CDC has inquired of Borrower and disclosed in writing to SBA all bankruptcy or insolvency proceedings involving, or pending lawsuits against, Borrower, Operating Company or any of their principals.
14. If CDC is designated as a "Priority CDC", CDC currently has in effect the insurance coverage required by SOP 50-10(4), Subpart H, Chapter 22, Paragraph 6.c.

This Certification is made with the knowledge, intent, and understanding that SBA will rely upon it in proceeding with the sale of a Debenture to fund this Loan.

CDC

(Corporate Seal if required)

By (name, title):

Date

Attest or Witness, as required (name, title):

Date