

[DATE]

California Housing Finance Agency  
Office of General Counsel – MS1440  
500 Capitol Mall, Suite 1400  
Sacramento, CA 95814

Re: [Name of Project]  
CalHFA No.: [Project Number]

### UNRELATED PARTIES TRANSACTION REPRESENTATION

The [name of project] has been owned by [name of existing limited partnership owner] (the "Seller") and will be acquired from the Seller by the [name of borrower] (the "Borrower"). The Seller is a limited partnership with [list number of general partners] general partners (the "Seller General Partners") and with [name of tax credit investor] as the single limited partner (the "Seller Limited Partner"). The Borrower is a limited partnership with [list number of general partners] general partners (the "Borrower General Partners") and with [name of tax credit investor] as the single limited partner (the "Borrower Limited Partner"). There are no present or expected common or overlapping control or ownership interests between any of the Seller General Partners, the Seller Limited Partner, and the Borrower General Partners. There are no present or expected common or overlapping control or ownership interests between any of the Seller General Partners, the Seller Limited Partner, and the Borrower Limited Partners. The Seller Limited Partner and the Borrower Limited Partner are each limited partnerships. There are no present or expected

common or overlapping control or ownership interests between the Seller Limited Partner and the Borrower Limited Partner such that, within the meaning of section 707(b) of the Internal Revenue Code of 1986, the same persons own, directly or indirectly, more than 50 percent of the capital interests or profit interests of the Seller Limited Partner and the Borrower Limited Partner.

<b>BORROWER:</b>	<b>TAX CREDIT INVESTOR:</b>
_____	_____
_____	_____
By: _____	By: _____
Name: _____	Name: _____
Title: _____	Title: _____