

## FORM OF AUDITOR ATTESTATION<sup>1</sup>

*[Do not include this attestation in the offering document. The original signed attestation shall be delivered to the FRBNY at the following address: FRBNY, TALF Compliance, 33 Liberty Street, New York, NY 10045 and, electronically, to [talf.compliance@ny.frb.org](mailto:talf.compliance@ny.frb.org).]*

### Report of Independent Accountants

We have examined the assertion of management of [*name of sponsor*] (the “Sponsor”) and [*name of issuer*] (the “Issuer”) included in the accompanying Report of Management on Compliance that the [*identify applicable class(es) of securities*] (the “Securities”), CUSIP# \_\_\_\_\_ of [*name of issuer*] described in the [*preliminary*][*offering memorandum*][*prospectus*] dated [*date*], complied with the stated eligibility criteria for the underlying credits under the Federal Reserve Bank of New York’s Term Asset-Backed Securities Loan Facility (“TALF”), hereinafter referred to as the “TALF Underlying Credit Exposure Eligibility Criteria.” The assertion by management that the Securities comply with those TALF Underlying Credit Exposure Eligibility Criteria is referred to as the “TALF Underlying Credit Exposure Eligibility Assertion.” Management is responsible for compliance with the TALF Underlying Credit Exposure Eligibility Criteria. Our responsibility is to express an opinion on management’s TALF Underlying Credit Exposure Eligibility Assertion based on our examination.

Our examination was conducted in accordance with attestation standards of the American Institute of Certified Public Accountants (AICPA)<sup>2</sup> and, accordingly, included examining, on a test basis, evidence about the Securities’ compliance with the TALF Underlying Credit Exposure Eligibility Criteria set forth in the accompanying Report of Management on Compliance and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion. Our examination does not provide a legal determination on the Securities’ compliance with the TALF Underlying Credit Exposure Eligibility Criteria, nor does it address other eligibility criteria beyond those set forth in the accompanying Report of Management on Compliance.

In our opinion, the TALF Underlying Credit Exposure Eligibility Assertion that the Securities complied with the TALF Underlying Credit Exposure Eligibility Criteria set forth in the accompanying Report of Management on Compliance is fairly stated as of [*date*]<sup>3</sup>, in all material respects.

This report is intended solely for the information and use of the Sponsor, the Issuer, the Federal Reserve Bank of New York and TALF LLC, and is not intended to be and should not be used or relied upon by anyone other than these specified parties.

/s/: [*name of auditor*]

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

<sup>1</sup> If the auditor attestation is longer than one page, please include the name of the relevant security/ies and the CUSIP number(s) at the bottom of each page of the attestation.

<sup>2</sup> Auditors will be permitted to instead refer to PCAOB standards.

<sup>3</sup> Insert date of the preliminary or final prospectus supplement or offering document (e.g. April 15, 2009) referred to in the first paragraph above.

## FORM OF MANAGEMENT REPORT ON COMPLIANCE

*[Include as an attachment to the related Report of Independent Accountants]*

### Report of Management on Compliance

**[Date]**

We, as members of management of **[name of sponsor]** (the “Sponsor”) and **[name of issuer]** (the “Issuer”) are responsible for the compliance of the [identify applicable class(es) of securities] (the “Securities”), CUSIP#\_\_\_\_\_ of **[name of issuer]** described in the **[preliminary] [offering memorandum][prospectus]** dated [ ] with the Federal Reserve Bank of New York’s Term Asset-Backed Securities Loan Facility (“TALF”) eligibility criteria relating to the credit exposures underlying the Securities, hereinafter referred to as the “TALF Underlying Credit Exposure Eligibility Criteria.” Terms used herein that are defined or explained in the TALF terms and conditions, or in FAQs or other interpretative material issued by the Federal Reserve Bank of New York, shall have the meanings provided in such terms and conditions, FAQs or other interpretative material. We have performed an evaluation of the Securities’ compliance with the requirements of the TALF Underlying Credit Exposure Eligibility Criteria, as of **[date]**<sup>1</sup>. Based on this evaluation, we assert that as of **[date]**<sup>2</sup>, the Securities complied with the following requirements:

*[insert (except for servicing advance receivables): All or substantially all (defined as at least 95% of the dollar amount) of the credit exposures underlying the securities are exposures that are both (a) originated by U.S.-organized entities or institutions or U.S. branches or agencies of foreign banks and (b) made to U.S.-domiciled obligors.] [insert for servicing advance receivables: All or substantially all (defined as at least 95% of the dollar amount) of the advances creating the servicing advance receivables are both (a) advanced by U.S.-organized entities or institutions or U.S. branches or agencies of foreign banks and (b) made with respect to residential property located in the U.S. or one of its territories.]*

The underlying credit exposures are *[insert one asset type:]* [auto loans] [student loans] [credit card loans] [equipment loans] [floorplan loans] [insurance premium finance loans owned by the issuer in their entirety (as opposed to merely participation or beneficial interests)] [receivables related to residential mortgage servicing advances (servicing advance receivables)] and do not include exposures that are themselves cash ABS or synthetic ABS.

*[if equipment loan ABS or auto loan ABS issued by a non-revolving trust, insert: All or substantially all of the credit exposures underlying the securities were originated on or after October 1, 2007.] [if floorplan loan ABS, premium finance ABS or auto loan ABS issued by a revolving (or master) trust, insert: The securities are being issued to refinance*

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<sup>1</sup> Insert date of the preliminary or final prospectus supplement or offering document (e.g. April 15, 2009) referred to in the first paragraph above.

<sup>2</sup> Insert date of the preliminary or final prospectus supplement or offering document (e.g. April 15, 2009) referred to in the first paragraph above.

existing [auto][floorplan] [premium finance] ABS maturing in 2009 and have been issued in amounts no greater than the amount of the maturing ABS or All or substantially all of the credit exposures underlying the securities were originated on or after January 1, 2009] [if student loan ABS, insert: All or substantially all of the credit exposures underlying the securities had a first disbursement date on or after May 1, 2007.] [if credit card ABS issued by a revolving (or master) trust, insert: The securities are being issued to refinance existing credit card ABS, maturing in 2009 and have been issued in amounts no greater than the amount of the maturing ABS.] [if servicing advance receivables ABS, insert: All or substantially all of the underlying mortgage servicer advances were originated on or after January 1, 2007] “Substantially all” for purposes of this paragraph means 85% or more of the dollar amount.

As described in the “Certification as to TALF Eligibility” included in such [preliminary] [offering memorandum][prospectus], the eligibility criteria under TALF address additional matters beyond those addressed in this Report of Management on Compliance

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[name of officer][title]  
[name of sponsor]

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[name of officer][title]  
[name of issuer]