

**WRITTEN CONSENT
OF
REQUISITE MEMBERS OF THE BOARD OF MANAGERS
OF
NEW PENN FINANCIAL LLC**

December 14, 2015

The undersigned, constituting not less than a majority of the members of the Board of Managers (the “**Board**”) of New Penn Financial LLC, a limited liability company organized and existing under the laws of the State of Delaware (the “**Company**”), do hereby consent, pursuant to Section 18-404(d) of the Delaware Limited Liability Company Act, as amended from time to time (the “**Act**”), and Section 2.12 of the Amended and Restated Limited Liability Company Agreement of the Company, dated as of November 26, 2014, as amended from time to time (the “**LLC Agreement**”), to the adoption of the resolutions set forth herein and that such action be taken without a meeting pursuant to the Act and the LLC Agreement. Capitalized terms used but not defined herein shall have the meanings ascribed thereto in the LLC Agreement.

Appointment of Officers

WHEREAS, by prior resolution duly adopted by the Board, the Board established the senior office of Servicing Division General Counsel and Servicing Division Chief Compliance Officer, which prior resolution remains in full force and effect as of the date hereof ;

WHEREAS, the Servicing Division CEO of the Company has recommended the appointment of Luke Umstetter to the offices of the Servicing Division General Counsel, Servicing Division Chief Compliance Officer, Servicing Division- Vice President and Assistant Secretary of the Company; and

WHEREAS, a majority of the members (a “**Majority**”) Board has determined it to be in the best interest of the Company to appoint Mr. Umstetter to the offices of the Servicing Division General Counsel, Servicing Division Chief Compliance Officer, Servicing Division- Vice President and Assistant Secretary of the Company;

NOW THEREFORE BE IT RESOLVED, a Majority of the Board hereby approves the appointment of each of the persons named on Exhibit A attached hereto to the offices of the Company set forth opposite each such person’s name, with such appointment to be effective as of the date hereof, authorizing each such person to serve in such capacities (subject to the LLC Agreement) until his/her termination of employment or until his/her successor has been duly elected and qualified, whichever is earlier.

Designation of Additional SMS Authorized Signatories

WHEREAS, by resolutions duly adopted by the Board, the Board, *inter alia*, appointed certain persons as Authorized Signatories on behalf of the SMS and authorized such persons to execute all contracts, agreements, certificates and other documents relating to collections, loan administration activities, loss mitigation activities, proceedings in bankruptcy affecting serviced

mortgage property, foreclosure actions, electronic recording of ownership of mortgages and mortgage servicing rights (through MERS and otherwise) and real estate owned management, as indicated by designation of functional area of responsibility next to such persons name, and to do and perform, or cause to be done and performed, all such acts, deeds and things and to make, execute and deliver or cause to be made, executed and delivered all such agreements, undertakings, documents, instruments or certificates in the name and on behalf of the Company (doing business as SMS) (“**Authorized Signatory Authority**”); and

WHEREAS, a Majority of the Board has determined it to be in the best interest of the Company to terminate the appointment of certain previously appointed officers as set forth on Exhibit B-1 hereto, and to appoint those certain SMS employees as additional Authorized Signatories set forth on Exhibit B-2 hereto, each having Authorized Signatory Authority in the designated functional area of responsibility set forth opposite each such persons name on Exhibit B-2 hereto.

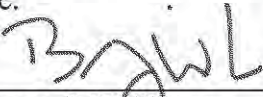
NOW THEREFORE BE IT RESOLVED, that a Majority of the Board hereby terminate the authority as officer previously granted to each of the persons set forth on Exhibit B-1 hereto and hereby approve the appointment of each of the persons named on Exhibit B-2 attached hereto as an Authorized Signatory of the Company (doing business as SMS) having Authorized Signatory Authority in the in the designated functional area of responsibility set forth opposite each such persons name on Exhibit B-2 hereto; and it is

FURTHER RESOLVED, that all actions heretofore taken by any of the persons on behalf of the Company (doing business as SMS) consistent with the foregoing authority be, and they hereby are, approved, adopted, ratified and confirmed in all respects; and it is

FURTHER RESOLVED, that this written consent of the Board of New Penn Financial LLC may be executed in counterparts and by facsimile and pdf, each of which shall be an original and all of which, when taken together, shall constitute one and the same instrument.

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IN WITNESS WHEREOF, the undersigned members of the Board have set their hands hereto effective as of the date first written above.



Bruce J. Williams



Saul I. Sanders

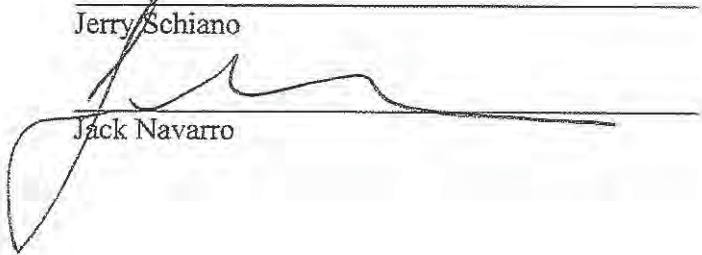
Jerry Schiano

Jack Navarro

Bruce J. Williams

Saul I. Sanders

Jerry Schiano

A handwritten signature in black ink, appearing to read "Jack Navarro", is written over a horizontal line. The signature is stylized and extends to the right of the line.

Jack Navarro

EXHIBIT A

Name

Luke Umstetter

Office:

Servicing Division General Counsel /Chief Compliance
Officer
Vice President & Assistant Secretary

EXHIBIT B-1
December 2015 Termination of Appointment

Name	Office:
Derek Green	Authorized Signatory SMS Fulfillment
Lee Green	Authorized Signatory SMS REO
Shelia Rosemond	Authorized Signatory SMS Foreclosure
Christian Hoopes	Authorized Signatory SMS Loan Administration
Shelia Williams	Authorized Signatory SMS Foreclosure

EXHIBIT B-2
December 2015 Authorized Signatory Appointments

Name	Designated Functional Area of Responsibility:
Scott Myers	Authorized Signatory SMS Loan Administration
Kara Watt	Authorized Signatory SMS Customer Service
Deborah Elliott	Authorized Signatory SMS Customer Service
Leslie Bolden	Authorized Signatory SMS REO
Hunter Murphy	Authorized Signatory SMS REO
Susan Kinard	Authorized Signatory SMS REO
Danielle Banks	Authorized Signatory SMS Bankruptcy
Valerie Watkins	Authorized Signatory SMS Loss Mitigation- MERS
Gibby Geevarghese	Authorized Signatory SMS Foreclosure
Michael Diaz	Authorized Signatory SMS Foreclosure
Anna Trujillo	Authorized Signatory SMS Foreclosure