Mortgage Borrower Directors' Certificate

To: CHL Mortgages for Intermediaries Limited (CRN: 12954007) as lender pursuant to a mortgage offer dated .... and issued to the Company in respect of a £ .... mortgage (the "**Mortgage Offer**") and each of its transferees, successors and assignees including any legal and/or equitable assignee whether by way of absolute assignment or by way of novation or by way of security only and those deriving title under it or them.

Dated: ....

....

COMPANY NUMBER .... (the "**Company**")

Directors' Certificate

Unless otherwise defined in this certificate, words and expressions defined in the Mortgage Conditions referred to in the Mortgage Offer shall have the same meaning when used in this certificate.

We,

.... , ...

.... , ...

are the directors of the Company. We are duly authorised by the Company to deliver this certificate and we certify that:

1. Attachments

1.1 Each copy or certified copy document relating to the Company specified in the Special Conditions set out in the Mortgage Offer is correct, complete and in full force and effect as at the date of this certificate.

1.2 Attached are correct and complete copies of the following documents, which as at the date of this certificate will be, in full force and effect and have not been revoked, suspended or amended:

1.2.1 the certificate of incorporation of the Company (marked A);

1.2.2 the memorandum and articles of association of the Company (marked B); and

1.2.3 the minutes of the meeting of the board of directors of the Company held on .... (marked C).

2. Meeting of Directors

2.1 The meeting of the board of directors referred to in paragraph 1.2.3 was duly convened and held, a quorum of directors entitled to vote was present and acting throughout and the resolutions set out in the minutes were duly passed, are in full force and effect and have not been revoked, suspended or amended.

2.2 The resolutions passed at the meeting of the board of directors referred to in paragraph 1.2.3, among other things, approve those Finance Documents to which the Company is a party and all transactions contemplated thereby and authorise the persons named therein to execute the Finance Documents on behalf of the Company.

2.3 All provisions of section 177 of the Companies Act 2006 and the Company's articles of association relating to the declaration of directors' interests and the powers of interested directors to vote were duly observed at or before the meeting referred to in paragraph 1.2.3.

3. Borrowing Limit and solvency

3.1 The execution or signature of each Finance Documents and any ancillary or related documents to which the Company is expressed to be a party, the assumption of the obligations (whether actual or contingent) under such Finance Documents or arrangements and the provision of the security in favour of the Lender would not mean any borrowing, guaranteeing, security or similar limit binding on the Company or the directors would be exceeded.

3.2 The Company is able to pay all of its debts as and when they become due and payable and there are no grounds for suspecting that it will not continue to be able to do so after entering into the Finance Documents (and after incurring any liability which it proposes to incur at or around the time it enters into the documents).

4. Specimen Signatures

4.1 The following is a specimen of the signature of the persons authorised by the resolutions referred to in paragraph 2 above:

Name	Position	Signature
	Director	
	Director	
	Director	
	Director	

4.2 The persons listed above are authorised by the resolutions of the board at the meeting referred to in paragraph 1.2.3 to execute or sign the Finance Documents and any ancillary or related documents and take all other action in connection with the Finance Documents, and the signature appearing opposite each of their names is their true signature.

5. Confirmation

You may assume that this certificate remains true and correct unless we notify you to the contrary in writing.

Director 1
Signature:

Print Name:

Date:

Director 2
Signature:

Print Name:

Date:

Director 3
Signature:

Print Name:

Date:

Director 4
Signature:

Print Name:

Date:

Schedule A:

Certificate of Incorporation

Schedule B:

Memorandum and Articles of Association

Schedule C:

Board Meeting Minutes