

MORGAN LEWIS & BOCKIUS LLP
502 Carnegie Center
Princeton, New Jersey 08540-6289
Telephone: (609) 919-6614
Facsimile: (609) 919-6639

MORGAN LEWIS & BOCKIUS LLP
200 South Biscayne Boulevard
Suite 5300
Miami, Florida 33131
Telephone: (305) 415-3456
Facsimile: (305) 415-3001

*Attorneys for Mortgage Electronic
Registration Systems, Inc.*

RECEIVED / *Filed*

AUG 19 2011

WALTER R. BARRIS
SPECIAL MASTER

**IN THE MATTER OF RESIDENTIAL
MORTGAGE FORECLOSURE PLEADING
AND DOCUMENT IRREGULARITIES**

**Administrative Order 01-2010
Docket # F-238-11**

**CERTIFICATION OF MORTGAGE
ELECTRONIC REGISTRATION SYSTEMS,
INC. IN RESPONSE TO ADMINISTRATIVE
ORDER 01-2010**

I, Brandie H. Peebles, of full age, certify as follows:

1. I have been employed as an in-house counsel by MERSCORP, Inc. ("MERSCORP") – the parent company of Mortgage Electronic Registration Systems, Inc. ("MERS") – since January 2008, and I am responsible for monitoring litigation involving MERS and advising local counsel who represent MERSCORP and MERS.

2. I am submitting this Certification in response to the Administrative Order Directing Submissions Of Information From Residential Mortgage Foreclosure Plaintiffs Concerning Their Document Execution Practices To A Special Master (No. 01-2010) entered on December 20, 2010, the Supplemental Administrative Order entered on January 31, 2011, and at

the request of Special Master Walter Barisonek in his August 4, 2011 letter (collective, the “Administrative Order”).

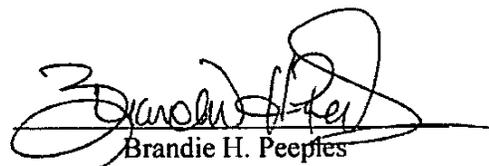
3. MERS is a membership organization comprised of lenders, servicers, and other mortgage industry companies. The procedures between MERS and its members for the filing of foreclosure actions in the name of MERS are governed by the Membership Agreement which includes Rules of Membership (“MERS Rules”), in particular Rule 8 of the Rules of Membership (“Rule 8”).

4. Revisions to Rule 8 of the MERS Rules had been proposed to the members of MERS. On Thursday, July 21, 2011, the MERSCORP and MERS Boards of Directors passed a resolution adopting proposed amendments to Rule 8. A copy of Rule 8, as amended by the MERSCORP Board of Directors, is attached.

5. As amended, Rule 8 would prohibit members from foreclosing or initiating foreclosure actions in the State of New Jersey, or any other state, in the name of MERS.

I certify that the foregoing statements made by me are true. I am aware that if any are willfully false I am subject to punishment.

Dated: August 18th, 2011


Brandie H. Peeples

RULE 8

REQUIRED ASSIGNMENTS FOR FORECLOSURE & BANKRUPTCY

Section 1 (a) With respect to each mortgage loan, which shall mean a loan secured by a mortgage, deed of trust or security deed (any such instrument is referred to herein as a "Security Instrument"), for which the note owner or the note owner's servicer has decided to: (i) initiate foreclosure proceedings, whether judicial or non-judicial or (ii) file a Proof of Claim or file a Motion for Relief from Stay in a bankruptcy ("Legal Proceedings"), and for which Mortgage Electronic Registration Systems, Inc. (referred to herein as "MERS") is the mortgagee, beneficiary or grantee of record (as applicable), the note owner or the note owner's servicer shall cause a MERS Certifying Officer (also known as a "Signing Officer") to execute an assignment of the Security Instrument from MERS to the note owner's servicer, or to such other party expressly and specifically designated by the note owner. The Member agrees and acknowledges that MERS has the authority to execute such assignment of the Security Instrument in accordance with the immediately preceding sentence. The assignment of the Security Instrument must be executed, notarized, witnessed (if applicable) and be in recordable form and comply with all applicable laws, regulations and rules.

(b) The Member agrees and acknowledges that when MERS is identified as nominee (as a limited agent) of the note owner in the Security Instrument, MERS, as nominee, is the mortgagee, beneficiary, or grantee (as applicable), in the Security Instrument on behalf of and for the benefit of the note owner.

(c) The Member servicing a mortgage loan registered on the MERS® System shall be responsible for processing foreclosures in accordance with the applicable agreements between such Member and the note owner and all applicable laws, regulations and rules.

(d) The authority to initiate foreclosures and file Legal Proceedings in the name of MERS granted to a Member's Certifying Officers under such Member's MERS Corporate Resolution is revoked for actions initiated on or after July 22, 2011, the effective date

of this Rule. (the "Effective Date"). Effective September 1, 2011, the Member whose Certifying Officer initiates a foreclosure in MERS' name could be sanctioned by MERS pursuant to Rule 7, provided however, if the Member voluntarily dismisses such foreclosure or withdraws the filed Legal Proceedings within 21 days of filing the action, no sanction shall be levied

(e)(i) The note owner or the note owner's servicer shall cause the Certifying Officer to execute the assignment of the Security Instrument from MERS to the note owner's servicer, or to such other party expressly and specifically designated by the note-owner before initiating foreclosure proceedings or filing Legal Proceedings and promptly send the assignment of the Security Instrument (in recordable form) for recording in the applicable public land records

(ii) Notwithstanding subsection (e)(i), in states in which the law does not require the party initiating foreclosure proceedings or filing Legal Proceedings to also be the mortgagee, beneficiary, or grantee of record (as applicable), the note owner or the note owner's servicer shall cause the Certifying Officer to execute the assignment of the Security Instrument from MERS to the note owner's servicer or to such other party expressly and specifically designated by the note-owner, either before or promptly after initiating foreclosure proceedings or filing any Legal Proceedings and promptly send the assignment of the Security Instrument (in recordable form) for recording in the applicable land records, provided, however, until MERS has identified and MERSCORP has published a list of states that do not require an executed assignment of the Security Instrument from MERS to the note owner's servicer, or to such other party expressly and specifically designated by the note owner before initiating foreclosure proceedings or filing Legal Proceedings, the note owner or the note-owner's servicer shall cause the Certifying Officer to execute the assignment from MERS to the note owner's servicer, or to such other party expressly and specifically designated by the note owner before initiating foreclosure or filing Legal Proceedings in all states