

INDEPENDENT ACCOUNTANTS' REPORT ON
APPLYING AGREED-UPON PROCEDURES

**GEORGIA HOUSING AND FINANCE AUTHORITY,
CITIGROUP GLOBAL MARKETS INC. AND
BANK OF AMERICA MERRILL LYNCH**

SEPTEMBER 8, 2011

INDEPENDENT ACCOUNTANTS' REPORT ON
APPLYING AGREED-UPON PROCEDURES

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Atlanta, Georgia 30329

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We have performed the agreed-upon procedures enumerated below, which were agreed to by the addressees, to the accounting records of Georgia Housing and Finance Authority (the "Authority"), solely to assist you in connection with the securities offering of the Authority's \$28,000,000 Single Family Mortgage Bonds, 2011 Series B and the conversion of the Authority's \$42,000,000 Single Family Mortgage Bonds, 2009 Series C, Subseries C-4 contained in the Official Statement. The Authority is responsible for all information reflected in the accompanying schedules.

This agreed-upon procedures engagement was conducted in accordance with the attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of these parties specified in the report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose.

Our procedures and findings performed on the attached schedules are as follows:

<u>Item</u>	<u>Schedule(s)</u>	<u>Procedures and Findings</u>
A	1	We compared the original aggregate principal amount and the aggregate principal amount outstanding as of May 31, 2011 of Single Family Mortgage Bonds issued by the Authority under the 1976 General Resolution to schedules maintained by the Authority's accounting department and found the amounts to be in agreement.
B	2	We compared the original aggregate principal amount of bonds issued and the principal amount of bonds outstanding as of May 31, 2011 under the 1976 General Resolution to schedules maintained by the Authority's accounting department and found the amounts to be in agreement.

<u>Item</u>	<u>Schedule(s)</u>	<u>Procedures and Findings</u>
C	2	We compared the principal amount of mortgage loans outstanding, the principal amount of program securities outstanding, and the principal amount of down payment loans outstanding as of May 31, 2011 under the 1976 General Resolution to schedules maintained by the Authority's accounting department and found the amounts to be in agreement.
D	2	We compared the number of loans originated, number of loans paid off, and the number of loans currently outstanding as of May 31, 2011 under the 1976 General Resolution to schedules maintained by the Authority's accounting department and found the amounts to be in agreement.
E	2	We computed the percentages of FHA insured loans, USDA/RD guaranteed loans, conventional loans (insured), VA guaranteed loans, conventional loans (uninsured), and government uninsured loans outstanding as of May 31, 2011 under the 1976 General Resolution by dividing the number of each type of loan, obtained from a schedule maintained by the Authority's accounting department, by the total number of loans, obtained from a schedule maintained by the Authority's accounting department, and found the percentages to be in agreement.
F	2	We computed the percentages of loans for new construction and loans for existing homes outstanding as of May 31, 2011 under the 1976 General Resolution by dividing the number of each type of loan, obtained from a schedule maintained by the Authority's accounting department, by the total number of loans, obtained from a schedule maintained by the Authority's accounting department, and found the percentages to be in agreement.
G	3	We computed the percentage of outstanding conventional loans insured by each private mortgage insurer or uninsured as of May 31, 2011 under the 1976 General Resolution by dividing each private mortgage insurer's outstanding aggregate loan amount and the outstanding aggregate amount of uninsured conventional loans per schedules maintained by the Authority's accounting department by the total conventional loans outstanding and found the percentages to be in agreement.

<u>Item</u>	<u>Schedule(s)</u>	<u>Procedures and Findings</u>
H	3	We compared the number of loans and the outstanding balance of each payment status as of June 30, 2011 under the 1976 General Resolution to schedules maintained by the Authority's accounting department and found the amounts to be in agreement. We computed the percentage of total portfolio by dividing the number of loans by payment status to the total number of loans per this schedule and found the percentages to be in agreement. In addition, we computed the percentage of outstanding balance by dividing the outstanding balances by payment status to the total outstanding balance per this schedule and found the percentages to be in agreement.
I	4	We compared the sixty plus days delinquency rate and "In Foreclosure" rate for the specified calendar quarters for the Authority's 1976 General Resolution Mortgage Loan portfolio to schedules maintained by the Authority's accounting department and found the amounts to be in agreement.
J	4	We compared the amount of new money loans purchased, the amount of commitments issued to sellers and the amount reserved for proposed mortgage loans as of August 7, 2011 to schedules maintained by the Authority's accounting department and found the amounts to be in agreement.
K	4	We compared the principal amount of the new money loans that the Authority has purchased by loan type as of August 7, 2011 to schedules maintained by the Authority's accounting department and found the amounts to be in agreement.
L	5	We compared the amount held in the capital reserve fund as of May 31, 2011 under the 1976 General Resolution to schedules maintained by the Authority's accounting department and found the amount to be in agreement.
M	5	We compared the capital reserve requirement as of May 31, 2011 under the 1976 General Resolution to schedules maintained by the Authority's accounting department and found the amount to be in agreement.

<u>Item</u>	<u>Schedule(s)</u>	<u>Procedures and Findings</u>
N	6	We compared the mortgage reserve requirement as of May 31, 2011 under the 1976 General Resolution to schedules maintained by the Authority's accounting department and found the amount to be in agreement.
O	6	We compared the amount in the mortgage reserve fund as of May 31, 2011 under the 1976 General Resolution to schedules maintained by the Authority's accounting department and found the amount to be in agreement.
P	7	We compared the amount of bonds redeemed from unexpended proceeds on January 7, 1998 to a schedule maintained by the Authority's accounting department and found the amount to be in agreement.
Q	8	We computed the percentages of the mortgage loans being financed through the Authority's Georgia Dream First Mortgage Program which also received a second mortgage down payment loan for the first five months of calendar year 2011 ending May 31, 2011, during calendar year 2010, and during calendar year 2009 by dividing the number of Georgia Dream First Mortgage loans by the total number of loans per schedules maintained by the Authority's accounting department and found the percentages to be in agreement.
R	8	We compared the average principal amount of the down payment loans made by the Authority as of May 31, 2011 to schedules maintained by the Authority's accounting department and found the amount to be in agreement.
S	8	We compared the amount of bond proceeds authorized to finance down payment loans, original principal amount of down payment loans originated, and the number of down payment loans originated as of May 31, 2011 to schedules maintained by the Authority's accounting department and found the amounts to be in agreement.
T	9	We compared the aggregate outstanding principal amount of Down Payments Loans financed with Bond Proceeds as of May 31, 2011 to schedules maintained by the Authority's accounting department and found the amounts to be in agreement.

<u>Item</u>	<u>Schedule(s)</u>	<u>Procedures and Findings</u>
U	9	We compared the amount of lending institutions to a schedule maintained by the Authority's accounting department and found the amount the Authority has approved as of May 31, 2011 to participate in the program as sellers to be in agreement.
V	10	We computed the percentages of the outstanding mortgage loans financed as of May 31, 2011 under the 1976 General Resolution serviced by State Home Mortgage based upon the number of mortgage loans outstanding and the outstanding principal balances of such mortgage loans by dividing the number of loans serviced by State Home Mortgage, obtained from a schedule maintained by the Authority's accounting department, by the total number of loans, obtained from a schedule maintained by the Authority's accounting department, and found the percentages to be in agreement.
W	11	We compared the interest rate range, total loans originated, outstanding principal balance and number of loans outstanding of each mortgage loan pool for each series of bonds as of May 31, 2011 under the 1976 General Resolution to schedules maintained by the Authority's accounting department and found the amounts to be in agreement.
X	12	We compared the series original principal amount, outstanding principal amount as of May 31, 2011, the due date and the original principal amount of longest maturity, and the range of interest rates for the bonds of each series outstanding under the 1976 General Resolution to schedules maintained by the Authority's accounting department and found the amounts to be in agreement.
Y	13	We compared the bond interest rate and bond principal outstanding as of May 31, 2011 under the 1976 General Resolution to schedules maintained by the Authority's accounting department and found the amounts to be in agreement.

<u>Item</u>	<u>Schedule(s)</u>	<u>Procedures and Findings</u>
Z	14	We computed the percentages of capital reserve fund and mortgage reserve funds invested in the Bayerische Landesbank Investment Agreement, Federal Home Loan Bank Debentures, Trinity Plus/GE Capital Investment Agreement, MBIA Investment Agreement, Fannie Mae Debentures, RFCO Agency Debentures, Federal Farm Credit Bank Debentures, U.S. Government Money Market Fund, Pacific Life Investment Agreement, and Monumental Life Investment Agreement as of May 31, 2011 under the 1976 General Resolution by dividing each investment type per schedules maintained by the Authority's accounting department, by the total capital reserve fund and the mortgage reserve funds invested, per this schedule, and found the percentages to be in agreement.
AA	14	We compared the total capital reserve fund and mortgage reserve fund par values as of May 31, 2011 under the 1976 General Resolution to schedules maintained by the Authority's accounting department and found the amount to be in agreement.
AB	14	We compared the percentage of mortgage purchase and loan funds invested money market funds as of May 31, 2011 under the 1976 General Resolution to schedules maintained by the Authority's accounting department and found the percentage to be in agreement.
AC	14	We compared the par value of total mortgage purchase and loan account funds as of May 31, 2011 under the 1976 General Resolution to schedules maintained by the Authority's accounting department and found the amount to be in agreement.
AD	14	We computed the percentages of revenue account [float] investments in the U.S. Government Money Market Fund, DEPFA Bank Investment Agreement, Trinity Plus/GE Capital Investment Agreement, Bayerische Landesbank Investment Agreement, West Landesbank Investment Agreement, FGIC/GE Capital Investment Agreement, Monumental Life Investment Agreement, Ginnie Mae Agency Pass-Through Pools, and Federal Home Loan Bank Debentures as of May 31, 2011 under the 1976 General Resolution by dividing each investment type obligation per schedules maintained by the Authority's accounting department, by the total revenue account, and found the percentages to be in agreement.

<u>Item</u>	<u>Schedule(s)</u>	<u>Procedures and Findings</u>
AE	14	We compared the total revenue account par values as of May 31, 2011 and its application to pay debt service due on the bonds on June 1, 2011 and to pay the redemption price of bonds redeemed on August 1, 2011 to schedules maintained by the Authority's accounting department and found the amounts to be in agreement.
AF	15	We compared the amounts in the Authority's single family mortgage bond fund's unaudited Statements of Revenues, Expenses, and Net Income/Net Loss – Bond Fund for the period ended May 31, 2011 and the Authority's single family mortgage bond fund's unaudited Statements of Net Assets – Bond Fund as of May 31, 2011 to schedules maintained by the Authority's accounting department and found them to be in agreement.

We were not engaged to, and did not, conduct an examination, the objective of which would be the expression of an opinion on the accompanying schedules. Accordingly, we do not express such an opinion. Had we performed additional procedures other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the specified users listed above and is not intended to be and should not be used by anyone other than those specified parties.

Reznick Group, P.C.

Atlanta, Georgia
September 8, 2011

Schedule 1

NIBP (as defined hereinafter) (the "NIBP Appendix"). The 2011 Series B Resolution and the 2009 Series C Resolution are referred to herein each respectively or collectively, as applicable, the "Series Resolution" or the "Series Resolutions". The 1976 General Resolution, the 2009 Series Resolution, the 2011 Series Resolution and any series or supplemental resolutions adopted and series certificates authorized heretofore or hereafter by the Authority pursuant to the 1976 General Resolution are referred to herein collectively as the "Resolutions." See "APPENDIX A - CERTAIN DEFINITIONS AND SUMMARY OF CERTAIN PROVISIONS OF THE RESOLUTIONS" herein for the definitions of certain capitalized terms used, but not elsewhere defined, in this Official Statement. The capitalized terms used, but not defined, in this Official Statement shall have the meanings provided in the Resolutions.

Under its 1976 General Resolution, as of May 31, 2011, the Authority has issued fifty-nine (59) separate Series of its Single Family Mortgage Bonds in the original aggregate principal amount of \$2,532,009,980, of which twenty-nine (29) separate Series (without regard to subseries) in the aggregate principal amount of \$955,795,000 were outstanding as of May 31, 2011. In addition, on August 1, 2011, the Authority redeemed \$30,010,000 aggregate principal amount of Bonds. The 1976 General Resolution provides for the issuance of additional bonds thereunder upon the satisfaction of certain requirements therein as summarized herein (see "SECURITY FOR THE BONDS - Additional Bonds" herein). All bonds outstanding under the Resolutions, including the 2009 Series C Bonds, the 2011 Series B Bonds and Additional Bonds that may be issued in the future, are referred to herein as the "Bonds". All Bonds will be equally and ratably secured under the 1976 General Resolution and will constitute general revenue obligations of the Authority payable out of any of the Authority's revenues, money or assets legally available therefor. All Bonds issued under the 1976 General Resolution are Fixed Rate Bonds (except the 2009 Series C Bonds prior to their conversion). The Authority has not entered into any interest rate swaps or similar transactions with respect to Bonds issued under the 1976 General Resolution or with respect to any other obligations of the Authority. The term "Series" herein shall apply to the 2011 Series B Bonds, the 2009 Series C Bonds or any other Series of Bonds issued under the 1976 General Resolution, as the context may require.

The Authority's Single Family Mortgage Bonds, 2009 Series C (the "2009 Series C Bonds") were issued on December 21, 2009, in the original aggregate principal amount of \$195,000,000 as Additional Bonds under the 1976 General Resolution, as "Program Bonds" pursuant to the GSE/HFA Single Family New Issue Bond Program announced by the United States Department of the Treasury on October 19, 2009 (the "NIBP") and initially as Escrowed Proceeds "Pre-Conversion Bonds" under the NIBP, with the original proceeds thereof placed in the Escrow Fund until each applicable Release Date. Pursuant to the NIBP and the 2011 Series B/2009 Subseries C-4 Series Certificate, in connection with the issuance of the 2011 Series B Bonds as "Market Bonds" under the NIBP, the Authority will redesignate a portion of the 2009 Series C Bonds in the aggregate principal amount of \$42,000,000 as the 2009 Subseries C-4 Bonds, will release the proceeds of the 2009 Subseries C-4 Bonds from the Escrow Fund on the Release Date to be applied as described herein, and will convert the interest rate borne by the 2009 Subseries C-4 Bonds to the respective Permanent Rate on the Conversion Date. **Notwithstanding any provision of this Official Statement to the contrary, the 2009 Series C Bonds were privately placed upon initial issuance pursuant to the NIBP with the Federal National Mortgage Association ("Fannie Mae") and the Federal Home Loan Mortgage Corporation ("Freddie Mac" and, collectively with Fannie Mae, the "GSEs") and will not be offered for sale or remarketed in connection with the redesignation, release and conversion of the 2009 Subseries C-4 Bonds or otherwise in connection with this Official Statement.** See "THE 2011 SERIES B BONDS AND THE 2009 SUBSERIES C-4 BONDS" and "2009 SERIES C BONDS ISSUED AS PROGRAM BONDS UNDER THE NIBP" herein.

The 2011 Series B Bonds will be comprised of new money qualified mortgage bonds. The original proceeds of the 2011 Series B Bonds and the Released 2009 Subseries C-4 Proceeds will be deposited in the Bond Proceeds Fund and applied (i) to finance, in whole or in part, newly originated mortgage loans as whole loans or pooled into Program Securities (collectively, the "New Money Program Obligations") on single family residential housing units for eligible persons and families of low and moderate income within the State of Georgia (the "State") and (ii) to pay all or any portion of the costs of issuance of the 2011 Series B Bonds and the GSE fees and any other permitted costs with respect to the 2009 Subseries C-4 Bonds. See "ESTIMATED SOURCES AND USES OF FUNDS" herein.

The Mortgage Loans financed by Bonds issued under the 1976 General Resolution are secured by mortgages constituting first liens on single family, owner-occupied housing in the State. In addition, a limited

Schedule 2

Current Status of Single Family Mortgage Loan Program Under 1976 General Resolution

The following summarizes the status of certain information under the 1976 General Resolution as of May 31, 2011 (except as otherwise noted below); provided, however, all Mortgage Loan related information included in the tables on this page and the immediately following page has been obtained by the Authority from sources believed to be reliable and is believed by the Authority to be reasonably and approximately accurate, but the Authority expressly does not warrant the precise accuracy of the Mortgage Loan related information.

Original aggregate principal amount of Bonds issued ⁽¹⁾ :	Item B	\$2,532,009,980
Number of Series of Bonds issued ⁽¹⁾ :		59
Dates of issuance ⁽¹⁾ :		1976 through 2011
Principal Amount of Bonds outstanding ⁽²⁾ :	Item B	\$955,795,000
Principal Amount of Mortgage Loans outstanding ⁽³⁾ :	Item C	\$711,313,270
Principal Amount of Program Securities outstanding ⁽⁴⁾ :		\$74,719,789
Principal Amount of Down Payment Loans outstanding:		\$4,079,585
Number of Loans originated:	Item D	29,029
Number of Loans paid off:		19,709
Number of Loans currently outstanding:		9,320
Types of Mortgage Loans in outstanding portfolio:		
FHA insured Loans outstanding:	Item E	81.94%
USDA/RD guaranteed Loans outstanding:		6.75%
Conventional Loans (insured) outstanding:		5.56%
VA guaranteed Loans outstanding:		3.77%
Conventional Loans (uninsured) outstanding:		1.95%
Government Uninsured Loans outstanding:		0.03%
Loans for new construction outstanding:	Item F	26.51%
Loans for existing homes outstanding:		73.49%

⁽¹⁾ Includes Series of Bonds no longer outstanding.

⁽²⁾ On August 1, 2011, the Authority redeemed \$30,010,000 aggregate principal amount of Bonds.

⁽³⁾ The information contained in the chart on this page identified as information on "Mortgage Loans" or "Loans" includes all Mortgage Loans financed in whole or in part under the 1976 General Resolution and includes foreclosed properties, but does not include Down Payment Loans except as specifically listed in this chart.

⁽⁴⁾ Comprised of \$73,150,189 Fannie Mae Program Securities and \$1,569,600 GNMA Program Securities. The Authority currently intends to maintain separate data, as practicable, with respect to certain information on Mortgage Loans pooled into Program Securities, as and when Program Securities are financed under the 1976 General Resolution. While the Authority will retain the right under the 1976 General Resolution to securitize additional FHA insured Mortgage Loans and VA guaranteed Mortgage Loans into GNMA Program Securities and to securitize Conventional Mortgage Loans into Fannie Mae Program Securities, it currently has no plans to do so.

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Schedule 3

The following chart summarizes the Conventional Loans held under the 1976 General Resolution as of May 31, 2011 either covered by private mortgage insurance issued by each applicable private mortgage insurer (each of whom constituted a Qualified Mortgage Insurance Company at the time each respective Mortgage Loan was approved by the Authority) or that satisfied the requirements for uninsured Conventional Loans:

<u>Private Mortgage Insurer</u>	<u>Item G</u>	<u>Percent of Mortgage Portfolio</u>
Genworth Financial		2.17%
Radian		1.16
United Guaranty		0.88
PMI		0.50
Republic		0.39
MGIC		0.36
TRIAD		0.10
Conventional Loans Uninsured as of 5/31/2011 ⁽¹⁾		<u>1.95</u>
Total All Conventional Loans		<u>7.51</u>

⁽¹⁾ Includes Conventional Loans that were uninsured at origination due to loan-to-value ratios of 80% or less at origination as well as other Conventional Loans uninsured as of May 31, 2011 due to having loan-to-value ratios of 80% or less as of May 31, 2011.

The following table sets forth the payment status of the Mortgage Loans outstanding under the 1976 General Resolution as of June 30, 2011⁽¹⁾:

<u>Payment Status</u>	<u>Item H</u>	<u>Number of Loans</u>	<u>% of Total Portfolio</u>	<u>Outstanding Balance</u>	<u>% of Outstanding Balance</u>
Current		7,546	80.02%	\$559,916,237.71	79.41%
30 days past due		763	8.09%	54,603,645.15	7.74%
60 days past due		305	3.23%	21,890,684.87	3.10%
90 days past due		135	1.43%	10,233,514.34	1.45%
120 days or more past due		547	5.80%	47,502,135.50	6.74%
In Foreclosure		<u>135</u>	<u>1.43%</u>	<u>11,003,147.84</u>	<u>1.56%</u>
Total		<u>9,431</u>	<u>100.00%</u>	<u>\$705,149,365.41</u>	<u>100.00%</u>

⁽¹⁾ This table contains information on all Mortgage Loans outstanding under the 1976 General Resolution as of June 30, 2011, including the portion of Blended Loans financed under the 1976 General Resolution, but does not include the portion of Blended Loans financed with money from other bonds or other money of the Authority, does not include Down Payment Loans or foreclosed properties, and does not include Mortgage Loans pooled into Program Securities. Consequently, outstanding balance information in this chart does not match the information in the chart on the immediately preceding page.

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Schedule 4

The following table sets forth the sixty plus (60+) days delinquency rate and "In Foreclosure" (as defined in footnote 3 to the following table) rate for the specified calendar quarters for the Authority's 1976 General Resolution Mortgage Loan portfolio compared to the national Mortgage Bankers Association ("MBA") published quarterly National Delinquency Survey for FHA fixed rate mortgage loans in the State:

<u>Calendar Quarter</u> <u>Ending</u>	<u>GHFA 60+ Days</u> <u>Delinquency Rate⁽¹⁾</u>	<u>MBA 60+ Days</u> <u>Delinquency Rate⁽²⁾</u>	<u>GHFA In</u> <u>Foreclosure Rate⁽¹⁾</u>	<u>MBA In</u> <u>Foreclosure Rate⁽³⁾</u>
Item I				
6/30/11	10.46%	11.11%	1.43%	3.43%
3/31/11	9.12%	10.97%	1.84%	3.44%
12/31/10	10.69%	11.69%	2.73%	3.24%
9/30/10	9.34%	12.30%	2.82%	3.48%

⁽¹⁾ The GHFA information in this table concerns all Mortgage Loans outstanding under the 1976 General Resolution as of June 30, 2011, including the portion of Blended Loans financed under the 1976 General Resolution, but does not include the portion of Blended Loans financed with money from other bonds or other money of the Authority, does not include Down Payment Loans or foreclosed properties, and does not include Mortgage Loans pooled into Program Securities

⁽²⁾ The MBA's 60+ days delinquency rate for all FHA insured fixed rate mortgages in the State as reported in the MBA's quarterly National Delinquency Survey.

⁽³⁾ The MBA's percent of loans "In Foreclosure" for all FHA insured fixed rate mortgage loans in the State of Georgia as reported in the MBA's quarterly National Delinquency Survey for the calendar quarters specified. MBA defines "In Foreclosure" as any mortgage loan where foreclosure proceedings have begun; mortgage loans remain in foreclosure status until the foreclosure has been completed to the extent that the investor has acquired title to the real estate, an entitling certificate, title subject to redemption, or title is awaiting transfer to FHA or VA.

The Authority has collected and compiled its mortgage loan portfolio information since 1976 using a number of different information recording systems, creating the possibility of human or mechanical error in collecting, compiling and transcribing the aforesaid information and all other information herein on the Authority's mortgage loan portfolio.

Certain additional information on the Mortgage Loan Program under the 1976 General Resolution is set forth in "APPENDIX D—CERTAIN INFORMATION ON MORTGAGE LOAN PROGRAM UNDER 1976 GENERAL RESOLUTION" herein.

Commencement of Origination of New Money Loans

The Authority has undertaken the origination of New Money Loans to be permanently financed by the proceeds of the 2011 Series B Bonds and the 2009 Subseries C-4 Bonds and is utilizing its loan warehouse credit line to fund its purchase of such New Money Loans pending the issuance of the 2011 Series B Bonds and the redesignation, release and conversion of the 2009 Subseries C-4 Bonds. As of August 7, 2011, for such purpose the Authority (a) has purchased New Money Loans in the aggregate principal amount of \$24,686,634, as identified by loan type hereinafter, (b) has issued commitments to Sellers to purchase mortgage loans in the aggregate principal amount of \$18,425,246 upon closing and delivery thereof in accordance with the Loan Seller Agreement and Seller Guide, and (c) has reserved an additional \$29,701,823 for proposed mortgage loans identified by Sellers.

Item J The following chart summarizes by loan type the aforesaid New Money Loans purchased by the Authority as of August 7, 2011 for the purpose of financing such Mortgage Loans with proceeds of the 2011 Series B Bonds and the 2009 Subseries C-4 Bonds:

<u>Loan Type</u>	<u>Principal Amount</u>
FHA	Item K \$24,647,306
VA	39,328
USDA/RD	-0-
Conventional Uninsured	-0-
Conventional Insured	-0-
Total	<u>\$24,686,634</u>

Schedule 5

SECURITY FOR THE BONDS

The 2011 Series B Bonds and the 2009 Subseries C-4 Bonds will be secured, to the extent and as provided in the Resolutions, equally and ratably with all other Outstanding Bonds by a pledge and assignment of the Revenues and all amounts held in any Fund (except the amounts held with respect to the Authority's rebate obligation and except as provided by the NIBP), including investments thereof, held pursuant to the Resolutions, subject only to the provisions of the Resolutions permitting the application, disposition or expenditure thereof for or to the purposes and on the terms and conditions set forth in the Resolutions. In addition, the Bonds will constitute general obligations of the Authority payable out of any of the Authority's revenues, money or assets legally available therefor. Pursuant to the Resolutions, the money and property thereby pledged by the Authority will be free and clear of any pledge, lien, charge or encumbrance thereon, or with respect thereto prior to, or of equal rank with, the pledge created by the Resolutions.

Capital Reserve Fund

The 1976 General Resolution establishes a Capital Reserve Fund and provides there will be deposited in the Capital Reserve Fund amounts equal to the Capital Reserve Requirement and any other amounts available therefor and determined by the Authority to be deposited therein. Amounts on deposit in the Capital Reserve Fund are available to make up any deficiencies in the Debt Service Fund if amounts on deposit therein and in the Mortgage Reserve Fund are insufficient to pay the Principal Installments or interest due on any Outstanding Bonds on any Interest Payment Date or any Principal Installment Date, as described in "APPENDIX A--CERTAIN DEFINITIONS AND SUMMARY OF CERTAIN PROVISIONS OF THE RESOLUTIONS--Summary of Certain Provisions of the Resolutions - Capital Reserve Fund" herein.

"Capital Reserve Requirement" means, with respect to the Outstanding Bonds as of any date of calculation, the greater of (i) an amount equal to the aggregate with respect to all Series of the amounts, if any, specified as the Capital Reserve Requirement for each Series in the respective Series Resolution authorizing such Series or (ii) an amount equal to three percent (3%) of the then current balance of all Mortgage Loans (but not Program Securities) as such amount shall be set forth in an Officer's Certificate; provided, however, the amount deposited in the Capital Reserve Fund from the proceeds of the sale of each Series of Bonds shall be no less than the amount required to be deposited by the Act, if any.

The 1976 General Resolution allows the Authority to satisfy the Capital Reserve Requirement with "Cash Equivalents," which are defined to mean a letter of credit, insurance policy, surety, guarantee or other security arrangement (as more fully defined and provided for in a Series Resolution), provided by an institution which has received a rating or a rating of its claims paying ability from each Rating Agency which would not impair the then existing rating on the Bonds or whose unsecured long-term obligations are rated at least the then highest rating on the Bonds or the highest rating of short-term obligations if the Cash Equivalent has a term of less than twelve (12) months by each Rating Agency.

As of the date of this Official Statement, the Trustee has never transferred money from the Capital Reserve Fund to the Principal Account or the Interest Account in the Debt Service Fund. As of May 31, 2011, \$24,735,648 was held in the Capital Reserve Fund under the 1976 General Resolution, and the Capital Reserve Requirement (calculated assuming full origination of available lendable proceeds) was \$21,339,398. On the Issue Date of the 2011 Series B Bonds, the amount held in the Capital Reserve Fund will exceed the amount of the Capital Reserve Requirement on such date, and accordingly no proceeds of the 2011 Series B Bonds and the 2009 Subseries C-4 Bonds will be deposited in the 2011 Series B/2009 Subseries C-4 Capital Reserve Account in the Capital Reserve Fund on the Issue Date. The Authority may reduce the amount held in the Capital Reserve Fund to any amount equal to or exceeding the then applicable Capital Reserve Requirement with respect to any Series of Bonds at any time and from time to time without notice to Bondholders.

Mortgage Reserve Fund

The 1976 General Resolution establishes a Mortgage Reserve Fund and provides for payments into the Mortgage Reserve Fund to the extent needed so that the amount on deposit therein equals the Mortgage Reserve Requirement reduced by amounts previously transferred from the Mortgage Reserve Fund to the Principal Account

Item L

Item M

Schedule 6

in the Debt Service Fund and not previously repaid to the Mortgage Reserve Fund. The Mortgage Reserve Requirement consists of the sum of the Mortgage Principal Reserve Requirement plus the Mortgage Expense Reserve Requirement, which is the amount, if any, determined annually by an Officer's Certificate to be maintained in the Mortgage Reserve Fund for costs or expenses in connection with the purposes described in the 1976 General Resolution. The 1976 General Resolution provides that the Mortgage Principal Reserve Requirement is zero dollars (\$0) as to all Series of Bonds issued after October 1, 1993, unless otherwise specified in the applicable Series Resolution, and is one and one-half percent (1.5%) of the aggregate unpaid principal amount of Mortgage Loans held by the Authority as to all Series of Bonds issued prior to October 1, 1993. With respect to all outstanding Series of Bonds issued on or after October 1, 1993, including, without limitation, the 2011 Series B Bonds and the 2009 Subseries C-4 Bonds, the Mortgage Reserve Requirement currently is equal to zero dollars (\$0).

Item N Item O

~~As of the date of this Official Statement, the Trustee has never transferred money from the Mortgage Reserve Fund to the Principal Account or the Interest Account in the Debt Service Fund. The Mortgage Reserve Requirement as of May 31, 2011 was \$4,487, and there was \$2,003,327 in the Mortgage Reserve Fund. The amount of money held in the Mortgage Reserve Fund on the Delivery Date, as applicable, of the 2011 Series B Bonds and the 2009 Subseries C-4 Bonds will exceed the amount of the Mortgage Reserve Requirement on such date, and accordingly no proceeds of the 2011 Series B Bonds and the 2009 Subseries C-4 Bonds will be deposited into the 2011 Series B/2009 Subseries C-4 Mortgage Reserve Account in the Mortgage Reserve Fund on the Issue Date. The Authority may reduce the amount held in the Mortgage Reserve Fund to any amount equal to or exceeding the then applicable Mortgage Reserve Requirement with respect to any Series of Bonds at any time and from time to time without notice to Bondholders.~~

Additional Bonds

Upon the satisfaction of a number of conditions precedent, including, without limitation, the Authority filing with the Trustee an Officer's Certificate showing that anticipated Revenues, together with other amounts deposited under the 1976 General Resolution, are expected to be sufficient to pay the Bonds, the 1976 General Resolution permits the issuance of Additional Bonds for the purposes set forth in the 1976 General Resolution, including, without limitation, to refund Outstanding Bonds issued under the Resolutions or other bonds of the Authority issued to finance single family mortgage loans. Any Additional Bonds issued under the Resolutions will be on parity with the 2011 Series B Bonds and the 2009 Subseries C-4 Bonds and all Bonds heretofore and hereafter issued under the Resolutions and will be entitled to the equal benefit, protection and security of the provisions, covenants and agreements of the Resolutions. The Authority currently intends to continue to issue Additional Bonds under the 1976 General Resolution from time to time, including Additional Bonds expected to be issued as Market Bonds under the NIBP prior to December 31, 2011 in connection with the redesignation, release and conversion of the balance of the 2009 Series C Bonds (see "2009 SERIES C BONDS ISSUED AS PROGRAM BONDS UNDER THE NIBP" herein).

Certain Additional Information

See Appendix E herein for certain additional information on Bonds outstanding under, and funds and investments held under, the 1976 General Resolution.

CASH FLOW ANALYSES FOR THE BONDS

In order to determine whether Revenues from the Program Obligations financed under the 1976 General Resolution, together with other Revenues allocable to Outstanding Bonds under the 1976 General Resolution, are expected to be sufficient to meet the Authority's payment obligations and expenses under the 1976 General Resolution, including payment of the 2011 Series B Bonds and the 2009 Subseries C-4 Bonds, the Authority has reviewed analyses of the cash flows (collectively, the "Cash Flow Analyses") prepared at the Authority's request by the Cash Flow Consultant.

The purpose of the Cash Flow Analyses is to examine the effect on the Authority's Revenues of changes in certain factors that influence revenues, including, but not limited to, prepayment and default patterns on the Program Obligations, levels of origination of Program Obligations, and rates of return on reinvestment of Bond proceeds and the Program Obligations payments. Based on the Cash Flow Analyses prepared in accordance with the requirements

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and criteria of the Rating Agency, it is expected that Revenues pledged to payment of the Bonds, including the 2011 Series B Bonds and the 2009 Subseries C-4 Bonds, will be sufficient to pay scheduled principal and interest on all Bonds outstanding, including the 2011 Series B Bonds and the 2009 Subseries C-4 Bonds. Because actual experience can differ significantly from hypothetical scenarios, however, no representation is made that any of the Cash Flow Analyses will reflect the actual course of events or that Revenues will in fact be sufficient to pay the debt service on the 2011 Series B Bonds, the 2009 Subseries C-4 Bonds, other Outstanding Bonds or any future Series of the Bonds.

The Resolutions permit the Authority to change the interest rates for the New Money Loans and, together with other documents related to the 2011 Series B Bonds and the 2009 Subseries C-4 Bonds, contain certain covenants and requirements related to such changes of the interest rates, including, without limitation, requirements for certain documentation from the Authority and the Cash Flow Consultant in connection with the reduction of such interest rates below certain specified thresholds including the Base Mortgage Rate for the applicable Series of Bonds, and, in certain events, review by the Rating Agency. The Authority expects to evaluate the interest rates weekly and expects to adjust such interest rates for future originations of New Money Loans, adjust the portion of future Mortgage Loans or Down Payment Loans to be allocated to the 2011 Series B Bonds and the 2009 Subseries C-4 Bonds and/or undertake other steps, as appropriate in light of Program objectives, rates in the residential mortgage market generally during the origination period, the Base Mortgage Rate, certain tax covenants and the limitations established under the Resolutions.

EARLY REDEMPTION RISKS

The 2011 Series B Bonds and the 2009 Subseries C-4 Bonds will be subject to optional, special or mandatory redemption prior to maturity from time to time upon the occurrence of any one of a number of events or options pursuant to the Resolutions, including, without limitation, as applicable, special redemptions from unexpended proceeds, from excess prepayments of Program Obligations, from excess Capital Reserve Fund money and excess Mortgage Reserve Fund money and from other excess Revenues. Some of the events that may result in or contribute to early redemption of the 2011 Series B Bonds and the 2009 Subseries C-4 Bonds are discussed briefly below.

Redemption Risks from Unexpended Proceeds

The Resolutions provide for the redemption from time to time of a portion of Bonds (which may include, without limitation, 2011 Series B Bonds and the 2009 Subseries C-4 Bonds) from all or a portion of unexpended proceeds in the event that the Authority expects to be unable to expend money in the respective Mortgage Purchase and Loan Account (see "ESTIMATED SOURCES AND USES OF FUNDS" herein for the amount deposited therein) to purchase Program Obligations prior to certain Redemption Dates. See "THE 2011 SERIES B BONDS AND THE 2009 SUBSERIES C-4 BONDS – Redemption - Special Redemption – Special Mandatory Redemption of 2011 Series B Bonds and 2009 Subseries C-4 Bonds From Unexpended Proceeds" herein for a description of the various redemptions from unexpended proceeds of the 2011 Series B Bonds and the 2009 Subseries C-4 Bonds.

Redemption from unexpended proceeds generally occurs in a declining residential mortgage loan interest rate environment when, after the issuance of bonds and the setting of the interest rate or the permitted range of interest rates on the Mortgage Loans, mortgage interest rates fall to a level where market rate loans are more attractive than Mortgage Loans made available from proceeds of the Authority's bonds. The last Bonds of the Authority to be redeemed from unexpended proceeds were 1996 Series A Bonds, of which \$5,625,000 were redeemed on January 7, 1998. The Authority currently evaluates its current Mortgage Loan interest rates weekly and has established procedures allowing it to adjust such interest rates as appropriate within certain limitations established by the Resolutions and the Code, as noted in the last paragraph under "CASH FLOW ANALYSES FOR THE BONDS" hereinabove. Nonetheless, the Authority does not know what changes in market interest rates for mortgage loans will occur after the issuance of the 2011 Series B Bonds and the release of the 2009 Subseries C-4 Bonds or what impact any such changes may have on the acquisition of the New Money Loans to be purchased with proceeds of the 2011 Series B Bonds and the 2009 Subseries C-4 Bonds or whether the limitations established by the Resolutions and the Code will permit the Authority to adjust the interest rate for New Money Loans so as to remain sufficiently competitive in the market place.

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Georgia Dream Second Mortgage Loan Program and Down Payment Loans

General. At the end of calendar year 1993, the Authority established its Georgia Dream Second Mortgage Loan Program, (previously known as the "OwnHOME Program"), which is a down payment assistance program for qualified low and moderate income home buyers. During the first five months of calendar year 2011, during calendar year 2010 and during calendar year 2009, respectively, approximately 98%, 98% and 92%, respectively, of the Mortgage Loans being financed through the Authority's Georgia Dream First Mortgage Program are for Mortgagors who also received a second mortgage Down Payment Loan. The Authority funds the Georgia Dream Second Mortgage Program from various sources including, but not limited to, the federal HOME program, funds available under the Resolutions (including the 2011 Series B Resolution), and other funds available to the Authority from time to time.

Under the Authority's Georgia Dream Second Mortgage Program, Down Payment Loans (1) bear interest at zero percent (0%), with no principal amortization, and no stated maturity date, (2) are secured by a second or third mortgage lien on the property being financed so long as the first mortgage lien is securing a Mortgage Loan pledged under the 1976 Bond Resolution, (3) provide that principal thereof will be payable only upon sale, transfer or refinancing of the mortgaged property or upon the mortgaged property ceasing to be the principal residence of the Mortgagor or otherwise used in a manner not permitted for residences financed with the proceeds of qualified mortgage revenue bonds, and, (4) are prepayable at any time without penalty or premium. Some or all amounts due on the Down Payment Loans may be forgiven by the Authority, provided such forgiveness is consistent with the Program Cash Flow Certificate last filed by the Authority with the Trustee and the Rating Agency.

The Down Payment Loan amount for Georgia Dream First Mortgage Program borrowers was a minimum of \$1,000 and a maximum of \$5,000 through October 31, 2003. Beginning November 1, 2003, the loan amount of each Down Payment Loan is a fixed amount of \$5,000, except for participants in special targeted programs described hereinafter, in which case the loan amount may be up to \$7,500 and may include principal reduction. The Down Payment Loan proceeds may be used for a portion of the down payment, closing costs and pre-paid expenses, or as otherwise required by any of the Authority's special targeted second mortgage loan programs described hereinafter. The average principal amount of the Down Payment Loans made by the Authority as of May 31, 2011 was approximately \$3,403 (exclusive of the special targeted programs described hereinafter). In addition, under the Georgia Dream Second Mortgage Loan Program, the Authority requires such borrowers to receive home buyer education or counseling. The Authority currently administers all Down Payment Loans directly.

The Authority originally financed its Down Payment Loans from the non-bond sources of funds noted hereinabove, which alternative funding sources continue to be used by the Authority as well as Bond proceeds. Beginning in 2001, each Series Resolution authorized a certain amount of Bond proceeds to be applied to finance Down Payment Loans, initially in the amount of \$250,000 per Series of Bonds and beginning in 2009 in greater amounts. Set forth in the chart below are the aggregate principal amount of Bond proceeds authorized to be applied to finance Down Payment Loans pursuant to the applicable Series Resolutions during the respective time periods, the aggregate original principal amount of Down Payment Loans originated with such Bond Proceeds during each such time period, and the number of Down Payment Loans so originated, all as of May 31, 2011.

<u>Bond Issuance Date Range</u>	<u>Amount of Bond Proceeds Authorized to Finance Down Payment Loans</u>	<u>Original Principal Amount of Down Payment Loans Originated</u>	<u>Number of Down Payment Loans Originated</u>
2000 -- 2005	\$2,250,000	\$ 418,481	86
2006 – 2010	\$4,650,000	\$3,729,588	662
1/1/2011 – 5/31/2011	<u>\$ 770,655</u>	<u>\$ 480,000</u>	<u>82</u>
Totals	<u>\$7,670,655</u>	<u>\$4,628,069</u>	<u>830</u>

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Item T → The aggregate outstanding principal amount of Down Payments Loans financed with Bond Proceeds was \$4,493,485 as of May 31, 2011. The Authority has authorized application of up to \$1,200,000 of proceeds of the 2011 Series B Bonds and the 2009 Subseries C-4 Bonds to finance Down Payment Loans.

Special Targeted Second Mortgage Loan Programs. The Authority's special targeted second mortgage loan programs currently include its "PEN Program", its "CHOICE Program" and its "Co-Op Program".

The PEN Program is targeted to "Protectors" (including full time employees of a police department, sheriff's office, corrections department or other local or state government law enforcement agency or fire department, volunteer firefighters, and active duty United States armed services personnel), "Educators" and "Nurses" (including other full time healthcare workers), in each case as such categories of eligible PEN borrowers are more fully specified by the Authority's PEN Program. Eligible PEN borrowers may obtain a Down Payment Loan in the loan amount of \$7,500, bearing interest at zero percent (0%), and must pay a cash down payment of at least \$1,000 toward the purchase price of the eligible single family residence.

The Authority's CHOICE Program (Consumer Home Ownership for Independence, Choices and Empowerment) assists eligible borrowers with disabilities and households with disabled members with Down Payment Loans in the loan amount of \$7,500, bearing interest at zero percent (0%). Eligible CHOICE borrowers must pay a cash down payment of at least \$1,000 toward the purchase price of the eligible single-family residence.

The Authority's Co-Op Program assists eligible employees of local governments in participating Co-Op communities. Eligible Co-Op borrowers may obtain a Down Payment Loan in the loan amount of \$7,500, bearing interest at zero percent (0%), and must pay a cash down payment of at least \$1,000 toward the purchase price of the eligible home.

In addition to the foregoing special programs, the Authority is continuing to develop and expand its targeted second mortgage loan programs to better serve the citizens of the State.

Purchase of Program Obligations

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The Authority has approved certain Lending Institutions and others may be considered for approval to participate in the Program as Sellers based upon their satisfaction of the Authority's participation requirements. As of May 31, 2011, the Authority had approved 85 Lending Institutions to participate in the Program as Sellers. In approving Lending Institutions for participation in the Program as Sellers, the Authority considers, among other things, performance as a participant in the Authority's prior home ownership loan programs, the market areas served and their status as participants in programs of Federal Mortgage Agencies, if applicable.

Upon compliance with the provisions of the Resolutions and the Loan Seller Agreements, the Authority may purchase New Money Loans from Lending Institutions at a purchase price of 100% of the original principal balance of the Mortgage Loans, which Mortgage Loans will be either FHA insured, VA guaranteed, Conventional or USDA/RD guaranteed in accordance with those respective Federal programs.

Each Loan Seller Agreement provides that certain representations and warranties will be deemed to have been made by the Seller thereunder concerning each Mortgage Loan to be originated and purchased thereunder, including, without limitation, that (a) the Lending Institution has complied with all requirements of the Loan Seller Agreement and the Authority's Seller Guide with respect to each 2011 Series B/2009 Subseries C-4 Mortgage Loan and Down Payment Loan, (b) in making each Mortgage Loan, the Lending Institution has complied with all applicable laws, rules and regulations, (c) the 2011 Series B/2009 Subseries C-4 Mortgage Loan is either insured by FHA, guaranteed by VA or USDA/RD or is a Conventional Loan, (d) the Mortgage securing the 2011 Series B/2009 Subseries C-4 Mortgage Loan has been properly filed for recording and constitutes a valid first mortgage lien on the mortgaged property subject only to real property taxes and assessments not yet due and easements and restrictions of record which do not adversely affect to a material degree the use or value of the mortgaged property, and (e) improvements to the mortgaged property are covered by a valid policy of fire and extended coverage insurance in an amount at least equal to the outstanding principal balance of the 2011 Series B/2009 Subseries C-4 Mortgage Loan, or the maximum insurable value, whichever is less. The Loan Seller Agreement also provides certain

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representations and warranties with respect to Georgia Dream Second Mortgage Loans, including Down Payment Loans.

Should any Lending Institution fail to make or deliver for purchase New Money Loans in accordance with the Loan Seller Agreement or in the event that any warranty made by a Lending Institution with respect to any New Money Loan is found to be untrue or misleading in any material respect, the Authority is entitled to all remedies provided at law or in equity, including but not limited to, the right to (i) require the Lending Institution to repurchase such New Money Loan, (ii) rescind or terminate the Loan Seller Agreement, (iii) seek equitable relief by way of injunction, (iv) seek damages, (v) suspend or limit the Lending Institution's participation in the Authority's Program and (vi) recover the costs of pursuing any of the foregoing remedies.

Servicing of Mortgage Loans

To insure the appropriate servicing of all Mortgage Loans financed by the Authority, the Authority (a) has entered into a number of Loan Administrator Agreements (collectively and each respectively, as amended, the "Loan Administrator Agreements") with various mortgage servicers (collectively and each respectively, the "Loan Administrators"), and (b) services certain Mortgage Loans itself as described hereinafter. Each Loan Administrator (which also may be a Seller under a Loan Seller Agreement) must be approved by the Authority and must be a Fannie Mae seller/servicer and either an FHA approved servicer or a VA approved servicer or a federally insured financial institution. The Loan Administrator Agreements govern the servicing of all existing Mortgage Loans under the 1976 General Resolution, including all New Money Loans, except for Mortgage Loans serviced by the Authority.

Each Loan Administrator Agreement sets forth certain duties and responsibilities of the Loan Administrator, including, among others: (a) to forward to the Trustee in accordance with the requirements of the Loan Administrator Guide those portions of Mortgage Loan payments applicable to principal and interest on each Mortgage Loan after deducting a servicing fee of three-eighths of one percent (0.375%) per annum of the outstanding principal collected on each Mortgage Loan being serviced, (b) to deposit those portions of Mortgage Loan payments applicable to taxes and insurance premiums in an escrow bank account established for such purpose, such account to be held in trust for the benefit of both the Authority and the respective Mortgagors in a bank or savings association approved by the Authority whose accounts are federally insured by the Federal Deposit Insurance Corporation, (c) to pay from all escrow accounts so established all taxes and insurance premiums when due, and (d) to assure that all property covered by each Mortgage Loan is insured by a fire and extended coverage insurance policy in accordance with the requirements of the Loan Administrator Agreement.

Under the registered trade name of State Home Mortgage, the Authority services certain loans financed by the Authority's various housing programs, which currently include certain single family Mortgage Loans financed under the 1976 General Resolution, as well as certain other bond funded and non-bond funded single family and multifamily mortgage loan financing programs of the Authority and in the future may include loans financed by other non-housing programs of the Authority. All Mortgage Loans serviced by the Authority are serviced in accordance with the applicable provisions of the Authority's Loan Administrator Guide and, as applicable, the Ginnie Mae Guide, the Fannie Mae Guide or servicing requirements applicable to FHA insured Mortgage Loans, VA guaranteed Mortgage Loans, Conventional Loans and USDA/RD guaranteed Mortgage Loans. As of May 31, 2011, of the five (5) Loan Administrators servicing Mortgage Loans financed under the 1976 General Resolution, State Home Mortgage serviced the largest percent of the then outstanding Mortgage Loans financed under the 1976 General Resolution, servicing approximately 82.35% of such outstanding Mortgage Loans based upon the number of Mortgage Loans outstanding and approximately 85.46% based upon the outstanding principal balances of such Mortgage Loans.

Item V

The Authority currently intends to administer Down Payment Loans financed by the 2011 Series B Bonds and the 2009 Subseries C-4 Bonds directly as part of its administration of the Georgia Dream Second Mortgage Loan Program.

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APPENDIX D

CERTAIN INFORMATION ON MORTGAGE LOAN PROGRAM UNDER 1976 GENERAL RESOLUTION

The following table sets forth the applicable Mortgage Loan pool for each Series of Bonds, the participation percentages (if applicable), the aggregate principal amount of Mortgage Loans originated, the outstanding principal balance of Mortgage Loans held as whole loans, the interest rate ranges of the outstanding Mortgage Loans and the number of outstanding Mortgage Loans under the 1976 General Resolution as of May 31, 2011, including Mortgage Loans originated under the 1976 General Resolution or transferred thereunder in connection with a current refunding or otherwise.

The Authority has collected and compiled its mortgage loan portfolio information since 1976 using a number of different information recording systems, creating the possibility of human or mechanical error in collecting, compiling and transcribing this information.

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Pool and Participation Percent (if any)	Interest Rate Range	Total Loans Originated	Outstanding Principal Balance	Number of Loans Outstanding
1985A	9.50% - 9.75%	\$26,161,012	\$ 332,586	21
1986A	7.875%	20,746,083	303,663	16
1987A	7.25% - 8.80%	36,440,203	1,104,815	57
1987B	8.80% - 9.375%	27,284,174	649,488	31
1988A	8.85%	25,208,366	619,690	26
1988B	8.70%	18,441,460	31,972	1
1988C	8.70%	24,144,242	526,359	20
1993A	5.55% - 7.00%	90,255,607	204,301	8
1993B	10.75%	42,363,608	294,614	24
1993C	5.55% - 5.80%	25,046,686	3,034,255	82
1994A	6.50% - 8.50%	3,743,797	157,530	5
1994B	5.50% - 7.65%	30,622,069	2,560,957	67
1994C	6.00% - 8.00%	21,310,165	1,208,803	30
1995A	5.00% - 8.00%	45,566,818	4,246,280	100
1994C/1995A (86.21%/13.79%)	6.70% - 7.00%	7,528,015	1,028,880	26
1995B	5.50% - 7.375%	36,454,260	3,692,411	86

Schedule 11 Continued

<u>Pool and Participation Percent (if any)</u>	<u>Interest Rate Range</u>	<u>Total Loans Originated</u>	<u>Outstanding Principal Balance</u>	<u>Number of Loans Outstanding</u>
1996A	6.75% - 7.375%	28,676,219	3,255,124	73
1996B	5.00% - 7.375%	38,655,256	5,002,047	110
1995B/1996B (94.45%/5.55%)	7.125%	3,031,855	391,296	9
1997A	5.00% - 7.375%	20,768,347	3,703,084	82
1997B	5.125% - 7.125%	22,761,315	4,169,397	89
1997A/1996A (90%/10%)	7.125%	1,327,404	125,681	2
1997A/1996B (90%/10%)	6.75%	5,699,587	1,124,022	23
1997C	5.00% - 7.875%	36,934,925	5,313,976	144
1997D	5.50% - 6.875%	26,405,628	5,996,452	119
1997B/1993B (90%/10%)	6.50% - 6.75%	7,495,156	1,219,365	27
1997A/1993B (90%/10%)	6.375% - 7.125%	8,186,189	1,701,122	35
1998A	5.125% - 6.75%	24,171,905	4,782,914	99
1998A/1993B (90%/10%)	5.125% - 6.50%	11,286,466	2,401,080	51
1998B	5.50% - 9.375%	24,714,815	2,158,383	74
1998C	5.50% - 7.00%	13,294,098	2,699,082	54
1997D/1998A (90%/10%)	6.00%	1,313,189	450,555	9
1998B/1997D (90%/10%)	5.50% - 6.375%	9,313,492	3,011,428	54
1999A	5.50% - 6.75%	20,696,483	5,801,022	112
1999A/1998B (90%/10%)	5.50% - 6.375%	14,152,831	3,886,965	78
1999B	5.50% - 8.70%	25,954,093	2,401,712	90

Schedule 11 Continued

<u>Pool and Participation Percent (if any)</u>	<u>Interest Rate Range</u>	<u>Total Loans Originated</u>	<u>Outstanding Principal Balance</u>	<u>Number of Loans Outstanding</u>
1999B/1998C (90%/10%)	5.00% - 7.125%	38,028,263	8,671,383	147
2000A	6.250%	201,295	16,847	1
2000A/1998C (90%/10%)	5.00% - 7.50%	18,608,910	3,921,891	69
2000A/1999B (90%/10%)	5.25% - 7.50%	25,988,456	4,476,209	85
2000B/1999B (90%/10%)	5.375% - 7.625%	32,851,075	6,495,597	121
2000C/2000A (90%/10%)	5.00% - 7.625%	23,044,953	5,654,622	99
2000D	5.50% - 8.65%	32,778,794	3,189,570	119
2000B/2000A (90%/10%)	6.125% - 7.50%	4,114,134	871,283	15
2000D/2000B (90%/10%)	5.275% - 7.125%	13,481,297	4,659,203	75
2001A/2000B (90%/10%)	5.00% - 7.25%	23,828,634	8,780,561	145
2001A/2000B (85%/15%)	5.625% - 6.875%	8,510,632	3,567,381	53
2000D/2000C (90%/10%)	5.50% - 6.25%	10,370,981	4,604,661	68
2001B/2000C (90%/10%)	5.125% - 7.125%	20,966,499	8,245,565	130
2001B/2000D (90%/10%)	5.125% - 6.00%	2,181,366	1,050,939	15
2001C/2001B (90%/10%)	5.125% - 5.875%	8,437,191	3,272,540	47
1991A-D Free Assets	7.11% - 7.80%	7,779,095	471,431	15
1991A-D High Rate (01B 100%)	7.80% - 8.35%	19,973,419	2,394,040	78

Schedule 11 Continued

<u>Pool and Participation Percent (if any)</u>	<u>Interest Rate Range</u>	<u>Total Loans Originated</u>	<u>Outstanding Principal Balance</u>	<u>Number of Loans Outstanding</u>
Transf. Blended Mtgs.	6.75% - 7.11%	7,470,722	1,066,011	30
2001C/2001B (85%/15%)	5.125% - 6.625%	24,793,342	9,829,430	140
2002A/2001B (90%/10%)	5.125% - 6.00%	25,856,794	9,473,424	132
2002A/2001B (85%/15%)	5.375% - 6.00%	3,184,198	1,232,580	18
2002A/2000D (85%/15%)	5.50% - 6.00%	3,386,847	1,364,364	21
2002A/2000D (90%/10%)	5.375% - 6.25%	5,134,690	2,344,057	30
2002B/2000D (90%/10%)	5.125% - 6.25%	34,583,886	13,042,068	178
2002C/2000D (90%/10%)	5.00% - 6.25%	23,286,987	9,760,484	135
2002C/2002B (90%/10%)	5.125% - 6.125%	7,424,454	3,180,179	49
2003A	5.00% - 5.50%	4,854,733	2,293,281	38
2003A/2002B (90%/10%)	5.125% - 6.25%	5,876,124	2,944,015	43
2003A/2002C (90%/10%)	5.00% - 6.00%	18,154,097	8,679,374	127
2003A	5.50% - 7.65%	3,907,443	865,634	26
2003A	8.50% - 9.25%	9,750,625	5,418	3
2004A/2003A (90%/10%)	5.00% - 5.50%	24,886,005	14,518,678	198
2004A	5.25% - 6.80%	3,866,631	2,453,447	38
2004A/1994A (12.9%/87.1%)	5.00% - 6.80%	10,235,484	3,044,427	76
2004B/2004A (90%/10%)	5.00% - 5.625%	18,630,835	11,204,207	137

Schedule 11 Continued

<u>Pool and Participation Percent (if any)</u>	<u>Interest Rate Range</u>	<u>Total Loans Originated</u>	<u>Outstanding Principal Balance</u>	<u>Number of Loans Outstanding</u>
2004B	5.00% - 5.50%	6,852,183	4,543,269	57
2005A/2004B (90%/10%)	5.00% - 5.625%	22,680,441	15,253,737	176
2005A	5.25% - 5.375%	12,877,252	9,501,173	107
2006A/2005A (90%/10%)	5.25% - 5.625%	12,991,154	9,530,359	107
2006A	5.00% - 6.375%	45,299,676	32,255,054	329
2006B	5.00% - 6.625%	39,781,518	29,739,526	286
2006C	5.00% - 6.375%	43,386,090	33,933,536	317
2007A/2006C (90%/10%)	5.00% - 6.00%	10,976,832	8,066,442	79
2007A	5.00% - 6.625%	15,482,022	12,391,472	119
2007C	5.00% - 6.75%	22,007,753	16,562,669	165
2007C/2007A (90%/10%)	5.50% - 6.375%	9,603,652	6,738,005	69
2007D	5.00% - 6.625%	19,753,768	16,374,785	172
2007D/2007C (90%/10%)	5.00% - 6.625%	30,233,095	25,002,581	261
2008A/2007D (90%/10%)	5.00% - 7.75%	25,501,513	21,602,705	240
2009A	5.50% - 7.75%	21,530,073	19,165,155	238
2009B	5.125% - 6.75%	28,720,699	27,472,983	326
2010A,2009C,C1	5.125% - 6.50%	35,072,790	34,362,168	355
2010B,2009C-2	4.375% - 5.625%	46,234,573	45,671,813	456
2011A,2009C-3/2010B,2009C-2 (50%/50%)	4.125% - 5.375%	22,793,617	22,604,057	232
2011A,2009C-3/2009A	5.125% - 6.250%	6,077,353	5,974,905	67

Schedule 11 Continued

Pool and Participation Percent (if any)	Interest Rate Range	Total Loans Originated	Outstanding Principal Balance	Number of Loans Outstanding
2011A,2009C-3/2007D	5.125% - 5.625	2,635,686	2,592,318	28
2011A,2009C-3/2010A,2009C	4.125% - 5.625%	20,803,965	20,625,927	212
2011B,2009C-4/2011A,2009C-3 ⁽¹⁾	4.125% - 5.50%	<u>27,666,335</u>	<u>27,580,991</u>	<u>287</u>
	Grand Total	<u>\$1,881,546,744</u>	<u>\$694,781,739</u>	<u>9,320</u>

⁽¹⁾ Qualifying New Money Loans originated for financing in whole or in part with proceeds of the 2011 Series B Bonds and the 2009 Subseries C-4 Bonds.

Schedule 12

APPENDIX E - BONDS OUTSTANDING UNDER THE 1976 GENERAL RESOLUTION AS OF MAY 31, 2011

Item X

Series	Series Original Principal Amount ⁽¹⁾	Outstanding Principal Amount ⁽¹⁾ As of 5/31/11	Longest Maturity ⁽²⁾		Range of Interest Rates	
			Due Date	Original Principal Amount	Lowest	Highest
1997D	\$ 30,000,000	6,860,000	12/1/2028	\$ 10,230,000	3.700%	5.350%
1998B	32,095,000	1,275,000	12/1/2026	3,930,000	3.450	5.200
1999A	35,000,000	10,535,000	12/1/2029	8,000,000	3.000	5.200
1999B	65,770,000	3,520,000	06/1/2031	29,660,000	3.850	6.100
2000B	40,000,000	475,000	12/1/2031	3,730,000	4.500	6.150
2000C	25,000,000	825,000	12/1/2031	8,450,000	4.400	5.950
2000D	57,800,000	10,435,000	12/1/2031	15,755,000	4.400	5.750
2001A	30,000,000	825,000	12/1/2031	8,945,000	3.450	5.700
2001B	51,185,000	20,435,000	12/1/2031	7,510,000	2.500	5.400
2001C	30,000,000	5,525,000	12/1/2032	14,555,000	2.800	5.625
2002A	35,000,000	12,240,000	12/1/2032	12,185,000	2.400	5.600
2002B	33,000,000	28,315,000	12/1/2032	3,960,000	2.000	5.500
2002C	30,000,000	22,595,000	12/1/2033	8,090,000	2.000	5.300
2003A	48,995,000	37,835,000	12/1/2033	13,425,000	1.350	5.000
2004A	32,210,000	27,165,000	12/1/2034	10,090,000	1.125	4.600
2004B	91,715,000	80,210,000	12/1/2034	2,825,000	1.450	4.800
2005A	40,000,000	36,190,000	12/1/2040	925,000	2.600	4.875
2006A	70,000,000	60,870,000	12/1/2036	20,190,000	3.450	4.900
2006B	50,000,000	41,285,000	12/1/2036	15,025,000	3.950	5.150
2006C	60,000,000	55,630,000	12/1/2037	16,675,000	3.375	4.600
2007A	50,000,000	46,510,000	12/1/2037	22,220,000	3.700	4.850
2007C	60,000,000	53,930,000	12/1/2043	2,710,000	3.750	5.150
2007D	60,000,000	53,065,000	12/1/2037	21,005,000	3.250	5.250
2009A	25,000,000	24,620,000	06/1/2039	13,935,000	0.950	5.375
2009B	30,000,000	29,525,000	12/1/2039	18,000,000	0.350	4.625
2009C ⁽⁴⁾	91,800,000 ⁽⁴⁾	91,800,000	12/1/2041	91,800,000 ⁽⁴⁾	Variable ⁽⁴⁾	Variable ⁽⁴⁾
2010A	40,635,000	39,740,000	06/1/2028	3,710,000	0.400	5.000
2009C-1 ⁽⁴⁾	27,600,000	27,560,000	12/1/2041	27,600,000	3.810	3.810
2010B	24,000,000	24,000,000	12/1/2028	4,870,000	0.450	5.000
2009C-2 ⁽⁴⁾	36,000,000	36,000,000	12/1/2041	36,000,000	3.010	3.010
2011A	26,400,000	26,400,000	06/1/2029	5,895,000	0.375	5.000
2009C-3	39,600,000	39,600,000	12/1/2041	39,600,000	3.550	3.550
TOTAL	\$1,398,805,000	\$955,795,000		\$ 501,500,000		

- (1) In addition, on August 1, 2011, the Authority redeemed \$30,010,000 aggregate principal amount of Bonds.
- (2) All the Bonds shown are Term Bonds with sinking fund requirements. Substantial portions of the principal amount listed will be redeemed prior to the date noted.
- (3) \$4,367,884 is the original principal amount of the 1998 Series A Capital Appreciation Term Bonds, which bear interest at 5.75% per annum payable only at maturity or upon redemption and which are due December 1, 2028 in the aggregate maturity amount of \$24,625,000, subject to prior mandatory sinking fund redemption.
- (4) 2009 Series C Bonds were initially issued in the original aggregate principal amount of \$195,000,000,000 as Escrowed Proceeds Program Bonds under the NIBP, initially bearing a variable Short-Term Rate, to be redesignated, released and converted to Fixed Rate Bonds bearing interest at the Permanent Rate under the NIBP, as amended, up to six times prior to December 31, 2011 (or thereafter in the event permitted by the NIBP). The 2009 Subseries C-1 Bonds in the aggregate principal amount of \$27,600,000 were released on July 15, 2010 and were converted to their Permanent Rate of 3.81% per annum on September 15, 2010. The 2009 Subseries C-2 in the aggregate principal amount of \$36,000,000 were released on October 14, 2010 and converted to their Permanent Fixed Rate of 3.01% on December 14, 2010. The 2009 Subseries C-3 Bonds in the aggregate principal amount of \$39,600,000 were released on May 5, 2011 and were converted to their Permanent Rate of 3.55% on July 5, 2011. As described herein, the 2009 Subseries C-4 Bonds will be released on September 8, 2011 and will be converted to their Permanent Rate on November 8, 2011.

Schedule 13

BONDS OUTSTANDING BY INTEREST RATE UNDER THE 1976 GENERAL RESOLUTION AS OF MAY 31, 2011

Item Y

<u>Bond Interest Rate</u>	<u>Bond Principal Outstanding</u>	<u>Bond Interest Rate</u>	<u>Bond Principal Outstanding</u>
0.375%	\$ 415,000	3.550%	\$43,260,000
0.450	405,000	3.600	3,510,000
0.550	425,000	3.625	1,555,000
0.600	1,500,000	3.650	3,035,000
0.625	495,000	3.700	12,090,000
0.700	2,340,000	3.750	4,420,000
0.750	940,000	3.800	5,820,000
0.800	450,000	3.810	45,390,000
1.000	3,000,000	3.850	5,400,000
1.050	470,000	3.875	1,490,000
1.100	1,945,000	3.900	2,720,000
1.125	530,000	3.950	2,180,000
1.250	485,000	4.000	7,515,000
1.300	495,000	4.050	14,480,000
1.350	185,000	4.100	4,190,000
1.450	190,000	4.150	7,070,000
1.500	2,460,000	4.200	920,000
1.600	2,875,000	4.250	12,735,000
1.625	560,000	4.300	5,990,000
1.750	1,010,000	4.350	3,440,000
1.800	855,000	4.400	1,520,000
1.900	1,540,000	4.450	16,700,000
2.000	2,885,000	4.500	58,250,000
2.050	1,080,000	4.550	11,835,000
2.125	585,000	4.600	31,890,000
2.150	145,000	4.625	8,670,000
2.250	260,000	4.650	21,095,000
2.300	2,780,000	4.700	9,815,000
2.400	2,470,000	4.750	24,900,000
2.500	605,000	4.800	5,275,000
2.650	1,620,000	4.850	53,755,000
2.750	2,175,000	4.875	8,330,000
2.800	2,590,000	4.900	42,330,000
2.850	1,260,000	4.950	23,850,000
2.875	630,000	5.000	60,805,000
2.900	240,000	5.050	25,925,000
2.950	180,000	5.100	10,390,000
3.000	2,555,000	5.125	1,895,000
3.010	36,000,000	5.150	13,645,000
3.050	2,335,000	5.200	23,540,000
3.100	3,940,000	5.250	26,045,000
3.150	255,000	5.300	20,155,000
3.200	370,000	5.350	11,375,000
3.250	5,170,000	5.375	13,935,000
3.300	200,000	5.400	4,260,000
3.350	2,525,000	5.450	14,560,000

Schedule 13 Continued

<u>Bond Interest Rate</u>	<u>Bond Principal Outstanding</u>	<u>Bond Interest Rate</u>	<u>Bond Principal Outstanding</u>
3.375%	\$4,635,000	5.500%	\$ 15,400,000
3.400	5,440,000	5.550	2,005,000
3.450	2,515,000	Variable	<u>91,800,000</u>
3.500	5,620,000	Total:	<u>\$955,795,000</u>

Schedule 14

CERTAIN INVESTMENTS UNDER 1976 GENERAL RESOLUTION AS OF MAY 31, 2011

Capital Reserve Fund And Mortgage Reserve Fund Investments

<u>Type Investment Obligation</u>		<u>Percent of Reserve Funds Invested</u>	<u>Final Investment Maturity</u>
Bayerische Landesbank Investment Agreement ⁽¹⁾	Item Z	23.29%	December 2031
Federal Home Loan Bank Debentures		27.78	March 2014
Trinity Plus/GE Capital Investment Agreement		12.87	November 2032
MBIA Investment Agreement ⁽²⁾		10.54	December 2020
Fannie Mae Debentures		8.41	March 2016
RFCO Agency Debentures		5.36	October 2019
Federal Farm Credit Bank Debentures		4.08	March 2013
U.S. Government Money Market Fund		2.85	N/A
Pacific Life Investment Agreement		3.23	November 2032
Monumental Life Investment Agreement		1.59	December 2026

⁽¹⁾ Guaranteed by the German Free State of Bavaria, a/k/a/Freistaat Bayern, which as of August 15, 2011 is rated "Aaa" by Moody's Investors Service.

⁽²⁾ Collateralized 105% weekly with Government and Government Agency securities.

As of May 31, 2011, total Capital Reserve Fund and Mortgage Reserve Fund par values equal \$26,648,590 and are invested in the aforesaid Investment Obligations.

Item AA

Mortgage Purchase And Loan Account Investments

<u>Type Investment Obligation</u>	<u>Percent of Mortgage Purchase and Loan Funds Invested</u>
U.S. Government Money Market Funds	100% ← Item AB

The par value of total Mortgage Purchase and Loan Account funds as of May 31, 2011 equal \$26,990,997 and are invested as aforesaid.

Item AC

Revenue Account [Float] Investments

<u>Type Investment Obligation</u>		<u>Percent of Revenue Funds Invested</u>	<u>Final Investment Maturity</u>
U.S. Government Money Market Fund	Item AD	77.76%	N/A
DEPFA Bank Investment Agreement ⁽¹⁾		12.10	December 2040
Trinity Plus/GE Capital Investment Agreement		3.97	November 2032
Bayerische Landesbank Investment Agreement ⁽²⁾		3.77	December 2031
West Landesbank Investment Agreement ⁽³⁾		0.94	December 2028
FGIC/GE Capital Investment Agreement		0.84	November 2026
Monumental Life Investment Agreement		0.37	December 2026
Ginnie Mae Agency Pass-Through Pools		0.23	May 2023
Federal Home Loan Bank Debentures		0.02	March 2013

⁽¹⁾ Collateralized at 105% weekly with Government and Government Agency securities.

⁽²⁾ Guaranteed by the German Free State of Bavaria, a/k/a/Freistaat Bayern, which as of August 15, 2011 is rated "Aaa" by Moody's.

⁽³⁾ Guaranteed by German State of North Rhine-Westphalia, a/k/a/Nordrhein-Westfalen, which as of August 15, 2011 is rated "Aa1" by Moody's and "AAA" by Fitch.

Item AE

As of May 31, 2011, total Revenue Account par values equal \$89,024,709 and are invested in the aforesaid Investment Obligations (from such \$89,024,709, \$30,293,768 was applied to pay debt service due on the Bonds on June 1, 2011, and \$30,281,777 was applied to pay the redemption price of Bonds redeemed on August 1, 2011).

Schedule 15

APPENDIX I

CERTAIN UNAUDITED FINANCIAL INFORMATION ON THE AUTHORITY'S SINGLE FAMILY MORTGAGE BOND FUNDS

GEORGIA HOUSING AND FINANCE AUTHORITY

(a component unit of the State of Georgia)

UNAUDITED

STATEMENTS OF REVENUES, EXPENSES, AND NET INCOME/NET LOSS - BOND FUND

May 31, 2011

Item AF	Operating revenues:	
	Interest on loans	\$35,121,599
	Interest on investment securities	5,329,059
	Admin Income - Fed & State	245,036
	Other miscellaneous income	<u>10</u>
	Total operating revenues	40,695,704
	Operating expenses:	
	Interest on Bonds	35,238,569
	Mortgage servicing	3,655,671
	Administrative	1,456,653
	Professional fees	845,195
	Other	<u>53,287</u>
	Total operating expenses	41,249,375
	Change in net assets	(553,671)
	Total net assets at beginning of year	<u>64,344,611</u>
	Total net assets at May 31, 2011	<u>\$63,790,940</u>

Schedule 15 Continued

GEORGIA HOUSING AND FINANCE AUTHORITY
(a component unit of the State of Georgia)

Unaudited

STATEMENTS OF NET ASSETS - BOND FUND

May 31, 2011

Item AF

ASSETS

CURRENT ASSETS:

Cash and cash equivalents	\$ 91,974,569
Short term investment securities	97,627,566
Mortgage loans receivable, current portion	15,120,527
Accrued interest receivable	8,911,526
Other current assets	<u>746,612</u>

Total Current assets: 214,380,800

NONCURRENT ASSETS:

Long term investment securities	128,643,628
Mortgage loans receivable, net	695,131,239
Bond issuance costs, net	<u>14,213,413</u>

Total noncurrent assets: 837,988,280

Total Assets 1,052,369,080

LIABILITIES

CURRENT LIABILITIES

Accrued interest on Bonds	17,957,045
Accounts payable and accrued expenses	1,367,732
Warehouse line of credit	12,292,955

Total current liabilities 31,617,732

NONCURRENT LIABILITIES

Mortgage Bonds payable, net	956,960,408
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Total noncurrent liabilities 956,960,408

Total liabilities 988,578,140

EQUITY

Invested in capital assets	(553,671)
Unrestricted	<u>64,344,611</u>

Total equity 63,790,940

Total liabilities and equity \$1,052,369,080