

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: ResCap Securities Holdings Co.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jennifer Shank

Name of Person

ResCap Liquidating Trust c/o ResCap Securities Holdings Co.

Firm/Company

1100 Virginia Drive, Suite 250

Address

Fort Washington, PA 19034

City/State and Zip code

jennifer.shank@rescapestate.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jennifer Shank

Name of Person

at (267) 419-3743

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. ResCap Securities Holdings Co.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 46-4328122

(FEI number, if applicable)

4. December 17, 2013

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon approval

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 8400 Normandale Lake Blvd., Suite 175, Minneapolis, MN 55437

(Principal office address)

8400 Normandale Lake Blvd., Suite 175, Minneapolis, MN 55437

(Current mailing address)

8. holding company

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

(City)

(Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Handwritten signature of Linda Snook]

Linda Snook Assistant VP

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: Tammy Hamzehpour

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Address: 8400 Normandale Lake Blvd., Suite 175
Minneapolis, MN 55437

Vice Chairman: _____

Address: _____

Director: Jill Horner

Address: 8400 Normandale Lake Blvd., Suite 175
Minneapolis, MN 55437

Director: William Tyson

Address: 525 Wisconsin Avenue, Suite 600
Chevy Chase, MD 20815

B. OFFICERS

President: William Tyson

Address: 525 Wisconsin Avenue, Suite 600
Chevy Chase, MD 20815

Vice President: _____

Address: _____

Secretary: Jennifer Shank

Address: 1100 Virginia Drive, Suite 250, Ft. Washington, PA 19034 (MC 190-FTW-S35)

Treasurer: Jill Horner

Address: 8400 Normandale Lake Blvd., Suite 175, Minneapolis, MN 55437

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Jennifer Shank

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Jennifer Shank, Secretary

(Typed or printed name and capacity of person signing application)

Delaware

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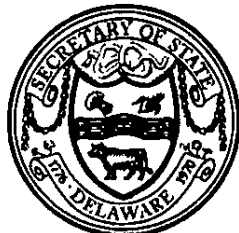
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RESCAP SECURITIES HOLDINGS CO." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF FEBRUARY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RESCAP SECURITIES HOLDINGS CO." WAS INCORPORATED ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.


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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1117875

DATE: 02-07-14