

SUNAMERICA HOUSING FUND 1356,
A NEVADA LIMITED PARTNERSHIP
c/o AIG Global Real Estate Investment Corp.
777 So. Figueroa Street, 16th Floor
Los Angeles, California 90017-5800

September 16, 2014

Via Overnight Courier

Florida Housing Finance Corporation
227 North Bronaugh Street, Suite 5000
Tallahassee, Florida 32301-1329
Attention: Executive Director and Deputy
Development Officer

AmeriNational Community Services, Inc.
10012 N. Dale Mabry Highway, Suite 209
Tampa, Florida 33618
Attention: Veronica Repanti

California Bank & Trust
1900 Main Street, Suite 200
Irvine, California 92614
Attention: Loan Administration Manager

California Bank & Trust
1940 Century Park East, First Floor
Los Angeles, California 90067
Attention: Steve Herman

Wells Fargo Bank, National Association
301 E. Pine Street, Suite 1150
Orlando, Florida 32801
Attention: Corporate Trust Dept.

Zions Municipal Funding, Inc.
One South Main Street, 17th Floor
Salt Lake City, Utah 94111
Attention: Richard Feist

Wells Fargo Bank, National Association
7077 Bonneval Road, Suite 400
Jacksonville, Florida 32216
Attention: Corporate Trust Services

Re: Palmetto Ridge Estates Limited Partnership, a Florida limited partnership (the "Partnership") - Palmetto Ridge Estates, Titusville, Brevard County, Florida - FHFC #2007-507C (the "Project")

Ladies and Gentlemen:

The Partnership is the owner of the Project, which is a 192-unit multifamily rental housing development located in Titusville, Florida. The Project received an allocation of low income housing tax credits as evidenced by that certain Extended Low-Income Housing Agreement between Florida Housing Finance Corporation ("FHFC") and the Partnership executed by FHFC on May 21, 2008.

FHFC made a certain loan to the Partnership in the original principal amount of \$11,500,000.00 (the "Bond Loan") from the proceeds of those certain \$11,500,000 Florida Housing Finance Corporation Multifamily Mortgage Revenue Bonds 2007 Series A (Palmetto Ridge Estates) (the "Bonds"). The Bond Loan is evidenced by a certain Promissory Note in the original principal amount of \$11,500,000.00 dated as of August 24, 2007, and secured by, among other things, a certain Mortgage and Security Agreement dated as of August 24, 2007, recorded August 28, 2007, in the Clerk of Courts, Brevard County (the "Records") as Clerk's File No. 2007207410, OR Book No. 5807, Page 4799. The Mortgage was assigned by FHFC to Wells Fargo Bank, National Association ("Bond Trustee"), pursuant to that certain Assignment of Mortgage and Security Documents dated as of July, 2007, recorded on August 28, 2007 in the Records as Clerk's File No. 2007207412, OR Book No. 5807, Page 4840. The terms and provisions of the Bond Loan were modified by that certain Modification Agreement dated as of February 24, 2011, and by that certain Modification Agreement dated as of February 24, 2011, and recorded on April 28, 2011, in the Records as Clerk's File No. 2011075733, OR Book 6375 Page 632. All documents evidencing and securing the Bond Loan are collectively referred to herein as the "Bond Loan Documents".

In addition to the Bond Loan, FHFC has made a certain loan to the Partnership in the original principal amount of \$7,400,000.00 (the "RRLP Loan") under the Rental Replacement Loan Program. The RRLP Loan is evidenced by a certain Promissory Note in the original principal amount of \$7,400,000.00 dated as of August 24, 2007, and secured by, among other things, a certain Mortgage and Security Agreement dated as of August 24, 2007, recorded August 28, 2007, in the Records as Clerk's File No. 2007207416 or Book No. 5807, Page 4905. All documents evidencing and securing the RRLP Loan are collectively referred to herein as the "RRLP Loan Documents".

SunAmerica Housing Fund 1356, A Nevada Limited Partnership ("SHF"), is the limited partner of the Partnership. The Partnership is governed by that certain Amended and Restated Agreement of Limited Partnership dated as of August 24, 2007 (the "Partnership Agreement"). Capitalized terms used in this notice but not defined herein have the meanings given to them in the Partnership Agreement.

Palmetto Ridge Estates Development, LLC, a Florida limited liability company (the "Palmetto GP"), is the current general partner of the Partnership. Palmetto GP has defaulted in its obligations under the Partnership Agreement and, after SHF provided notice and an opportunity to cure such defaults to Palmetto GP, it has failed to cure the defaults.

Palmetto GP is an affiliate of Gandolf Group, LLC, a Minnesota limited liability company ("Gandolf Group"), and Gandolf Holding, LLC, a Minnesota limited liability company ("Gandolf Holding"). Gandolf Group and Gandolf Holding are in bankruptcy. In connection with the settlement of claims of SHF against Gandolf Group and Gandolf Holdings, Palmetto GP will withdraw as the General Partner of the Partnership.

September ¹⁰ 2014
Page 3

This letter is to notify you that SHF will appoint AH SubGP 1470 Palmetto, LLC ("Sun GP"), an entity controlled by and affiliated with SAFG Retirement Services, Inc. (the general partner of SHF), as the replacement General Partner of the Partnership. Copies of the Sun GP Certificate of Formation, Operating Agreement, registration in Florida, and EIN are enclosed with this letter.

Contact information for Sun GP, and for the Partnership after Sun GP is admitted to the Partnership, is as follows:

AH SubGP 1470 Palmetto, LLC
c/o AIG Global Real Estate Investment Corp.
777 So. Figueroa Street, 16th Floor
Los Angeles, California 90017-5800
Attention: Doug Tymins
Phone: (213) 533-3780
Fax: (213) 533-3785
Email: douglas.tymins@aig.com

SHF is requesting the consent of FHFC and the other applicable parties to the admission of Sun GP as the replacement General Partner in place of Palmetto GP.

Please acknowledge consent to the withdrawal of Palmetto GP and admission of Sun GP by signing this letter in the space provided below and returning it to Hunter Botts, Vice President of Affordable Housing, at the above address, or by email at hunter.botts@aig.com.

For more information regarding this matter, please contact Mr. Botts at the above address or by phone at (225) 751.6945 or (213) 533-3704, or by email at hunter.botts@aig.com.

SHF desires to accomplish the foregoing as soon as possible and appreciates your assistance in accomplishing this goal.

Very truly yours,

SUNAMERICA HOUSING FUND 1356, A
NEVADA LIMITED PARTNERSHIP

By: SAFG RETIREMENT SERVICES, INC.,
a Delaware corporation, General Partner

By:


Name: Douglas S. Tymins
Title: Vice President

Enclosures

September 10, 2014
Page 4

cc: Nabors, Giblin & Nickerson, P.A.
1500 Mahan Drive, Suite 200
Tallahassee, Florida 32308
Attention: Junious D. Brown III

Akerman Senterfitt
50 North Laura Street, Suite 2500
Jacksonville, Florida 32202-3646
Attention: Peter Dame

Farzaneh Azouri, SunAmerica Affordable Housing Partners, Inc.
Hunter Botts, SunAmerica Affordable Housing Partners, Inc.
Anne Staudhammer, SunAmerica Affordable Housing Partners, Inc.
Ellen K. O'Brien, Kutak Rock LLP

CONSENTED TO THIS _____ day of _____, 2014

FLORIDA HOUSING FINANCE CORPORATION

By: _____
Name: _____
Title: _____

CALIFORNIA BANK & TRUST

By: _____
Name: _____
Title: _____

AMERINATIONAL COMMUNITY SERVICES, INC.

By: _____
Name: _____
Title: _____