OTCMarkets

OTCQB Certification

I, Michael C Rosentraub, Chief Financial Officer of Homeowners of America Holding Corporation ("the Company"), certify that:

a. The Company is registered with the SEC or exempt from SEC registration as indicated below (check one):
- ☐ Company is registered under Section 12g of the Exchange Act
- ☐ Company is relying on Exchange Act Rule 12g3-2(b)
- ☐ Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
- ☐ Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
- ☒ Other (describe) Company registered with the SEC on form S-1 under the Securities Act

b. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.

c. The Company Profile displayed on www.otcmarkets.com is current and complete as of 03/20/2015 and includes the total shares outstanding, authorized, and in the public float as of that date.

d. The following is a complete list of attorney(s) and law firm(s) who advised or assisted in the preparation of the Company's most recent annual report, including in-house counsel: (If no attorney assisted in putting together the disclosure, indicate the person or persons who prepared the disclosure and their relationship to the company.)

Reed Smith
Attn: William N. Haddad
599 Lexington Avenue
New York, NY 10022
212-521-5400
whaddad@reedsmith.com

e. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, during the period from the Company's prior fiscal year end to the date of this OTCQB Certification, to provide investor relations services, public relations services, or other related services to the Company including promotion of the Company or its securities:

None

f. Listed below are the names, legal addresses and % of shares owned by all Officers, Directors and Control Persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities). If any of the beneficial shareholders are corporate shareholders, the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders must also be included.

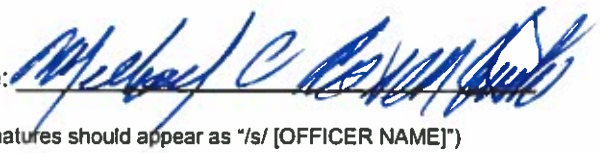
Name	Address (City and State only)	% Shares Owned
See attached listing		

Date: 03/20/2015

OTC Markets

Name of Certifying CEO or CFO: Michael C Rosentraub

Title: Chief Financial Officer

Signature: 

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Name	Address (City and State only)	% Shares Owned
Berco Limited	c/o Misland Capital Limited 9 Upper Belgrave Street London SW 1X8 BD	12.46%
Pfizer Master Retirement Trust	801 South Canal Street Chicago IL 60607	12.46%
Partners Group Secondary 2004 LP	Tudor House St Peter Port Le Bordage GY1 1DB	10.75%
Andrew Stephen Lerner	515 E 85th Street 1E, New York, NY 10028	9.84%
Spencer William Tucker	5021 Briar Tree Lane, Dallas, TX 75248	7.17%
Brett Geoffrey Baris	17 Deer Path Short Hill, NJ 07078	6.96%
The Prudential Insurance Company of America	Prudential Financial 2 Gateway Center Newark, NJ 07230	6.23%
Frederick Swift Hammer	7743 SE Lake Shore Drive Hobe Sound, FL 33455	4.46%
Richard Louis Viton	36 Flying Cloud Road, Stamford, CT 06870	4.24%
Debra Lorraine Carter	2519 Highgate Drive Arlington, TX 76016	0.39%
James Francis Leary	2006 Peakwood Drive, Garland, TX 75044	0.04%
Michael Cox	3725 Pilot Drive Plano, TX 75025	0.01%
Brent Parker	911 Club Oak Court, Prosper, TX 75078	0.01%
Michael C Rosentraub	14871 Towne Lake Circle Addison, TX 75001	0.01%
Efram Ware	721 Eagle Drive, Coppell, TX 75019	0.00%