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10 Pages]

11 UNITED STATES DISTRICT COURT
12 FOR THE CENTRAL DISTRICT OF CALIFORNIA
13 SANTA ANA DIVISION

14 THE PEOPLE OF THE STATE OF)
CALIFORNIA, THE STATE OF)
15 ARIZONA, THE STATE OF FLORIDA,)
THE COMMONWEALTH OF)
16 MASSACHUSETTS, THE PEOPLE OF)
THE STATE OF ILLINOIS, AND THE)
17 NEW YORK STATE BANKING)
DEPARTMENT,)

18)
19 Plaintiffs,)

20 v.)

21 FIRST ALLIANCE MORTGAGE)
22 COMPANY, *et nl.*,)

23 Defendants.)
24

25 In re:

26 FIRST ALLIANCE MORTGAGE)
27 COMPANY, *et nl.*,)

28 Debtors.)

Case No. CV 00-964 DOC (EEx)

(Related to Case Nos. SA CV 01-1174, SA CV 01-139, SA CV 01-306)

(Bankruptcy Case Nos. SA 00-12370 LR, SA 00-12371 LR, SA 00-12372 LR, and SA 00-12373 LR (Jointly Administered))

**PERMANENT INJUNCTION
AND ORDER BY
STIPULATION BETWEEN
THE PLAINTIFFS, THE
PEOPLE OF THE STATES OF
ARIZONA, CALIFORNIA,
FLORIDA, AND ILLINOIS,
THE COMMONWEALTH OF
MASSACHUSETTS AND THE
NEW YORK STATE BANKING
DEPARTMENT, AND THE
DEFENDANTS. BRIAN
CHISICK AND SARAH
CHISICK**

1 **JANET NAPOLITANO**, Attorney General
2 **ROBERT ZUMOFF**, Chief Counsel
3 **HUGH E. HEGYI**, Assistant Attorney General
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22 *Attorneys for Claimant, the Commonwealth of Massachusetts*

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24 **ALVIN A. NARIN**, Assistant Counsel
25 2 Rector Street
New York, NY 10006

26 [REDACTED]
27 *Attorney for Claimant, New York State Banking Department*

28

WHEREAS, Plaintiffs, the People of the State of California, through Bill Lockyer, Attorney General of the State of California, by Herschel T. Elkins, Senior Assistant Attorney General, the State of Arizona *ex rel.* Janet Napolitano, Attorney General, by Hugh Hegyi, Assistant Attorney General, the State of Florida, through Robert A. Butterworth, Attorney General of the State of Florida, by Stephen LeClair, Assistant Attorney General, the People of the State of Illinois, through James E. Ryan, Attorney General of the State of Illinois, by James Newbold and Tom James, Assistant Attorneys General, the Commonwealth of Massachusetts, through Thomas F. Reilly, Attorney General, by Judith Whiting, Assistant Attorney General, and the State of New York, through its Superintendent of Banks, Elizabeth McCaul, by Alvin Narin, Assistant Counsel, and defendants, Brian Chisick and Sarah Chisick, have entered into a Stipulation of Settlement dated February 25, 2002;

WHEREAS, the Stipulation contemplates entry of a permanent injunction and final order by the States and the Chisicks on agreed-upon terms;

WHEREAS, the States and the Chisicks stipulate that this Permanent Injunction and Order (hereinafter, the "Order") may be entered without the taking of evidence and without trial or adjudication of any issue of law or fact; and

WHEREAS, the Court having considered the matter and good cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

GENERAL

A. This Court has jurisdiction of the subject matter of the following actions and of the parties consenting hereto. Venue is proper as to all parties in the Central District of California for the following actions:

1. The complaint filed by the People of the State of California against Defendants Brian Chisick, Sarah Chisick, Patty Sullivan, Jeffrey Smith, First Alliance Mortgage Company, a California corporation, and First Alliance

1 Corporation, in this Court on October 31, 2001, and consolidated under Case No.
2 CV 00-964 DOC (EEx) (hereinafter, the “California Action”);

3 2. The Third Amended Proof of Claim filed by the State of
4 Arizona on July 20, 2001, in the United States Bankruptcy Court, Central District
5 of California, in *In re First Alliance Mortgage Company*, et al., Case No. SA 00-
6 12370 LR (hereinafter, the “Arizona Action”);

7 3. The complaint filed by the State of Florida against Defendants
8 Brian Chisick, Sarah Chisick, Patty Sullivan, Jeffrey Smith, Bruce Bollong,
9 Francisco Nebot, First Alliance Mortgage Company, a California corporation,
10 First Alliance Mortgage Company, a Minnesota corporation, and First Alliance
11 Corporation, in this Court on November 14, 2001, under Case No. 00-964 DOC
12 (EEx) (hereinafter, the “Florida Action”);

13 4. The Third Amended Complaint filed by the People of the State
14 of Illinois against Defendants Brian Chisick, Sarah Chisick, Salah Bastawy, Patty
15 Sullivan, First Alliance Mortgage Company, a California corporation, and First
16 Alliance Corporation, in this Court on January 21, 2002 under Case No. CV 00-
17 964 DOC (EEx) (hereinafter, the “Illinois Action”);

18 5. The proof of claim filed by the Commonwealth of
19 Massachusetts on September 10, 2000, in the United States Bankruptcy Court,
20 Central District of California, in *In re First Alliance Mortgage Company*, et al.,
21 Case No. SA 00- 12370 LR (hereinafter, “Massachusetts Action”); and

22 6. The proof of claim filed by the New York State Banking
23 Department on September 19, 2000, in the United States Bankruptcy Court,
24 Central District of California, in *In re First Alliance Mortgage Company*, et al.,
25 Case No. SA 00-12370 LR (hereinafter the “New York Action”).

26 B. The Court deems the proofs of claim filed herein by the States of
27 Arizona and New York and the Commonwealth of Massachusetts and identified in
28 Paragraph A herein to be complaints properly filed in this Court and consolidated

1 in this action.

2 C. The parties have agreed to the entry of this Order.

3 D. The Chisicks have waived all rights to challenge or contest the
4 validity of this Order.

5 E. The Order has been reviewed by the Court and it is found to have
6 been entered into in good faith and to be in all respects just, reasonable, and
7 equitable.

8 NON-ADMISSION OF WRONGDOING AND LIABILITY

9 F. The Chisicks deny, and continue to deny, each and all of the claims
10 and contentions alleged by the States in the Actions. The Chisicks have expressly
11 denied and continue to deny, all charges of wrongdoing or liability against the
12 Chisicks arising out of or related to any of the conduct, statements, acts or
13 admissions alleged, or that could have been alleged, in the Actions. Nothing in the
14 Order shall be or may be construed by any person as an admission of wrongdoing
15 or liability by the Chisicks.

16 DEFINITIONS

17 G. For the purposes of this Order, the terms used herein shall be
18 defined as follows:

19 1. The term "TILA" means the Truth-In-Lending Act, 15 U.S.C.
20 §§ 1601, *et seq.*, as amended, and its implementing rule, Regulation Z, 12 C.F.R.
21 Part 226, as amended.

22 2. The term "Amount Financed" has the same meaning as that
23 term is defined by TILA.

24 3. The term "Annual Percentage Rate" has the same meaning
25 as that term is defined by TILA.

26 4. The term "Chisicks" means defendants Brian Chisick and
27 Sarah Chisick.

28 5. The term "Related Debtors" means First Alliance Mortgage

1 Company, a California corporation, First Alliance Mortgage Company, a
2 Minnesota corporation, First Alliance Corporation, a Delaware corporation, and
3 First Alliance Portfolio Services, Inc., a Nevada corporation.

4 6. The term “Finance Charge” has the same meaning as that term
5 is defined by TILA.

6 7. The term “Loan Origination Fee” means all fees imposed by a
7 creditor on a consumer as the cost of entering into a mortgage loan transaction
8 with the creditor, that either must be paid by the consumer in cash at the time the
9 mortgage loan closes or are added to the principal loan amount and paid to the
10 creditor at the time the mortgage loan is funded or closes.

11 8. The term “Mortgage Loan” means an extension of credit
12 secured by a mortgage, deed of trust, or similar instrument on a consumer’s
13 principal dwelling and includes, but is not limited to, personal consumer loans,
14 home mortgage loans, home purchase loans, home equity loans, home
15 improvement loans, credit lines, revolving credit, and refinancing of all the
16 foregoing.

17 9. The term “Person” means any natural person, corporate entity,
18 partnership, limited partnership, association, joint venture, trust, or other business
19 entity.

20 10. The term “States” means the State of California, the State of
21 Arizona, the State of Florida, and the State of Illinois, the Commonwealth of
22 Massachusetts, and the New York State Banking Department.

23 11. The term “Stipulation” means the Stipulation of Settlement
24 herein signed by the States and the Chisicks on February 25, 2002.

25 INJUNCTION

26 H. Pursuant to California Business & Professions Code §§ 17203 and
27 17535, Chapter 501, Part II, of the Florida Statutes, and Section 7 of the Illinois
28 Consumer Fraud Act, 815 ILCS 505/7 (2002), the Chisicks are permanently

1 enjoined and restrained from engaging in, or causing or assisting other Persons to
2 engage in, the Mortgage Loan origination business in California, Florida, and
3 Illinois. In furtherance thereof, the Chisicks shall not:

4 1. advertise, market, solicit, offer, broker, originate, close, or
5 directly fund Mortgage Loans;

6 2. train any other Persons how to advertise, market, solicit,
7 offer, broker, originate, close, disclose the terms of, or fund Mortgage Loans; and

8 3. in any other way participate in business activities related to the
9 origination or brokering of Mortgage Loans.

10 I. Pursuant to the New York General Business Law § 349(b), the
11 Massachusetts Consumer Protection Act, G.L. c. 93A, and the Arizona Consumer
12 Fraud Act, A.R.S. §§ 44-1521 to 1534 the Chisicks are enjoined and restrained
13 from engaging in, or causing or assisting other Persons to engage in, the Mortgage
14 Loan origination business in Arizona, Massachusetts and New York for a period
15 of ten years from the date this Order goes into effect. In furtherance thereof, the
16 Chisicks shall not:

17 1. advertise, market, solicit, offer, broker, originate, close, or
18 directly fund Mortgage Loans;

19 2. train any other Persons how to advertise, market, solicit,
20 offer, broker, originate, close, disclose the terms of, or fund Mortgage Loans; and

21 3. in any other way participate in business activities related to the
22 origination or brokering of Mortgage Loans.

23 J. Nothing in this Order shall be construed to prevent the Chisicks from
24 complying with any term of the Stipulation, including but not limited to the
25 purchase of the Residuals, as the term “Residuals” is defined in the Stipulation,
26 and as provided for in the Stipulation.

27 K. Nothing in this Order shall be construed to prohibit the Chisicks from
28 investing in or purchasing, or causing or assisting other Persons to invest in or

1 purchase, Mortgage Loans and/or mortgage backed securities in the secondary
2 market. Nor shall anything in this Order be construed to prohibit the Chisicks
3 from gifting money or other property to their family members.

4 MONITORING

5 L. For a period of eight (8) years from the date this Order goes into
6 effect, the States shall have authority to make a written request for all records and
7 other information necessary to accomplish full and complete evaluation of the
8 Chisicks compliance with all injunctive provisions of this Order. The State(s)
9 shall mail, by first class mail, such written request to the Chisicks at the most
10 recent address provided to the State(s) pursuant to Paragraph O herein. The
11 Chisicks shall have fifteen (15) days after receipt of such written request to either
12 (1) provide the State(s) with the requested records or information or (2) notify the
13 State(s) that the Chisicks are not able to provide the requested records or
14 information and specify the reason they are unable to provide such records and
15 information. In the event the State(s) receive notice that the Chisicks are not able
16 to provide the requested records and information, the State(s) have the authority to
17 seek the requested records and information pursuant to this Order. Nothing in this
18 Paragraph L shall prevent the State(s) from employing any other investigative
19 method permitted by law.

20 ENFORCEMENT

21 M. Each State shall have authority to enforce this Order and to seek
22 appropriate relief including but not limited to civil and/or criminal contempt
23 sanctions in this Court, in the event the Chisicks violate any of the above terms
24 with respect to residents of that State.

25 N. Prior to initiation of proceedings to enforce this Order, any State
26 which believes a violation has occurred shall provide five (5) days' written notice
27 to the Chisicks setting forth the nature of any alleged violation of this Order. The
28 State shall mail this notice by first class mail to the Chisicks at the most recent

1 address(es) provided pursuant to Paragraph O herein. After such notice is mailed,
2 nothing in this Order shall be construed to prevent the State which believes a
3 violation has occurred from initiating any proceeding to enforce this Order, at any
4 such time as such State deems appropriate. In the event any State, using its best
5 judgment, deems that the alleged violation constitutes, has created or threatens to
6 imminently create an emergency situation, the notice provided for in this
7 Paragraph N shall not be required.

8 NOTIFICATION REQUIREMENTS

9 O. For a period of eight (8) years from the date this Order goes into, the
10 Chisicks shall notify the States of any changes to their mailing address(es) within
11 ten (10) day of any such change. If, after eight (8) years from the date this Order
12 goes into effect, the Chisicks fail to notify any State of any change in their mailing
13 address(es), the State shall have no obligation to provide the Chisicks with the
14 notices required by Paragraph N herein.

15 P. All communications with the State(s) regarding Paragraph O of this
16 Order are to be addressed to the State(s) at the addresses set forth below, and must
17 clearly indicate that said communications refer to "FAMCO Notices."

18 1. Robyn Smith, Deputy Attorney General, Office of the Attorney
19 General, State of California, 300 South Spring Street, Suite 5000, Los Angeles,
20 CA, 90013, attn.: *FAMCO Notices*.

21 2. Judith Whiting, Pamela Kogut, Assistant Attorneys General,
22 Consumer Protection and Antitrust Division, Office of the Attorney General,
23 Commonwealth of Massachusetts, One Ashburton Place, Boston, MA, 02108,
24 attn.: *FAMCO Notices*.

25 3. Kenneth Bielmeier, Assistant Deputy Superintendent,
26 Mortgage Banking Division, New York State Banking Department, 2 Rector
27 Street, New York, NY, 10006, attn.: *FAMCO Notices*.

28 4. Hugh Hegyi, Assistant Attorney General, or Robert Zumoff,

1 Chief Counsel, Consumer Protection and Advocacy Section, Office of the
2 Attorney General, State of Arizona, 1275 West Washington, Phoenix, Arizona,
3 85007, attn.: *FAMCO Notices*.

4 5. Tom James, Assistant Attorney General, Consumer Fraud
5 Bureau, Office of the Illinois Attorney General, 100 West Randolph Street,
6 Chicago, Illinois, 60601, attn.: *FAMCO Notices*.

7 6. Stephen A. LeClair, Assistant Attorney General, Office of the
8 Attorney General, State of Florida, 110 S.E. 6th Street, 9th Floor, Fort Lauderdale,
9 FL, 33301, attn.: *FAMCO Notices*.

10 RELEASE OF PARTIES AND NON-PARTIES

11 Q. The Chisicks and the States shall provide the releases as set forth in
12 the Stipulation.

13 RETENTION OF JURISDICTION

14 R. Jurisdiction is retained by this Court for the purpose of enabling any
15 party to the Order to apply to the Court at any time for such further orders and
16 directions as may be necessary or appropriate for the construction or the carrying
17 out of this Order, for enforcement of compliance herewith, and for the punishment
18 of violations hereof, if any.

19 S. The effective date of this Order shall be five (5) days after the date
20 when the last of the conditions set forth in Paragraph 7.1 of the Stipulation has
21 either been satisfied or expressly waived in a writing signed by all counsel for the
22 Coordinated Plaintiffs and counsel for the Defendants, as those terms are defined
23 in the Stipulation.

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1 T. The Chisicks and Defendants hereby consent to entry of the foregoing
2 Order, which, upon entry of a final order approving class action settlement, as set
3 forth in the Stipulation, shall constitute a final judgment and order on the Actions.

4 IT IS SO ORDERED, this ____ day of _____, 2002.

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HONORABLE DAVID O. CARTER
United States District Court Judge

The parties hereby STIPULATE AND AGREE TO the terms and conditions set forth above and consent to the entry of this Permanent Injunction and Order by Stipulation.

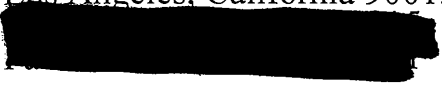
Plaintiffs:

DATED: March 4, 2002

BILL LOCKYER
Attorney General
State of California



By: Herschel T. Elkins
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Los Angeles, California 90013



Attorneys for the Plaintiff the People of the
State of California

1 DATED: March —, 2002

NEW YORK STATE BANKING
DEPARTMENT

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By: Alvin Nann
Assistant Counsel
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Attorney for the New York State Banking
Department

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DATED: March 4, 2002

JAMES E. RYAN
Attorney General
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By: Tom James
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Attorneys for the People of the
State of Illinois

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Defendants:

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DATED: March — 2002

SARAH CHISICK, individually

21

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DATED: March __, 2002

BRIAN CHISICK, individually

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1 DATED: March __, 2002

ROBERTA. BUTTERWORTH
Attorney General
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By: Stephen LeClair
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110 S.E. Sixth Street, Ninth Floor
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Attorneys for the State of Florida

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10 DATED: March __, 2002

JANET NAPOLITANO,
Arizona Attorney General

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By: Hugh Hegyi
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Phoenix, AZ 85007-2997

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Attorneys for the State of Arizona

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18 DATED: March 1, 2002

THOMAS F. REILLY
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Commonwealth of Massachusetts

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By: Judith Whiting
Assistant Attorney General
Consumer Protection and Antitrust
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One Ashburton Place
Boston, MA 02108

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Attorneys for the Commonwealth of
Massachusetts

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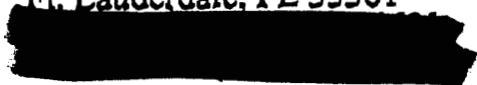
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1 DATED: March — 2002

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Attorney General
State of Florida

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5 By: Stephen LeClair
Assistant Attorney General
110 S.E. Sixth Street Ninth Floor
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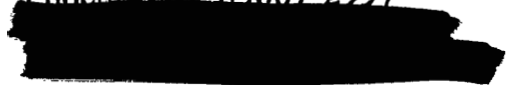


7
8 Attorneys for the State of Florida

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10 DATED: March, 2002

JANET NAPOLITANO,
Arizona Attorney General

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12 *Janet Napolitano (subject to approval)*
13 By: Hugh Hegyi
Assistant Attorney General
14 1275 West Washington Street
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16 Attorneys for the State of Arizona

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18 DATED; March — 2002

THOMAS F. REILLY
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Commonwealth of Massachusetts

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21 By: Judith Whiting
Assistant Attorney General
22 Consumer Protection and Antitrust
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24 One Ashburton Place
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26 Attorneys for the Commonwealth of
27 Massachusetts

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T-028 P.004/005 F-083

1 DATED: March __, 2002

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10 DATED: March __, 2002

JANET NAPOLITANO,
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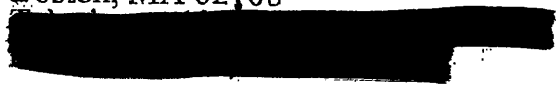


Attorneys for the State of Arizona

18 DATED: March __, 2002

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Boston, MA 02108





Attorneys for the Commonwealth of
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DATED: March 1, 2002

NEW YORK STATE BANKING DEPARTMENT


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Defendants:

DATED: March __, 2002

SARAH CHISICK, individually

DATED: March __, 2002

BRIAN CHISICK, individually

1 DATED: February __, 2002

JAMES E. RYAN
Attorney General
State of Illinois

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Attorneys for the People of the
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10 DATED: February __, 2002

NEW YORK STATE BANKING
DEPARTMENT

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19 Defendants:

20

21 DATED: February __, 2002

Sarah Chisick
SARAH CHISICK, individually

22

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25 DATED: February __, 2002

Brian Chisick
BRIAN CHISICK, individually

26

27

28

1 Approved as to Form:

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3 DATED: February __, 2002

RUS, MILIBAND & SMITH

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DATED: February — 2002

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1 Approved as to Form;

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3 DATED: March __, 2002

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