

Financial Institutions Reform, Recovery, and Enforcement Act of 1989, the Servicemembers Civil Relief Act, and the Bankruptcy Code and Federal Rules of Bankruptcy Procedure;

WHEREAS, the parties have agreed to resolve their claims without the need for litigation;

WHEREAS, Defendant, by its attorneys, has consented to entry of this Consent Judgment without trial or adjudication of any issue of fact or law and to waive any appeal if the Consent Judgment is entered as submitted by the parties;

WHEREAS, Defendant, by entering into this Consent Judgment, does not admit the allegations of the Complaint other than those facts deemed necessary to the jurisdiction of this Court;

WHEREAS, the intention of the United States and the States in effecting this settlement is to remediate harms allegedly resulting from the alleged unlawful conduct of the Defendant;

AND WHEREAS, Defendant has agreed to waive service of the complaint and summons and hereby acknowledges the same;

NOW THEREFORE, without trial or adjudication of issue of fact or law, without this Consent Judgment constituting evidence against Defendant, and upon consent of Defendant, the Court finds that there is good and sufficient cause to enter this Consent Judgment, and that it is therefore ORDERED, ADJUDGED, AND DECREED:

I. JURISDICTION

1. This Court has jurisdiction over the subject matter of this action pursuant to 28 U.S.C. §§ 1331, 1345, 1355(a), and 1367, and under 31 U.S.C. § 3732(a) and (b), and over Defendant. The Complaint states a claim upon which relief may be granted against Defendant. Venue is appropriate in this District pursuant to 28 U.S.C. § 1391(b)(2) and 31 U.S.C. § 3732(a).

II. SERVICING STANDARDS

2. Defendant shall comply with the Servicing Standards, attached hereto as Exhibit A, in accordance with their terms and Section A of Exhibit E, attached hereto.

III. FINANCIAL TERMS

3. *Payment Settlement Amounts.* Defendant shall pay into an interest bearing escrow account to be established for this purpose the sum of \$1,121,188,661, which sum shall be added to funds being paid by other institutions resolving claims in this litigation (which sum shall be known as the “Direct Payment Settlement Amount”) and which sum shall be distributed in the manner and for the purposes specified in Exhibit B. Defendant’s payment shall be made by electronic funds transfer no later than seven days after the Effective Date of this Consent Judgment, pursuant to written instructions to be provided by the United States Department of Justice. After Defendant has made the required payment, Defendant shall no longer have any property right, title, interest or other legal claim in any funds held in escrow. The interest bearing escrow account established by this Paragraph 3 is intended to be a Qualified Settlement Fund within the meaning of Treasury Regulation Section 1.468B-1 of the U.S. Internal Revenue Code of 1986, as amended. The Monitoring Committee established in Paragraph 8 shall, in its sole discretion, appoint an escrow agent (“Escrow Agent”) who shall hold and distribute funds as provided herein. All costs and expenses of the Escrow Agent, including taxes, if any, shall be paid from the funds under its control, including any interest earned on the funds.

4. *Payments to Foreclosed Borrowers.* In accordance with written instructions from the State members of the Monitoring Committee, for the purposes set forth in Exhibit C, the Escrow Agent shall transfer from the escrow account to the Administrator appointed under

Exhibit C \$1,489,813,925.00 (the “Borrower Payment Amount”) to enable the Administrator to provide cash payments to borrowers whose homes were finally sold or taken in foreclosure between and including January 1, 2008 and December 31, 2011; who submit claims for harm allegedly arising from the Covered Conduct (as that term is defined in Exhibit G hereto); and who otherwise meet criteria set forth by the State members of the Monitoring Committee. The Borrower Payment Amount and any other funds provided to the Administrator for these purposes shall be administered in accordance with the terms set forth in Exhibit C.

5. *Consumer Relief.* Defendant shall provide \$3,675,400,000 of relief to consumers who meet the eligibility criteria in the forms and amounts described in Paragraphs 1-8 of Exhibit D, and \$537,000,000 of refinancing relief to consumers who meet the eligibility criteria in the forms and amounts described in Paragraph 9 of Exhibit D, to remediate harms allegedly caused by the alleged unlawful conduct of Defendant. Defendant shall receive credit towards such obligation as described in Exhibit D.

IV. ENFORCEMENT

6. The Servicing Standards and Consumer Relief Requirements, attached as Exhibits A and D, are incorporated herein as the judgment of this Court and shall be enforced in accordance with the authorities provided in the Enforcement Terms, attached hereto as Exhibit E.

7. The Parties agree that Joseph A. Smith, Jr. shall be the Monitor and shall have the authorities and perform the duties described in the Enforcement Terms, attached hereto as Exhibit E.

8. Within fifteen (15) days of the Effective Date of this Consent Judgment, the participating state and federal agencies shall designate an Administration and Monitoring Committee (the “Monitoring Committee”) as described in the Enforcement Terms. The

Monitoring Committee shall serve as the representative of the participating state and federal agencies in the administration of all aspects of this and all similar Consent Judgments and the monitoring of compliance with it by the Defendant.

V. RELEASES

9. The United States and Defendant have agreed, in consideration for the terms provided herein, for the release of certain claims, and remedies, as provided in the Federal Release, attached hereto as Exhibit F. The United States and Defendant have also agreed that certain claims, and remedies are not released, as provided in Paragraph 11 of Exhibit F. The releases contained in Exhibit F shall become effective upon payment of the Direct Payment Settlement Amount by Defendant.

10. The State Parties and Defendant have agreed, in consideration for the terms provided herein, for the release of certain claims, and remedies, as provided in the State Release, attached hereto as Exhibit G. The State Parties and Defendant have also agreed that certain claims, and remedies are not released, as provided in Part IV of Exhibit G. The releases contained in Exhibit G shall become effective upon payment of the Direct Payment Settlement Amount by Defendant.

VI. SERVICEMEMBERS CIVIL RELIEF ACT

11. The United States and Defendant have agreed to resolve certain claims arising under the Servicemembers Civil Relief Act ("SCRA") in accordance with the terms provided in Exhibit H. Any obligations undertaken pursuant to the terms provided in Exhibit H, including any obligation to provide monetary compensation to servicemembers, are in addition to the obligations undertaken pursuant to the other terms of this Consent Judgment. Only a payment to

an individual for a wrongful foreclosure pursuant to the terms of Exhibit H shall be reduced by the amount of any payment from the Borrower Payment Amount.

VII. OTHER TERMS

12. The United States and any State Party may withdraw from the Consent Judgment and declare it null and void with respect to that party if the Defendant does not make the Consumer Relief Payments (as that term is defined in Exhibit F (Federal Release)) required under this Consent Judgment and fails to cure such non-payment within thirty days of written notice by the party.

13. This Court retains jurisdiction for the duration of this Consent Judgment to enforce its terms. The parties may jointly seek to modify the terms of this Consent Judgment, subject to the approval of this Court. This Consent Judgment may be modified only by order of this Court.

14. The Effective Date of this Consent Judgment shall be the date on which the Consent Judgment has been entered by the Court and has become final and non-appealable. An order entering the Consent Judgment shall be deemed final and non-appealable for this purpose if there is no party with a right to appeal the order on the day it is entered.

15. This Consent Judgment shall remain in full force and effect for three and one-half years from the date it is entered (“the Term”), at which time the Defendants’ obligations under the Consent Judgment shall expire, except that, pursuant to Exhibit E, Defendants shall submit a final Quarterly Report for the last quarter or portion thereof falling within the Term and cooperate with the Monitor’s review of said report, which shall be concluded no later than six months after the end of the Term. Defendant shall have no further obligations under this Consent Judgment six months after the expiration of the Term, but the Court shall retain

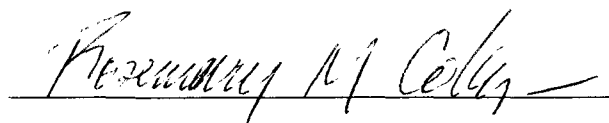
jurisdiction for purposes of enforcing or remedying any outstanding violations that are identified in the final Monitor Report and that have occurred but not been cured during the Term.

16. Except as otherwise agreed in Exhibit B, each party to this litigation will bear its own costs and attorneys' fees associated with this litigation.

17. Nothing in this Consent Judgment shall relieve Defendant of its obligation to comply with applicable state and federal law.

18. The sum and substance of the parties' agreement and of this Consent Judgment are reflected herein and in the Exhibits attached hereto. In the event of a conflict between the terms of the Exhibits and paragraphs 1-18 of this summary document, the terms of the Exhibits shall govern.

SO ORDERED this 4 day of April, 2012



UNITED STATES DISTRICT JUDGE

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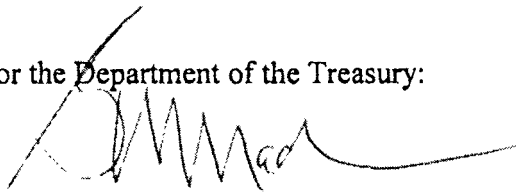
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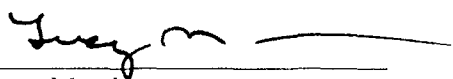
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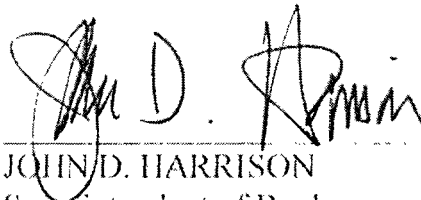
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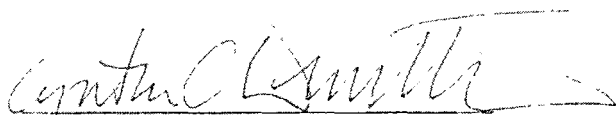
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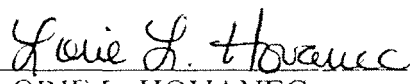
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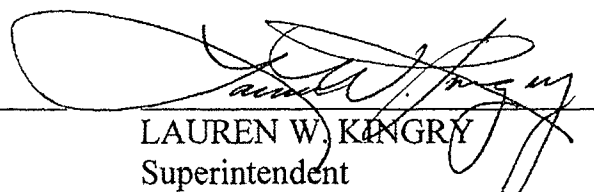
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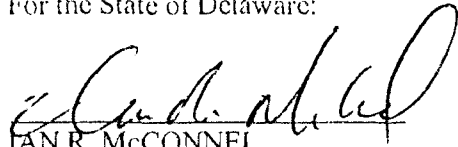
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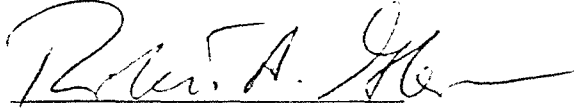
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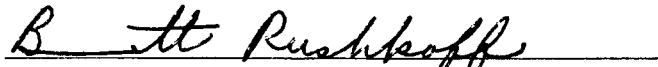


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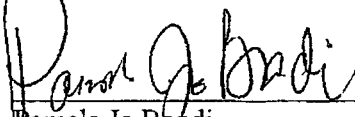
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A handwritten signature in cursive script that reads "Bennett Rushkoff". The signature is written in black ink and is positioned above a horizontal line.

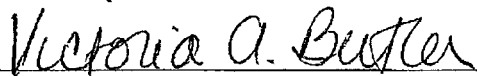
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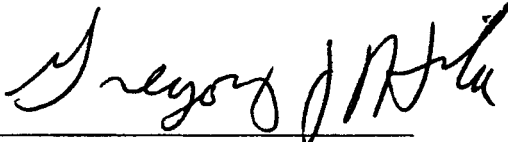
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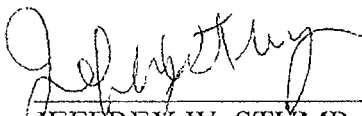
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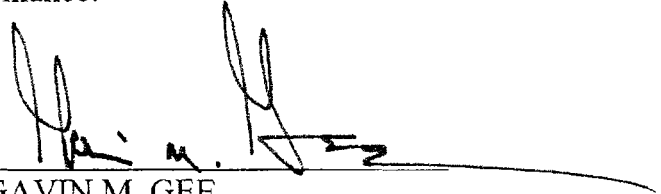
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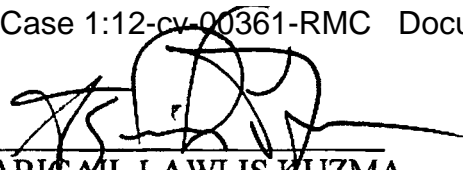


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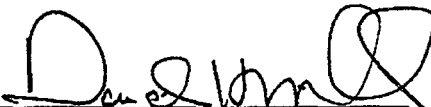
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Tel.: 317-233-9460
Fax: 317-232-7655

For the State of Indiana:

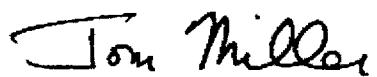
ABIGAIL LAWLIS KUZMA
Director and Chief Counsel
Consumer Protection Division
Indiana Office of Attorney
General
302 West Washington St.
IGCS 5th Fl.
Indianapolis, Indiana 46204
Tel.: 317-234-6843
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For the Indiana Department of
Financial Institutions:



DAVID H. MILLS
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For the State of Iowa:



THOMAS J. MILLER
Attorney General
1305 E. Walnut St.
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Tel: 515-281-5164
Fax: 515- 281-4209

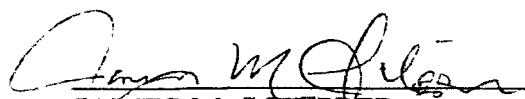
For the Iowa Division of Banking:

JAMES M. SCHIPPER
Superintendent of Banking
Iowa Division of Banking
200 E. Grand Ave., Ste. 300
Des Moines, IA 50309-1827
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For the State of Iowa:

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Attorney General
1305 E. Walnut St.
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Fax: 515- 281-4209

For the Iowa Division of Banking:

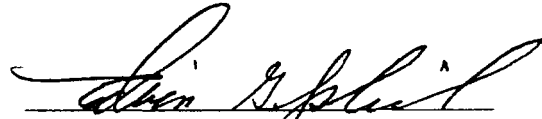


JAMES M. SCHIPPER
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Iowa Division of Banking
200 E. Grand Ave., Suite 300
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For the State of Kansas:


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For the Kansas Office of the State
Bank Commissioner:



EDWIN G. SPLICHAL
Commissioner
Kansas Office of the State Bank
Commissioner
700 SW Jackson, Suite 300
Topeka, KS 66603-3796
Tel.: 785-296-2266
Fax: 785-296-0168

For the State of Kansas:

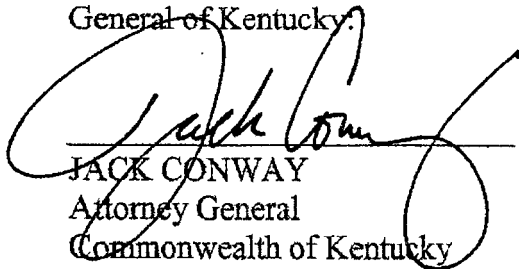


MEGHAN E. STOPPEL
Assistant Attorney General
Office of the Kansas Attorney
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Topeka, KS 66612
Tel.: 785-296-3751
Fax: 785-291-3699

For the Kansas Office of the State
Bank Commissioner:

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Commissioner
Kansas Office of the State Bank
Commissioner
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General of Kentucky.



JACK CONWAY
Attorney General
Commonwealth of Kentucky
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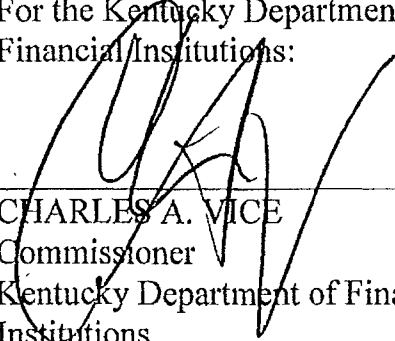
For the Kentucky Department of
Financial Institutions:

CHARLES A. VICE
Commissioner
Kentucky Department of Financial
Institutions
1025 Capital Center Drive
Suite 200
Frankfort, KY 40601
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General of Kentucky:

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For the State of Louisiana:

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CALDWELL
Attorney General

Sanettria Glasper

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Financial Institutions:

Darin Domingue

DARIN DOMINGUE
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For the State of Maine and the
Maine Bureaus of Consumer Credit
Protection and Financial Institutions:

A handwritten signature in black ink, appearing to read "Will J. Schneider", written over a horizontal line.

WILLIAM J. SCHNEIDER

Attorney General

Burton Cross Office Building, 6th Floor

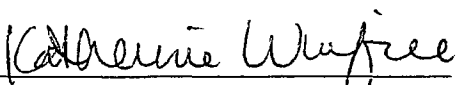
111 Sewall Street

Augusta, Maine 04330

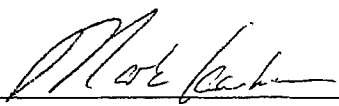
Tel.: 207-626-8800

Fax: 207-624-7730

For the State of Maryland:


KATHERINE WINFREE
Chief Deputy Attorney General
Office of the Attorney General
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MARK KAUFMAN
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Regulation
Maryland Department of Labor,
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AMBER ANDERSON VILLA
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For the Massachusetts Division of
Banks:

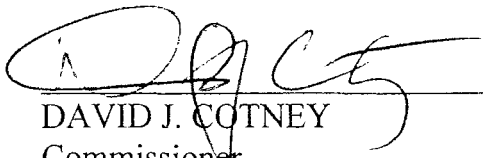
DAVID J. COTNEY
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Massachusetts Division of Banks
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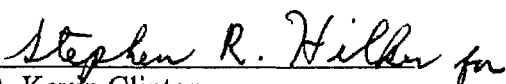
DAVID J. COTNEY
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For the State of Michigan:

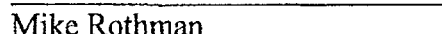
A handwritten signature in black ink, appearing to read "D.J. Pascoe". The signature is written in a cursive style with a large, looped initial "D".

BILL SCHUETTE
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D.J. Pascoe
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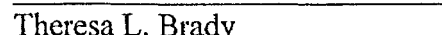
For the Michigan Office of Financial and Insurance Regulation:


R. Kevin Clinton
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State of Michigan Office of Financial and Insurance Regulation
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Attorney General, State of
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Lori Swanson
Attorney General, State of
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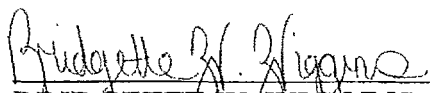
For the Minnesota Department of
Commerce:



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1200
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Special Assistant Attorney General
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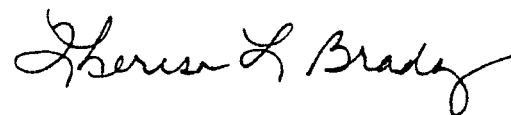
For the Mississippi Department of
Banking & Consumer Finance:

THERESA L. BRADY
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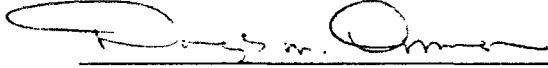
For the Mississippi Department of
Banking & Consumer Finance:



THERESA L. BRADY
Commissioner
Mississippi Department of Banking
& Consumer Finance
901 Woolfolk Building, Suite A
501 North West Street
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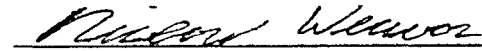
For the State of Missouri:

CHRIS KOSTER
Attorney General



DOUGLAS M. OMMEN
Chief Counsel
Consumer Protection Division
PO Box 899
Jefferson City, MO 65102
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For the Missouri Division of
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Commissioner
Missouri Division of Finance
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For the State of Montana:



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JAMES P. MOLLOY
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For the State of Montana:

For the Montana Division of
Banking and Financial Institutions:

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JAMES P. MOLLOY
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For the State of Nebraska:

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ABIGAIL M. STEMPSON

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Office of the Attorney General
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Fax: 402-471-4725

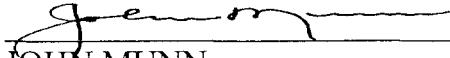
For the Nebraska Department of
Banking and Finance:

JOHN MUNN
Director
Nebraska Department of Banking
and Finance
1230 "O" Street, Suite 400
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For the State of Nebraska:

ABIGAIL M. STEMPSON
Assistant Attorney General
Office of the Attorney General
2115 State Capitol
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Fax: 402-471-4725

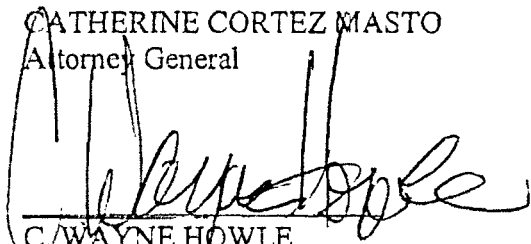
For the Nebraska Department of
Banking and Finance:



JOHN MUNN
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Nebraska Department of Banking
and Finance
1230 "O" Street, Suite 400
PO Box 95006
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For the State of Nevada:

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Attorney General



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Nevada State Bar #3443
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For the Nevada Division of
Mortgage Lending:

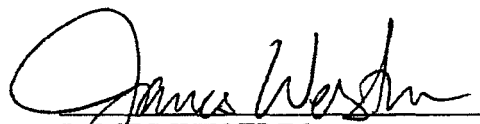
JAMES WESTRIN
Commissioner, Division of
Mortgage Lending
Nevada Department of
Business & Industry
7220 Bermuda Road, Suite A
Las Vegas, NV 89119
Tel.: 702-486-0780
Fax: 708-486-0785

For the State of Nevada:

CATHERINE CORTEZ MASTO
Attorney General

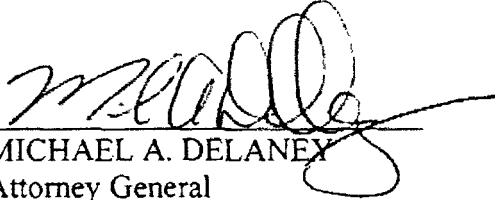
C. WAYNE HOWLE
Solicitor General
Nevada State Bar #3443
100 North Carson Street
Carson City, Nevada 89701
Tel: 775-684-1232
Fax: 775-684-1108

For the Nevada Division of
Mortgage Lending:



JAMES WESTRIN
Commissioner, Division of
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Nevada Department of
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For the State of NEW HAMPSHIRE:



MICHAEL A. DELANEY
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For the NEW HAMPSHIRE BANKING
COMMISSIONER

RONALD WILBUR
Banking Commissioner
New Hampshire Banking Department
53 Regional Drive, Suite 200
Concord, New Hampshire 03101
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Fax: 603 271-1090

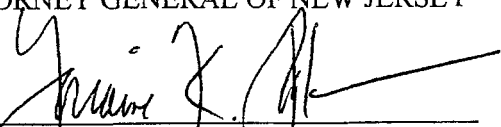
For the New Hampshire Banking
Commissioner

A handwritten signature in black ink, appearing to read 'RW', is written over a horizontal line.

RONALD A. WILBUR
Bank Commissioner
N.H. Banking Department
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Fax: 603 271-1090

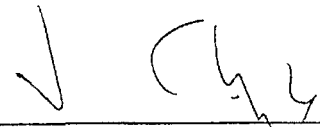
For the State of New Jersey:

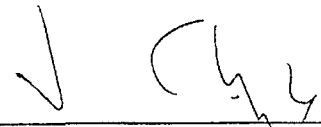
JEFFREY S. CHIESA
ATTORNEY GENERAL OF NEW JERSEY

By: 

LORRAINE K. RAK
Deputy Attorney General
Chief, Consumer/Fraud Prosecution
Section
Division of Law
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Newark, New Jersey 07101
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Fax: 973-648-4887

For the New Jersey Department of Banking &
Insurance:



By: 
KENNETH E. KOBYSLOWSKI
Acting Commissioner
New Jersey Department of Banking &
Insurance
Office of Consumer Finance, Division of
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For the State of New Mexico:



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KAREN J. MEYERS, Assistant

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Institutions Division:

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Director

New Mexico Financial

Institutions Division

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For the State of New Mexico:

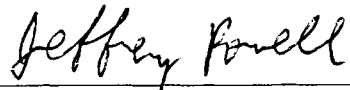
GARY K. KING, Attorney General
KAREN J. MEYERS, Assistant
Attorney General
Office of New Mexico
Attorney General
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For the New Mexico Financial
Institutions Division:



CYNTHIA RICHARDS
Director
New Mexico Financial
Institutions Division
2550 Cerrillos Road, 3rd Floor
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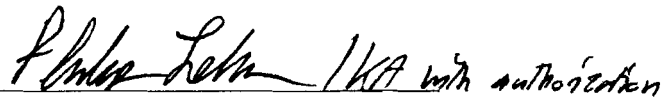
For the State of New York:



JEFFREY K. POWELL
Deputy Bureau Chief
Bureau of Consumer Frauds & Protection
Office of the New York State
Attorney General
120 Broadway
New York, NY 10271
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Fax: 212-416-6003

For the Attorney General of
North Carolina
and the North Carolina
Commissioner of Banks:

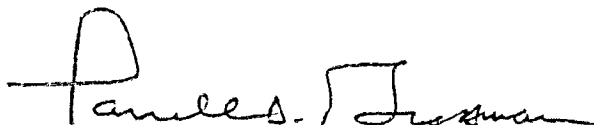
ROY COOPER
Attorney General

 *Philip Lehman / WA with authorization*

PHILIP A. LEHMAN
Assistant Attorney General
N.C. Department of Justice
P. O. Box 629
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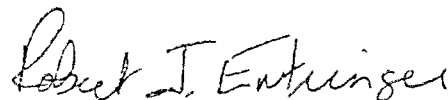
For the State of North Dakota

WAYNE STENEHJEM
Attorney General



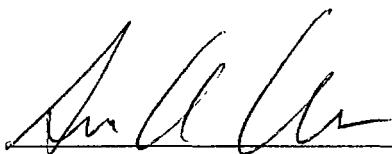
PARRELL D. GROSSMAN
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ND Department of Financial
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MIKE DEWINE:



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SUSAN A. CHOE
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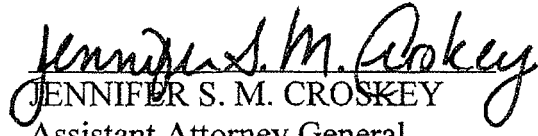
For the Ohio Department of
Commerce, Division of Financial
Institutions:

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For the Ohio Attorney General
MIKE DEWINE:

For the Ohio Department of
Commerce, Division of Financial
Institutions:

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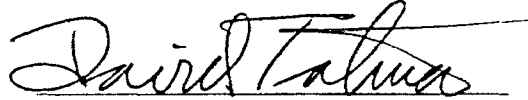
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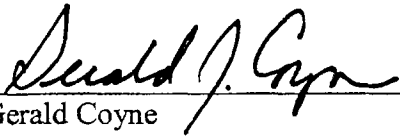
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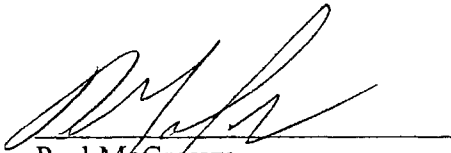
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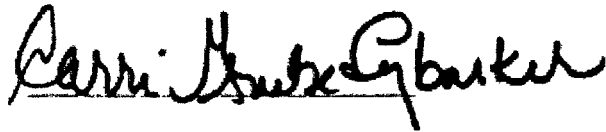
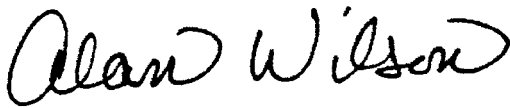
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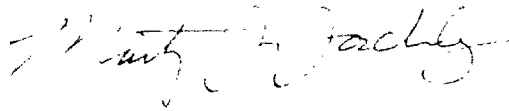
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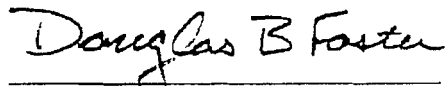
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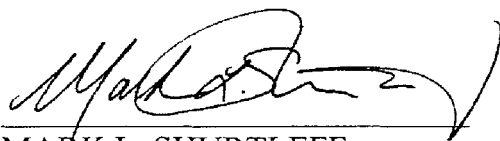
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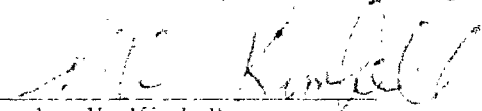
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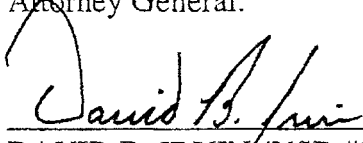
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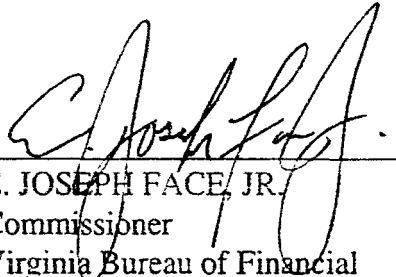
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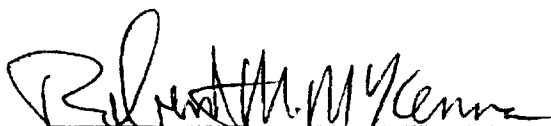
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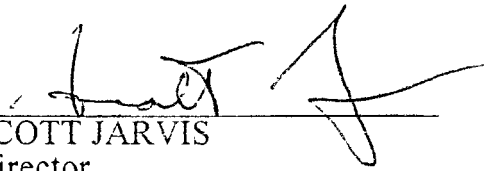
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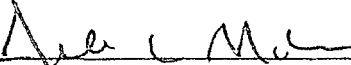
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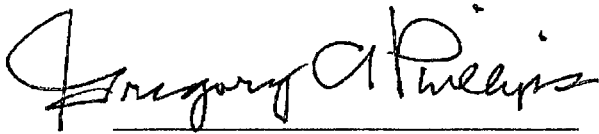
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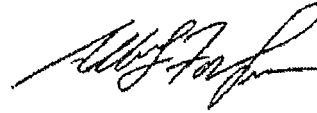


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