

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 \$1,005,233,716, 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 \$3,434,000,000 of relief to consumers who meet the eligibility criteria in the forms and amounts described in Paragraphs 1-8 of Exhibit D, and \$903,000,000 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

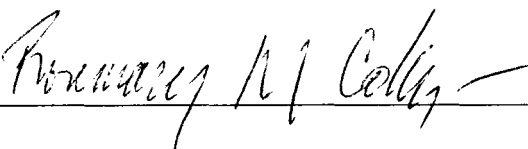
jurisdiction for purposes of enforcing or remedying any outstanding violations that are identified in the final Monitor Report and that have occurred but not been cured during the Term.

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

For the United States:



TONY WEST
Acting Associate Attorney General
U.S. Department of Justice
950 Pennsylvania Ave., N.W.
Washington, DC 20530
Tel.: 202-514-9500
Fax: 202-514-0238

For the Department of the Treasury:

GEORGE W. MADISON
General Counsel
U.S. Department of the Treasury
1500 Pennsylvania Avenue, NW
Washington, D.C. 20220
Tel.: 202-622-0283
Fax: 202-622-2882

For the Federal Trade Commission
(as to Exhibit F only):

Amanda Basta
Attorney
Federal Trade Commission
600 Pennsylvania Ave., NW
Washington, DC 20058
Tel: 202-326-2340
Fax: 202-326-2558

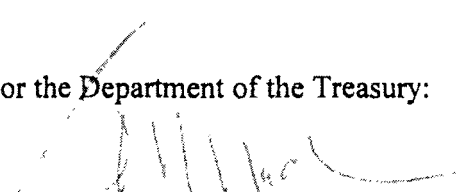
For the Department of Housing and Urban
Development:

HELEN R. KANOVSKY
General Counsel
U.S. Department of Housing and Urban
Development
451 7th Street, S.W.
Washington, DC 20410
Tel.: 202-402-5023
Fax: 202-708-3389

For the Consumer Financial Protection Bureau
(as to Exhibit F only):

Lucy Morris
Deputy Enforcement Director
Consumer Financial Protection Bureau
1500 Pennsylvania Avenue, NW
(Attn: 1801 L Street)
Washington, DC 20220
Tel: 202-435-7154

For the Department of the Treasury:



GEORGE W. MADISON
General Counsel
U.S. Department of the Treasury
1500 Pennsylvania Avenue, NW
Washington, D.C. 20220
Tel.: 202-622-0283
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600 Pennsylvania Ave., NW
Washington, DC 20058
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For the Department of Housing and Urban
Development:

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U.S. Department of Housing and Urban
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451 7th Street, S.W.
Washington, DC 20410
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U.S. Department of the Treasury
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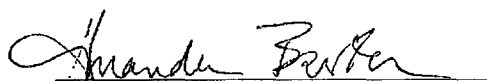
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U.S. Department of Housing and Urban
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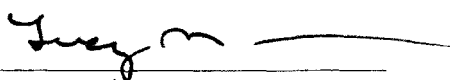
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(as to Exhibit F only):

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600 Pennsylvania Ave., NW
Washington, DC 20058
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General Counsel
U.S. Department of Housing and Urban
Development
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(as to Exhibit F only):



Lucy Morris
Deputy Enforcement Director
Consumer Financial Protection Bureau
1500 Pennsylvania Avenue, NW
(Attn: 1801 L Street)
Washington, DC 20220
Tel: 202-435-7154

For the United States:



THOMAS J. PERRELLI
Associate Attorney General
U.S. Department of Justice
950 Pennsylvania Ave., N.W.
Washington, DC 20530
Tel.: 202-514-9500
Fax: 202-514-0238

For the Department of the Treasury:

GEORGE W. MADISON
General Counsel
U.S. Department of the Treasury
1500 Pennsylvania Avenue, NW
Washington, D.C. 20220
Tel.: 202-622-0283
Fax: 202-622-2882

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(as to Exhibit F only):

Amanda Basta
Attorney
Federal Trade Commission
600 Pennsylvania Ave., NW
Washington, DC 20058
Tel: 202-326-2340
Fax: 202-326-2558

For the Department of Housing and Urban
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HELEN R. KANOVSKY
General Counsel
U.S. Department of Housing and Urban
Development
451 7th Street, S.W.
Washington, DC 20410
Tel.: 202-402-5023
Fax: 202-708-3389

For the Consumer Financial Protection Bureau
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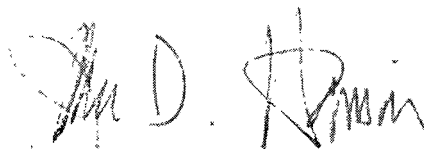
Lucy Morris
Deputy Enforcement Director
Consumer Financial Protection Bureau
1500 Pennsylvania Avenue, NW
(Attn: 1801 L Street)
Washington, DC 20220
Tel: 202-435-7154

For the State of Alabama:



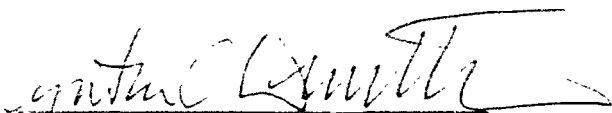
LUTHER STRANGE
Attorney General
State of Alabama
501 Washington Avenue
Montgomery, AL 36130
Tel.: 334-242-7335
Fax: 334-242-2433

For the Alabama State Banking
Department:



JOHN D. HARRISON
Superintendent of Banks
Alabama State Banking Department
401 Adams Avenue, Suite 680
P.O. Box 4600
Montgomery, AL 36103-4600
Tel.: 334-242-3452
Fax: 334-242-3500

For the State of Alaska:



CYNTHIA C. DRINKWATER
Assistant Attorney General
Alaska Attorney General's Office
1031 W. 4th Avenue, Ste. 200
Anchorage, AK 99501
Tel.: 907-269-5200
Fax: 907-264-8554

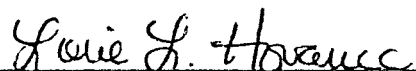
For the Alaska Division of Banking and Securities:

Lorie L. Hovanec
Director
Alaska Division of Banking and Securities
Department of Commerce, Community and
Economic Development
550 W. 7th Ave., Ste 1940
Anchorage, AK 99501
Tel.: 907-269-8140
Fax: 907-465-1231

For the State of Alaska:

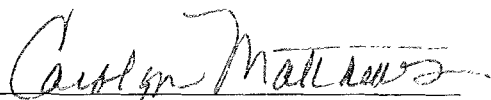
CYNTHIA C. DRINKWATER
Assistant Attorney General
Alaska Attorney General's Office
1031 W. 4th Avenue, Ste. 200
Anchorage, AK 99501
Tel.: 907-269-5200
Fax: 907-264-8554

For the Alaska Division of Banking
and Securities:


LORIE L. HOVANEK
Director
Alaska Division of Banking and
Securities
Department of Commerce,
Community and Economic
Development
550 W. 7th Ave., Ste. 1940
Anchorage, AK 99501
Tel.: 907-269-8140
Fax: 907-465-1231

For the State of Arizona:

For the Arizona Department of
Financial Institutions:




THOMAS C. HORNE
Arizona Attorney General
by Carolyn R. Matthews
Assistant Attorney General
1275 W. Washington
Phoenix, AZ 85007
Tel.: 602-542-7731
Fax: 602-542-4377

LAUREN W. KINGRY
Superintendent
Arizona Department of Financial
Institutions
2910 N. 44th Street, suite #310
Phoenix, AZ 85018
Tel.: 602-771-2772
Fax: 602-381-1225

For the State of Arizona:

For the Arizona Department of
Financial Institutions:

THOMAS C. HORNE
Arizona Attorney General
by Carolyn R. Matthews
Assistant Attorney General
1275 W. Washington
Phoenix, AZ 85007
Tel.: 602-542-7731
Fax: 602-542-4377



LAUREN W. KINGRY
Superintendent
Arizona Department of Financial
Institutions
2910 N. 44th Street, suite #310
Phoenix, AZ 85018
Tel.: 602-771-2772
Fax: 602-381-1225

For the State of Arkansas

By: 

James B. DePriest, Ark. Bar No. 80038

Deputy Attorney General

Office of the Attorney General

323 Center Street, Suite 200


Little Rock, Arkansas 72201

A. Heath Abshure
Securities Commissioner
201 East Markham, Suite 300
Little Rock, AR 72201
Tel: 501-324-9260
Fax: 501-324-9268

For the State of Arkansas:

JAMES B. DEPRIEST
Ark. Bar No. 80038
Deputy Attorney General
Office of the Attorney General
323 Center Street, Suite 200
Little Rock, Arkansas 72201
Tel.: 501-682-5028
Fax: 501-682-8118

For the Arkansas Securities
Department:



A. HEATH ABSHURE
Securities Commissioner
201 East Markham, Suite 300
Little Rock, AR 72201
Tel: 501-324-9260
Fax: 501-324-9268

For the State of California:



MICHAEL A. TRONCOSO
Senior Counsel to the Attorney General
455 Golden Gate Avenue, Ste. 14500
San Francisco, CA 94102-7007
Tel.: 415-703-1008
Fax: 415-703-1016

For the California Department of
Corporations:

JAN LYNN OWEN
Commissioner
1515 K Street, Suite 200
Sacramento, CA 95814-4052
Tel.: 916-445-7205
Fax: 916-322-1559

For the State of California:

MICHAEL A. TRONCOSO
Senior Counsel to the Attorney General
455 Golden Gate Avenue, Ste. 14500
San Francisco, CA 94102-7007
Tel.: 415-703-1008
Fax: 415-703-1016

For the California Department of
Corporations:

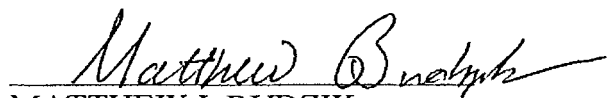

JAN LYNN OWEN 3-9-2012
Commissioner
1515 K Street, Suite 200
Sacramento, CA 95814-4052
Tel.: 916-445-7205
Fax: 916-322-1559

**For the State of Colorado, *ex. rel.* John W. Suthers,
Attorney General, and On behalf of the Administrator
of the Colorado Uniform Consumer Credit Code, Laura E. Udis:**



**ANDREW P. MCCALLIN
First Assistant Attorney General
Consumer Protection Section
Colorado Attorney General's Office
1525 Sherman Street – 7th Floor
Denver, Colorado 80203
Tel.: 303- 866-5134
Fax: 303- 866-4916**

For the State of Connecticut and the
Connecticut Department of Banking:

A handwritten signature in cursive script, reading "Matthew J. Budzik", written in black ink over a horizontal line.

MATTHEW J. BUDZIK

JOSEPH J. CHAMBERS

Assistant Attorneys General

Office of the Connecticut Attorney General

55 Elm Street, P.O. Box 120

Hartford, CT 06141-0120


Tel: 860-808-5270

Fax: 860-808-5385

For the State of Connecticut and the
Connecticut Department of Banking:

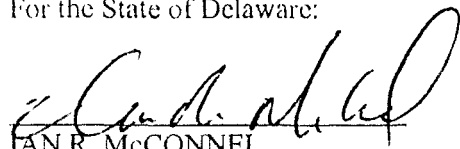
MATTHEW J. BUDZIK
JOSEPH J. CHAMBERS
Assistant Attorneys General
Office of the Connecticut Attorney General
55 Elm Street, P.O. Box 120
Hartford, CT 06141-0120
Tel: 860-808-5270
Fax: 860-808-5385

For the Connecticut
Department of Banking:



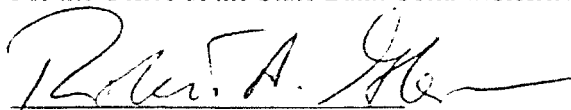
HOWARD F. PITKIN
Banking Commissioner
Connecticut Department of Banking
260 Constitution Plaza
Hartford, CT 06103-1800
Tel: 860-240-8100
Fax: 860-240-8178

For the State of Delaware:



IAN R. McCONNEL
Deputy Attorney General
Delaware Department of Justice
Attorney General's Office
820 N. French Street
Wilmington, DE 19801
Tel.: 302-577-8533
Fax: 302-577-8426

For the Office of the State Bank Commissioner:




ROBERT A. GLEN
State Bank Commissioner
Suite 210
555 East Lookerman Street
Dover, DE 19901
Tel.: 302-739-4235
Fax: 302-739-3609

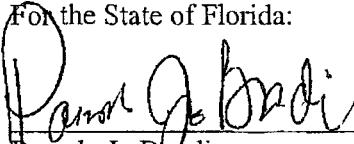
For the District of Columbia and the District of Columbia Department of Insurance, Securities and Banking:

IRVIN B. NATHAN
Attorney General for the District of Columbia

ELLEN A. EFROS
Deputy Attorney General
Public Interest Division

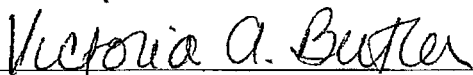

BENNETT RUSHKOFF (Bar #386925)
Chief, Public Advocacy Section
Office of the Attorney General
441 Fourth Street, N.W., Suite 600-S
Washington, DC 20001
(202) 727-5173 phone
(202) 730-1469 fax
bennett.rushkoff@dc.gov

For the State of Florida:



Pamela Jo Bondi
Attorney General
The Capitol PL-01
Tallahassee, FL 32399-1050
Tel: 850-245-0140
Fax: 850-413-0632

Patricia A. Conners
Associate Deputy Attorney General



Victoria A. Butler
Assistant Attorney General
Bureau Chief, Economic Crimes Division
3507 E. Frontage Road
Suite 325
Tampa, FL 33607
Tel: 813-287-7950
Fax: 813-281-5515

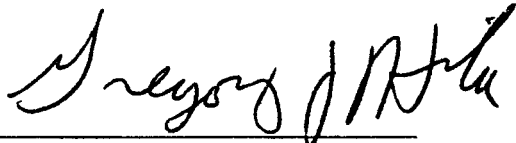
For the Florida Office of Financial Regulations:

Tom Grady
Commissioner
Florida Office of Financial Regulations
200 E. Gaines Street
The Fletcher Building, Suite 118
Tallahassee, FL 32399-0370
Tel.: 850-410-9601
Fax: 850-410-9914

For the State of Florida:

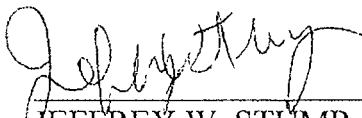
For the Florida Office of
Financial Regulation:

PAMELA JO BONDI
Attorney General
The Capitol PL-01
Tallahassee, FL 32399-1050
Tel: 850-245-0140
Fax: 850-413-0632



For TOM GRADY
Commissioner
Florida Office of Financial Regulation
200 E. Gaines Street
The Fletcher Building, Suite 118
Tallahassee, FL 32399-0370
Tel.: 850-410-9601
Fax: 850-410-9914


For the State of Georgia and the
Georgia Department of Banking and Finance:



JEFFREY W. STUMP

Assistant Attorney General
Georgia Department of Law
40 Capitol Square, S.W.
Atlanta, Georgia 30334
Tel.: 404-656-3337
Fax: 404-656-0677

For the State of Hawaii and the
State of Hawaii Commissioner of Financial Institutions:

A handwritten signature in black ink, appearing to read "D. Louie", with a horizontal line extending to the right from the end of the signature.

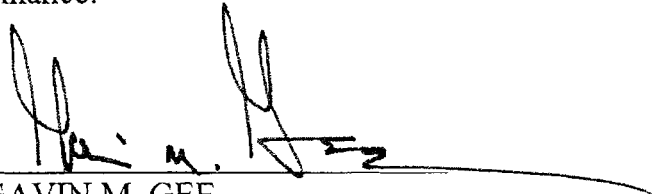
DAVID M. LOUIE
Attorney General, State of Hawaii
Department of the Attorney General
425 Queen Street
Honolulu, Hawaii 96813
Tel: 808-586-1500
Fax: 808-586-1239

For the State of Idaho
LAWRENCE WASDEN, Attorney
General:



BRETT T. DELANGE
Deputy Attorney General
Office of the Idaho Attorney
General
700 W. Jefferson St.
P.O. Box 83720
Boise, ID 83720-0010
Tel.: 208-334-2400
Fax: 208-854-8071

For the Idaho Department of
Finance:



GAVIN M. GEE
Director of Finance
Idaho Department of Finance
800 Park Blvd., Suite 200
P.O. Box 83720
Boise, ID 83720-0031
Tel.: 208-332-8000
Fax: 208-332-8097

For the State of Illinois:

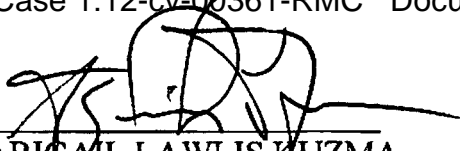

DEBORAH HAGAN

Chief, Consumer Protection
Division
Illinois Attorney General's Office
500 South Second Street
Springfield, IL 62706
Tel.: 217-782-9021
Fax: 217-782-1097

For the Illinois Department of
Financial and Professional
Regulation:


BRENT E. ADAMS

Secretary
Illinois Department of Financial and
Professional Regulation
100 W. Randolph St., 9th Floor
Chicago, IL 60601
Tel.: 312-814-2837
Fax: 312-814-2238



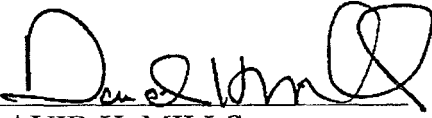
ABIGAIL LAWLIS KUZMA
Director and Chief Counsel
Consumer Protection Division
Indiana Office of Attorney
General
302 West Washington St.
IGCS 5th Fl.
Indianapolis, Indiana 46204
Tel.: 317-234-6843
Fax: 317-233-4393

DAVID H. MILLS
Director
Indiana Department of Financial
Institutions
30 South Meridian Street
Suite 300
Indianapolis, Indiana 46204
Tel.: 317-233-9460
Fax: 317-232-7655

For the State of Indiana:

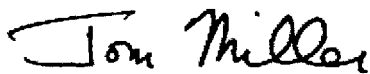
ABIGAIL LAWLIS KUZMA
Director and Chief Counsel
Consumer Protection Division
Indiana Office of Attorney
General
302 West Washington St.
IGCS 5th Fl.
Indianapolis, Indiana 46204
Tel.: 317-234-6843
Fax: 317-233-4393

For the Indiana Department of
Financial Institutions:



DAVID H. MILLS
Director
Indiana Department of Financial
Institutions
30 South Meridian Street
Suite 300
Indianapolis, Indiana 46204
Tel.: 317-233-9460
Fax: 317-232-7655

For the State of Iowa:



THOMAS J. MILLER
Attorney General
1305 E. Walnut St.
Des Moines, IA 50319
Tel: 515-281-5164
Fax: 515- 281-4209

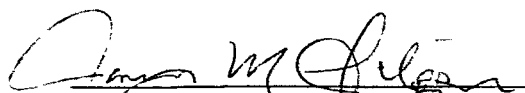
For the Iowa Division of Banking:

JAMES M. SCHIPPER
Superintendent of Banking
Iowa Division of Banking
200 E. Grand Ave., Ste. 300
Des Moines, IA 50309-1827
Tel: 515- 242-0350
Fax: 515-281-4862

For the State of Iowa:

THOMAS J. MILLER
Attorney General
1305 E. Walnut St.
Des Moines, IA 50319
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., Suite 300
Des Moines, IA 50309
Tel: 515- 281-4014
Fax: 515-281-4862

For the State of Kansas:

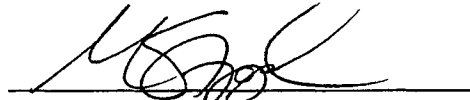
MEGHAN E. STOPPEL
Assistant Attorney General
Office of the Kansas Attorney
General
120 SW 10th Avenue, 2nd Floor
Topeka, KS 66612
Tel.: 785-296-3751
Fax: 785-291-3699

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:



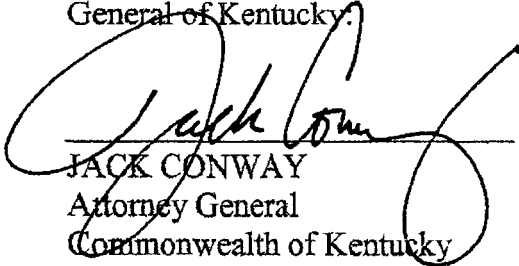
MEGHAN E. STOPPEL
Assistant Attorney General
Office of the Kansas Attorney
General
120 SW 10th Avenue, 2nd Floor
Topeka, KS 66612
Tel.: 785-296-3751
Fax: 785-291-3699

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 Office of the Attorney
General of Kentucky.



JACK CONWAY
Attorney General
Commonwealth of Kentucky
State Capitol, Suite 118
700 Capital Avenue
Frankfort, Kentucky 40601-3449
Tel.: 502-696-5300
Fax: 502-564-2894

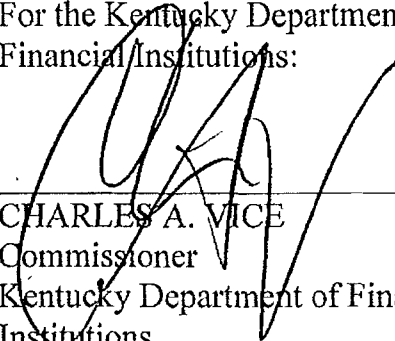
For the Kentucky Department of
Financial Institutions:

CHARLES A. VICE
Commissioner
Kentucky Department of Financial
Institutions
1025 Capital Center Drive
Suite 200
Frankfort, KY 40601
Tel.: 502-573-3390
Fax: 502-573-8787

For the Office of the Attorney
General of Kentucky:

JACK CONWAY
Attorney General
Commonwealth of Kentucky
State Capitol, Suite 118
700 Capital Avenue
Frankfort, Kentucky 40601-3449
Tel.: 502-696-5300
Fax: 502-564-2894

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Financial Institutions:



CHARLES A. VICE
Commissioner
Kentucky Department of Financial
Institutions
1025 Capital Center Drive
Suite 200
Frankfort, KY 40601
Tel.: 502-573-3390
Fax: 502-573-8787

For the State of Louisiana:

JAMES D. "BUDDY"
CALDWELL
Attorney General

Sanettria Glasper

SANETTRIA GLASPER
PLEASANT
Louisiana State Bar # 25396
Assistant Attorney General
Director of Public Protection
Division
1885 North Third Street, 4th Floor
Baton Rouge, LA 70802
Tel: 225-326-6452
Fax: 225-326-6498

For the Louisiana Office of
Financial Institutions:

Daren Domingue

DAREN DOMINGUE
Deputy Chief Examiner
Louisiana Office of Financial
Institutions
8660 United Plaza Blvd ~ Floor
Baton Rouge, I.A 70809
Tel.: 225-922-2596
Fax: 225-925-4548

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 "William J. Schneider", written over a horizontal line.

WILLIAM J. SCHNEIDER

Attorney General

Burton Cross Office Building, 6th Floor

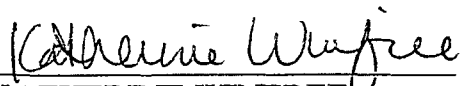
111 Sewall Street

Augusta, Maine 04330

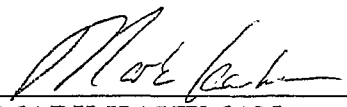
Tel.: 207-626-8800

Fax: 207-624-7730

For the State of Maryland:


KATHERINE WINFREE
Chief Deputy Attorney General
Office of the Attorney General
of Maryland
200 Saint Paul Place
Baltimore, MD 21202
Tel: 410-576-6311
Fax: 410-576-7036
Bar Number 306662

For the Office of the Commissioner
of Financial Regulation:


MARK KAUFMAN
Commissioner of Financial
Regulation
Maryland Department of Labor,
Licensing and Regulation
500 North Calvert Street
Suite 402
Baltimore, MD 21202
Tel.: 410-230-6100
Fax: 410-333-0475

For The Commonwealth Of
Massachusetts:

MARTHA COAKLEY
Attorney General



AMBER ANDERSON VILLA
Mass. BBO #647566
Assistant Attorney General
Public Protection and Advocacy Bureau
Consumer Protection Division
One Ashburton Place
Boston, MA 02108
Tel: 617-727-2200

For the Massachusetts Division of
Banks:

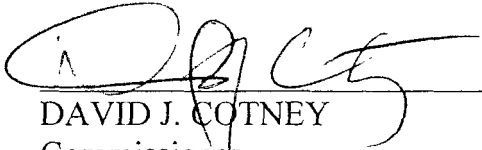
DAVID J. COTNEY
Commissioner
Massachusetts Division of Banks
1000 Washington St., 10th Floor
Boston, MA 02118
Tel: 617-956-1510
Fax: 617-956-1599

For The Commonwealth Of
Massachusetts:

MARTHA COAKLEY
Attorney General

For the Massachusetts Division of
Banks:

AMBER ANDERSON VILLA
Mass. BBO #647566
Assistant Attorneys General
Public Protection and Advocacy Bureau
Consumer Protection Division
One Ashburton Place
Boston, MA 02108
Tel: 617-727-2200



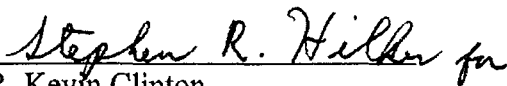
DAVID J. COTNEY
Commissioner
Massachusetts Division of Banks
1000 Washington St., 10th Floor
Boston, MA 02118
Tel: 617-956-1510
Fax: 617-956-1599

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, prominent initial "D".

BILL SCHUETTE
Attorney General
D.J. Pascoe
Assistant Attorney General
525 W. Ottawa Street
PO Box 30755
Lansing, MI 48909
Tel.: 517-373-1160
Fax: 517-335-3755

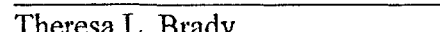
For the Michigan Office of Financial and Insurance Regulation:


R. Kevin Clinton
Commissioner
State of Michigan Office of Financial and Insurance Regulation
611 W. Ottawa Street, PO Box 30220
Lansing, MI 48909-7720
Tel.: 517-335-3167
Fax: 517-335-0908

For the Minnesota Department of Commerce:


Mike Rothman
Commissioner
Minnesota Department of Commerce
85 7th Place East, Suite 500
St. Paul, MN 55101
Tel.: 651-296-6025
Fax: 651-296-8591

For the Mississippi Department of Banking & Consumer Finance


Theresa L. Brady
Commissioner
Mississippi Department of Banking & Consumer Finance
901 Woolfork Building, Suite A
501 North West Street
Jackson, MS 39201
Tel.: 601-359-1031
Fax: 601-359-3557

For the State of Minnesota:

Lori Swanson
Attorney General, State of
Minnesota



NATHAN BRENNAMAN
Deputy Attorney General
Minnesota Attorney General's
Office
445 Minnesota Street, Suite 1200
St. Paul, MN 55101-2130
Tel.: 651-757-1415
Fax: 651-296-7438

For the Minnesota Department of
Commerce:

MIKE ROTHMAN
Commissioner
Minnesota Department of
Commerce
85 7th Place East, Suite 500
St. Paul, MN 55101
Tel.: 651-296-6025
Fax: 651-297-1959

For the State of Minnesota:

Lori Swanson
Attorney General, State of
Minnesota

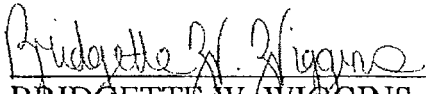
For the Minnesota Department of
Commerce:



NATHAN BRENNAMAN
Deputy Attorney General
Minnesota Attorney General's
Office
445 Minnesota Street, Suite
1200
St. Paul, MN 55101-2130
Tel.: 651-757-1415
Fax: 651-296-7438

MIKE ROTHMAN
Commissioner
Minnesota Department of Commerce
85 7th Place East, Suite 500
St. Paul, MN 55101
Tel.: 651-296-6025
Fax: 651-297-1959

For the State of Mississippi:


BRIDGETTE W. WIGGINS
Special Assistant Attorney General
Mississippi Attorney General's
Office
Post Office Box 22947
Jackson, MS 39225-2947
Tel.: 601-359-4279
Fax: 601-359-4231

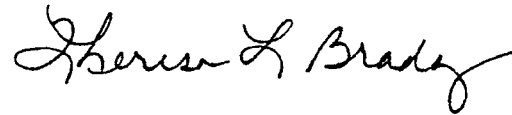
For the Mississippi Department of
Banking & Consumer Finance:

THERESA L. BRADY
Commissioner
Mississippi Department of Banking
& Consumer Finance
901 Woolfolk Building, Suite A
501 North West Street
Jackson, MS 39201
Tel.: 601-359-1031
Fax: 601-359-3557

For the State of Mississippi:

BRIDGETTE W. WIGGINS
Special Assistant Attorney General
Mississippi Attorney General's
Office
Post Office Box 22947
Jackson, MS 39225-2947
Tel.: 601-359-4279
Fax: 601-359-4231

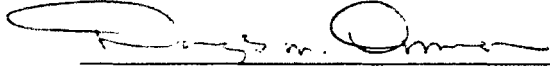
For the Mississippi Department of
Banking & Consumer Finance:



THERESA L. BRADY
Commissioner
Mississippi Department of Banking
& Consumer Finance
901 Woolfolk Building, Suite A
501 North West Street
Jackson, MS 39201
Tel.: 601-359-1031
Fax: 601-359-3557

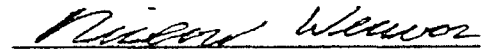
For the State of Missouri:

CHRIS KOSTER
Attorney General



DOUGLAS M. OMMEN
Chief Counsel
Consumer Protection Division
PO Box 899
Jefferson City, MO 65102
Tel.: 573-751-7007
Fax: 573-751-2041

For the Missouri Division of
Finance:



RICHARD WEAVER
Commissioner
Missouri Division of Finance
301 West High Street, Room 630
Jefferson City, MO 65101
Tel.: 573-751-2545
Fax: 573-751-9192

For the State of Montana:



STEVE BULLOCK
Attorney General
JAMES P. MOLLOY
Assistant Attorney General
Montana Department of Justice
215 N. Sanders
Helena MT 59624
Tel.: 406-444-2026
Fax: 406-444-3549


For the Montana Division of
Banking and Financial Institutions:

MELANIE S. GRIGGS
Commissioner
Division of Banking and Financial
Institutions
301 South Park Ave, Suite 316
Helena, MT 59620
Tel.: 406-841-2920
Fax: 406-841-2930

For the State of Montana:

For the Montana Division of
Banking and Financial Institutions:

STEVE BULLOCK
Attorney General
JAMES P. MOLLOY
Assistant Attorney General
Montana Department of Justice
215 N. Sanders
Helena MT 59624
Tel.: 406-444-2026
Fax: 406-444-3549



MELANIE S. GRIGGS
Commissioner
Division of Banking and Financial
Institutions
301 South Park Ave, Suite 316
Helena, MT 59620
Tel.: 406-841-2920
Fax: 406-841-2930

For the State of Nebraska:

JON BRUNING, Attorney General


ABIGAIL M. STEMPSON

Assistant Attorney General
Office of the Attorney General
2115 State Capitol
Lincoln, NE 68509-8920
Tel.: 402-471-2811
Fax: 402-471-4725

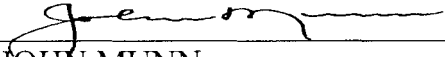
For the Nebraska Department of
Banking and Finance:

JOHN MUNN
Director
Nebraska Department of Banking
and Finance
1230 "O" Street, Suite 400
PO Box 95006
Lincoln, NE 68509
Tel.: 402-471-2171
Fax: 402-471-3062

For the State of Nebraska:

ABIGAIL M. STEMPSON
Assistant Attorney General
Office of the Attorney General
2115 State Capitol
Lincoln, NE 68509-8920
Tel.: 402-471-2811
Fax: 402-471-4725

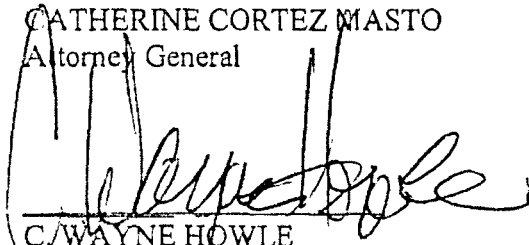
For the Nebraska Department of
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JOHN MUNN
Director
Nebraska Department of Banking
and Finance
1230 "O" Street, Suite 400
PO Box 95006
Lincoln, NE 68509
Tel.: 402-471-2171
Fax: 402-471-3062

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:

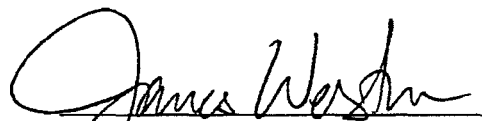
JAMES WESTRIN
Commissioner, Division of
Mortgage Lending
Nevada Department of
Business & Industry
7220 Bermuda Road, Suite A
Las Vegas, NV 89119
Tel.: 702-486-0780
Fax: 708-486-0785

For the State of Nevada:

CATHERINE CORTEZ MASTO
Attorney General

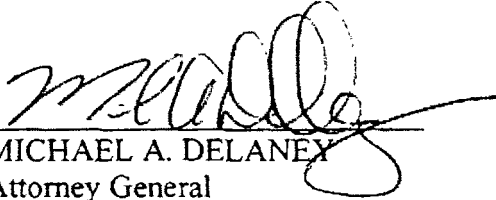
C. WAYNE HOWLE
Solicitor General
Nevada State Bar #3443
100 North Carson Street
Carson City, Nevada 89701
Tel: 775-684-1232
Fax: 775-684-1108

For the Nevada Division of
Mortgage Lending:



JAMES WESTRIN
Commissioner, Division of
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 NEW HAMPSHIRE:



MICHAEL A. DELANEY
Attorney General
N.H. Department of Justice
33 Capitol Street
Concord, New Hampshire 03301
Tel.: 603 271-3658
Fax: 603 271-2110

For the NEW HAMPSHIRE BANKING
COMMISSIONER

RONALD WILBUR
Banking Commissioner
New Hampshire Banking Department
53 Regional Drive, Suite 200
Concord, New Hampshire 03101
Tel.: 603 271-3561
Fax: 603 271-1090

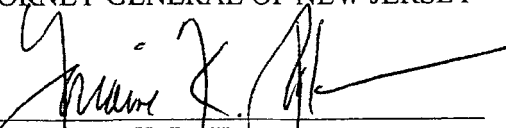
For the New Hampshire Banking
Commissioner

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
53 Regional Drive, Suite 200
Concord, New Hampshire 03101
Tel.: 603 271-3561
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
124 Halsey Street – 5th Floor
P.O. Box 45029
Newark, New Jersey 07101
Tel.: 973-877-1280
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
Banking
20 West State Street – 5th Floor
P.O. Box 040
Trenton, New Jersey 08625-0040
Tel.: 609-633-7667
Fax: 609-292-3144

For the State of New Mexico:



GARY K. KING, Attorney General
KAREN J. MEYERS, Assistant
Attorney General
Office of New Mexico
Attorney General
PO Drawer 1508
Santa Fe, NM 87504-1508
Tel: 505-222-9100
Fax: 505-222-9033


**For the New Mexico Financial
Institutions Division:**

CYNTHIA RICHARDS
Director
New Mexico Financial
Institutions Division
2550 Cerrillos Road, 3rd Floor
Santa Fe, NM 87505
Tel: 505-476-4560
Fax: 505-476-4670

For the State of New Mexico:

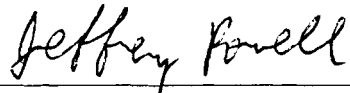
GARY K. KING, Attorney General
KAREN J. MEYERS, Assistant
Attorney General
Office of New Mexico
Attorney General
PO Drawer 1508
Santa Fe, NM 87504-1508
Tel: 505-222-9100
Fax: 505-222-9033

For the New Mexico Financial
Institutions Division:



CYNTHIA RICHARDS
Director
New Mexico Financial
Institutions Division
2550 Cerrillos Road, 3rd Floor
Santa Fe, NM 87505
Tel: 505-476-4560
Fax: 505-476-4670

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

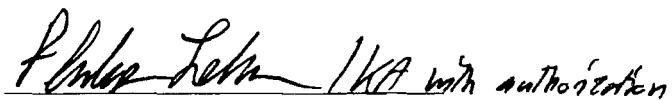
New York, NY 10271

Tel.: 212-416-8309

Fax: 212-416-6003

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

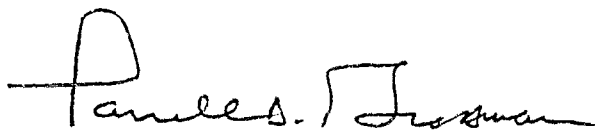
ROY COOPER
Attorney General

 *Philip Lehman / KA with authorization*

PHILIP A. LEHMAN
Assistant Attorney General
N.C. Department of Justice
P. O. Box 629
Raleigh, NC 27602
Tel.: 919-716-6000
Fax: 919-716-6019
Email: plehman@ncdoj.gov

For the State of North Dakota

WAYNE STENEHJEM
Attorney General



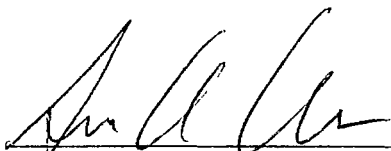
PARRELL D. GROSSMAN
(ID No. 04684)
Assistant Attorney General
Director, Consumer Protection and
Antitrust Division
Office of Attorney General
Gateway Professional Center
1050 E Interstate Ave, Ste 200
Bismarck, ND 58503-5574
Tel: 701-328-5570
Fax: 701-328-5568

For the North Dakota Department
of Financial Institutions



ROBERT J. ENTRINGER
Commissioner
ND Department of Financial
Institutions
2000 Schafer Street, Suite G
Bismarck, ND 58501-1204
Tel: 701-328-9933
Fax: 701-328-0290

For the Ohio Attorney General
MIKE DEWINE:



MATTHEW J. LAMPKE
JEFFREY R. LOESER
SUSAN A. CHOE
Assistant Attorneys General
Ohio Attorney General
30 E. Broad St., 14th Floor
Columbus, OH 43215
Tel.: 614-466-1305
Fax: 614-466-8898

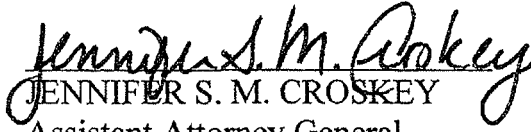
For the Ohio Department of
Commerce, Division of Financial
Institutions:

JENNIFER S. M. CROSKEY
Assistant Attorney General
Ohio Attorney General, Executive
Agencies
30 E. Broad St., 26th Floor
Columbus, OH 43215
Tel: 614-466-2980
Fax: 614-728-9470

For the Ohio Attorney General
MIKE DEWINE:

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

MATTHEW J. LAMPKE
JEFFREY R. LOESER
SUSAN A. CHOE
Assistant Attorneys General
Ohio Attorney General
30 E. Broad St., 14th Floor
Columbus, OH 43215
Tel.: 614-466-1305
Fax: 614-466-8898


JENNIFER S. M. CROSKEY
Assistant Attorney General
Ohio Attorney General, Executive
Agencies
30 E. Broad St., 26th Floor
Columbus, OH 43215
Tel: 614-466-2980
Fax: 614-728-9470

For the State of Oregon,
Attorney General JOHN R. KROGER:

For Department of Consumer and
Business Services, PATRICK
ALLEN, Director:




SIMON WHANG
Assistant Attorney General
Oregon Department of Justice
Financial Fraud/Consumer Protection
1515 SW 5th Avenue, Ste. 410
Portland, OR 97201
Tel.: 971-673-1880
Fax: 971-673-1902

DAVID C. TATMAN,
Administrator
Division of Finance and
Corporate Securities
350 Winter Street NE, Rm. 410
Salem, OR 97301-3881
Tel.: 503-378-4140
Fax: 503-947-7862

For the State of Oregon.
Attorney General JOHN R. KROGER:

For Department of Consumer and
Business Services.
PATRICK ALLEN, Director:

SIMON WHANG
Assistant Attorney General
Oregon Department of Justice
Financial Fraud/Consumer Protection
1515 SW 5th Avenue, Ste. 410
Portland, OR 97201
Tel.: 971-673-1880
Fax: 971-673-1902



DAVID C. TATMAN,
Administrator
Division of Finance and
Corporate Securities
350 Winter Street NE, Rm. 410
Salem, OR 97301-3881
Tel.: 503-378-4140
Fax: 503-947-7862

For the Commonwealth of Pennsylvania
Office of Attorney General:

For the Commonwealth of Pennsylvania
Department of Banking:




LINDA L. KELLY
Attorney General
Commonwealth of Pennsylvania
Office of Attorney General
16th Floor, Strawberry Square
Harrisburg, PA 17120
Tel: 717.787.3391
Fax: 717.783.1107

GLENN E. MOYER
Secretary of Banking
Commonwealth of Pennsylvania
Department of Banking
17 N. Second St., Suite 1300
Harrisburg, PA 17101
Tel.: 717-783-7151
Fax: 717-214-0808

For the Commonwealth of Pennsylvania
Office of Attorney General:

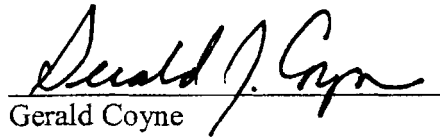
For the Commonwealth of Pennsylvania
Department of Banking:

LINDA L. KELLY
Attorney General
Commonwealth of Pennsylvania
Office of Attorney General
16th Floor, Strawberry Square
Harrisburg, PA 17120
Tel: 717.787.3391
Fax: 717.783.1107



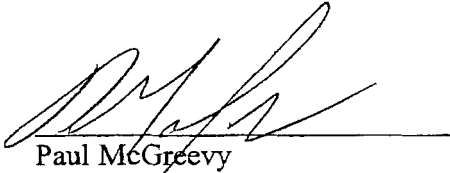
GLENN E. MOYER
Secretary of Banking
Commonwealth of Pennsylvania
Department of Banking
17 N. Second St., Suite 1300
Harrisburg, PA 17101
Tel.: 717-783-7151
Fax: 717-214-0808

For the Rhode Island Department of Attorney General:



Gerald Coyne
Rhode Island Department of Attorney General
Deputy Attorney General
150 South Main Street
Providence, RI 02903
Tel: 401-274- 4400 Extension 2257
Fax: 401- 222-1302

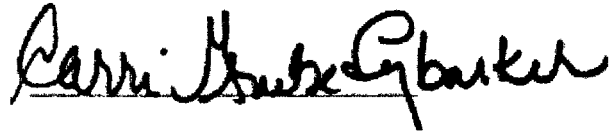
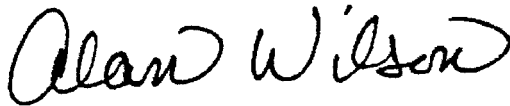
For the Rhode Island Department of Business Regulation:



Paul McGreevy
Director
Rhode Island Department of Business Regulation
Division of Banking
1511 Pontiac Avenue, Bldg. 68-2
Cranston, RI 02920
Tel.: 401-462-9553
Fax: 401-462-9532

For the State of South Carolina:

For the South Carolina Department of
Consumer Affairs and South Carolina Board
of Financial Institutions:



ALAN WILSON
Attorney General

CARRI GRUBE LYBARKER
Administrator

JOHN W. MCINTOSH
Chief Deputy Attorney General

SC Department of Consumer Affairs
2221 Devine Street, Suite 200
PO Box 5757

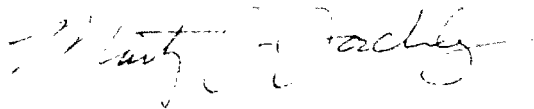
C. HAVIRD JONES, JR.
Assistant Deputy Attorney General

Columbia, SC 29250
Tel.: 803-734-4233
Fax: 803-734-4229

MARY FRANCES JOWERS
Assistant Attorney General

South Carolina Attorney General's
Office
1000 Assembly Street, Room 519
Columbia, SC 29201
Tel.: 803-734-3970
Fax: 803-734-3677

For the State of South Dakota:



MARTY J. JACKLEY
Attorney General
1302 E. Highway 14, Suite 1
Pierre, SD 57501
Tel.: 605-773-3215
Fax: 605-773-4106


For the South Dakota Division
of Banking:

BRET AFDAHL
Director
South Dakota Division of
Banking
217 ½ West Missouri Ave.
Pierre, SD 57501
Tel.: 605-773-3421
Fax: 605-773-5367

For the State of South Dakota:

For the South Dakota Division of
Banking:

MARTY J. JACKLEY
Attorney General
1302 E. Highway 14, Suite 1
Pierre, SD 57501
Tel.: 605-773-3215
Fax: 605-773-4106



BRET AFDAHL
Director
South Dakota Division of Banking
217 ½ West Missouri Ave.
Pierre, SD 57501
Tel.: 605-773-3421
Fax: 866-326-7504

For the State of Tennessee:



ROBERT E. COOPER, JR.
Attorney General and Reporter
Office of the Tennessee Attorney General
425 Fifth Avenue North
Nashville, TN 37243-3400
Tel.: 615-741-3491
Fax: 615-741-2009

For the Tennessee Department of Financial
Institutions:



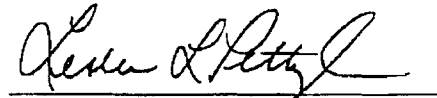
GREG GONZALES
Commissioner
Tennessee Department of Financial Institutions
414 Union Street
Suite 1000
Nashville, TN 37219
Tel.: 615-741-5603
Fax: 615-741-2883

For the State of Texas:



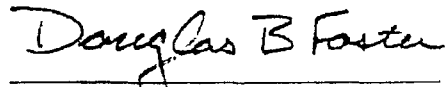
JAMES A. DAROSS
State Bar No. 05391500
Assistant Attorney General
Consumer Protection Division
401 E. Franklin Avenue, Suite 530
El Paso, Texas 79901
(915) 834-5800
FAX (915) 542-1546

For the Texas Office of Consumer Credit Commissioner:



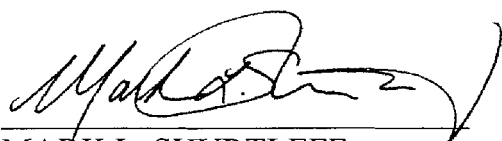
LESLIE L. PETTIJOHN
Commissioner
Texas Office of Consumer Credit Commissioner
2601 N Lamar Blvd
Austin, TX 78705-4207
Tel.: 512-936-7600
Fax: 512-936-7610

For the Texas Department of Savings and Mortgage Lending:



DOUGLAS B. FOSTER
Commissioner
Texas Department of Savings and Mortgage Lending
2601 N Lamar Blvd, Suite 201
Austin, TX 78644
Tel.: 512-475-1350
Fax: 512-475-1360

For the State of Utah:



MARK L. SHURTLEFF
Utah Attorney General
350 North State Street, #230
Salt Lake City, UT 84114-2320
Tel.: 801-538-1191
Fax: 801-538-1121

For the Utah Department of
Financial Institutions:



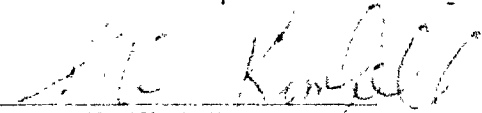
G. EDWARD LEARY
Commissioner
Utah Department of Financial
Institutions
PO Box 146800
Salt Lake City, UT 84114-6800
Tel: 801-538-8761
Fax: 801-538-8894

For the State of Vermont



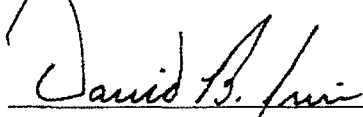
Elliot Burg
Assistant Attorney General
Office of the Attorney General
109 State Street
Montpelier, VT 05609
Tel: 802-828-2153
Fax: 802-828-2154

For the Vermont Department of Banking, Insurance, Securities and Health Care Administration



Stephen W. Kimbell
Commissioner
Vermont Department of Banking, Insurance, Securities and Health Care Administration
89 Main Street
Montpelier, VT 05620
Tel: 802-828-2380
Fax: 802-828-1477

For The Commonwealth of Virginia,
ex rel. KENNETH T. CUCCINELLI, II,
Attorney General:



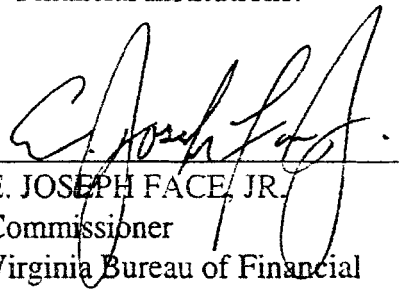
DAVID B. IRVIN (VSB #23927)
Senior Assistant Attorney General
MARK S. KUBIAK (VSB #73119)
Assistant Attorney General
Office of Virginia Attorney General
900 East Main Street
Richmond, Virginia 23219
Tel.: 804-786-4047
Fax: 804-786-0122

For the Virginia Bureau of
Financial Institutions:

E. JOSEPH FACE, JR.
Commissioner
Virginia Bureau of Financial
Institutions
1300 East Main Street
Richmond, Virginia 23219
Tel.: 804-371-9659
Fax: 804-371-0163

For The Commonwealth of Virginia,
ex rel. KENNETH T. CUCCINELLI, II,
Attorney General:

For the Virginia Bureau of
Financial Institutions:

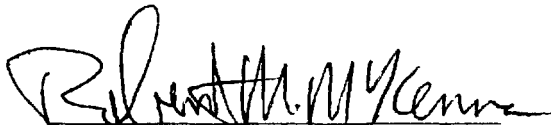


DAVID B. IRVIN (VSB #23927)
Senior Assistant Attorney General
MARK S. KUBIAK (VSB #73119)
Assistant Attorney General
Office of Virginia Attorney General
900 East Main Street
Richmond, Virginia 23219
Tel.: 804-786-4047
Fax: 804-786-0122

E. JOSEPH FACE, JR.
Commissioner
Virginia Bureau of Financial
Institutions
1300 East Main Street
Richmond, Virginia 23219
Tel.: 804-371-9659
Fax: 804-371-0163

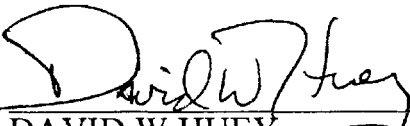
For the State of Washington:

For the Washington State
Department of Financial
Institutions:



ROBERT M. MCKENNA
WSBA# 18327
Attorney General
1125 Washington Street SE
Olympia, WA 98504-0100
Tel: 360-753-6200

SCOTT JARVIS
Director
Department of Financial
Institutions
State of Washington
PO Box 41200
Olympia, WA 98504-1200
Tel: 877-746-4334



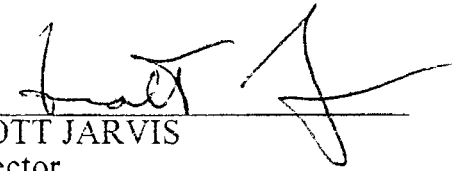
DAVID W. HUEY
WSBA #31380
Assistant Attorney General
Consumer Protection Division
Washington Attorney
General's Office
1250 Pacific Avenue,
Suite 105 PO Box 2317
Tacoma, WA 98402-4411
Tel: (253) 593-5243

For the State of Washington:

ROBERT M. MCKENNA
WSBA# 18327
Attorney General
1125 Washington Street SE
Olympia, WA 98504-0100
Tel: 360-753-6200


DAVID W. HUEY
WSBA #31380
Assistant Attorney
General Consumer
Protection Division
Washington Attorney
General's Office 1250
Pacific Avenue, Suite
105 PO Box 2317
Tacoma, WA 98402-4411
Tel: (253) 593-5243

For the Washington State
Department of Financial
Institutions:



SCOTT JARVIS
Director
Department of Financial
Institutions
State of Washington
PO Box 41200
Olympia, WA 98504-1200
Tel: 877-746-4334

For the State of West Virginia:



JILL L. MILES
Deputy Attorney General
State Capitol, Room 26E
Charleston, WV 25305-0220
Tel.: 304-558-2021
Fax: 304-558-0140

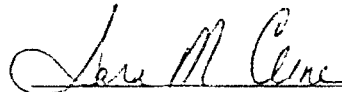
For the West Virginia Division of Banking:

SARA M. CLINE
Commissioner of Banking
One Players Club, Suite 300
Charleston, WV 25311
Tel.: 304-558-2294
Fax: 304-558-0442

For the State of West Virginia:

For the West Virginia Division of
Banking:

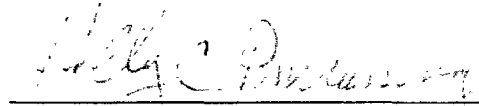
JILL I. MILES
Deputy Attorney General
State Capitol, Room 26E
Charleston, WV 25305-0220
Tel.: 304-558-2021
Fax: 304-558-0140



SARA M. CLINE
Commissioner of Banking
One Players Club, Suite 300
Charleston, WV 25311
Tel.: 304-558-2294
Fax: 304-558-0442

For the State of Wisconsin:

J.B. VAN HOLLEN
Attorney General



HOLLY C. POMRANING
Assistant Attorney General
Wisconsin Department of Justice
Post Office Box 7857
Madison, Wisconsin 53707-7857
Tel: 608-266-5410
Fax: 608-267-8906

For the Wisconsin Department of
Financial Institutions:

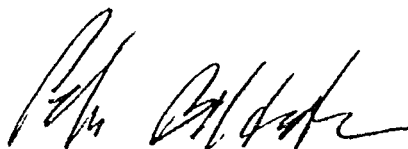
PETER BILDSTEN
Secretary
Wisconsin Department of Financial
Institutions
345 W. Washington Ave 5th Floor
PO Box 8861
Madison, WI 53708-8861
Tel.: 608-267-1710
Fax: 608-261-4334

For the State of Wisconsin:

J.B. VAN HOLLEN
Attorney General

HOLLY C. POMRANING
Assistant Attorney General
Wisconsin Department of Justice
Post Office Box 7857
Madison, Wisconsin 53707-7857
Tel: 608-266-5410
Fax: 608-267-8906

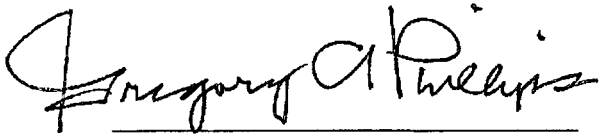
For the Wisconsin Department of
Financial Institutions:



PETER BILDSTEN
Secretary
Wisconsin Department of Financial
Institutions
345 W. Washington Ave 5th Floor
PO Box 8861
Madison, WI 53708-8861
Tel.: 608-267-1710
Fax: 608-261-4334

For the State of Wyoming:

For the Wyoming Division of
Banking:

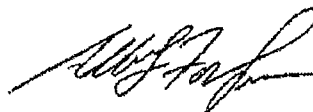


GREGORY A. PHILLIPS
Wyoming Attorney General
Wyoming Attorney General's Office
123 State Capitol Bldg
200 W. 24th
Cheyenne, WY 82002
Tel.: 307-777-7847
Fax: 307-777-3435

ALBERT L. FORKNER
Acting Commissioner
Wyoming Division of Banking
Herschler Building, 3rd Floor East
122 West 25th
Cheyenne, WY 82002
Tel.: 307-777-6998
Fax: 307-777-3555

For the State of Wyoming:

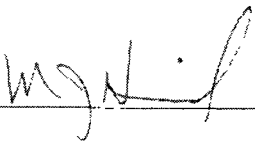
For the Wyoming Division of
Banking:



GREGORY A. PHILLIPS
Wyoming Attorney General
Wyoming Attorney General's Office
123 State Capitol Bldg
200 W. 24th
Cheyenne, WY 82002
Tel.: 307-777-7847
Fax: 307-777-3435

ALBERT L. FORKNER
Acting Commissioner
Wyoming Division of Banking
Herschler Building, 3rd Floor East
122 West 25th
Cheyenne, WY 82002
Tel.: 307-777-6998
Fax: 307-777-3555

For Wells Fargo & Company and Wells Fargo Bank, N.A.:



Michael J. Heid
Executive Vice President
Wells Fargo & Company
Wells Fargo Bank, N.A.
One Home Campus
Des Moines, IA 50328