

**STATE OF ILLINOIS
DEPARTMENT OF FINANCIAL AND PROFESSIONAL REGULATION
DIVISION OF BANKING**

IN THE MATTER OF:)	
)	
COUNTRYWIDE HOME LOANS, INC.)	In settlement of Order
License No. MB.0000139)	No. 2008-MBR-34
4500 Park Granada)	
Calabasas, CA 91302)	

CONSENT AGREEMENT

The Department of Financial and Professional Regulation, Division of Banking, of the State of Illinois (the “Department”) and Countrywide Home Loans, Inc. (“Countrywide”) hereby enter into this Consent Agreement (the “Consent Agreement”) and stipulate and agree to matters within the jurisdiction of the Residential Mortgage License Act of 1987, 205 ILCS 635 (the “Act”) and the rules promulgated under the Act, 38 Ill. Adm. Code 1050 (the “Rules”), as follows:

STIPULATIONS

- A. Countrywide is a residential mortgage licensee holding license No. MB.0000139 and located at 4500 Park Granada, Calabasas, California 91302.
- B. In early 2008, Countrywide undertook the closure or conversion to exempt status of all branch or additional full service offices in Illinois subject to the Act and Rules.
- C. On March 18, 2008, the Department issued Order No. 2008-MBR-34 (the “Order”) based upon the Department’s findings that Countrywide did not follow

the Act and Rules in closing or converting these offices in Illinois (the "Findings").

- D. Countrywide filed a timely request for administrative hearing of the Order disputing the Findings in the Order, and the parties have engaged in administrative proceedings.
- E. The Department has considered other existing information in its files regarding Countrywide from its dealings with Countrywide, consumer complaints or its examinations of Countrywide and has determined that it is currently unaware of any other conduct that would likely give rise to other fines or enforcement action against Countrywide by the Department.
- F. The Department and Countrywide now desire to settle the matters contained in the Order through this Consent Agreement under the following terms and conditions.

TERMS AND CONDITIONS

WHEREFORE, the Department and Countrywide agree as follows:

- I. This Consent Agreement shall become effective upon the latter date of the respective authorized representatives of Countrywide and the Department signing and dating the Consent Agreement (the "Effective Date").
- II. This Consent Agreement represents a complete settlement of all matters as of the Effective Date of this Consent Agreement between the Department and Countrywide arising from the Department's dealings with Countrywide through the Effective Date as to all issues raised in the Order or issues arising based on information known by the Department. Countrywide does not admit to the Findings or to any alleged or implied violations of the Act and Rules, including

- without limitation, any alleged violations in Countrywide's closing or converting its Illinois branches or full service offices.
- III. Within thirty (30) days of the effective date of this Consent Agreement, Countrywide will pay the Department fifty-four thousand dollars (\$54,000) in administrative fees (the "Payment") for expenses incurred by the Department. The Payment will be by certified check or money order. The Payment shall be in full satisfaction of all financial obligations of Countrywide under and/or concerning the Order.
 - IV. The Department will post this Consent Agreement on the Department's website on the discipline page next to the Order for purposes of public notice of the final disposition of the Order.
 - V. Countrywide withdraws its hearing request upon the Order, and waives its right to file any other petition for administrative hearing or appeal in connection with the Order.
 - VI. Countrywide acknowledges that it has been represented by legal counsel in negotiating this Consent Agreement, and that it willingly enters into this Consent Agreement, upon advice of counsel, and after full review, evaluation, and consideration and with full knowledge of its rights under the Act and Illinois Administrative Procedure Act.
 - VII. The Department enters into this Consent Agreement for the purpose of imposing measures that are fair and equitable in the circumstances and that are consistent with the best interests of the people of the State of Illinois.

The foregoing Consent Agreement is approved in full.

_____ date: _____

Authorized signature for Countrywide Home Loans, Inc.

ILLINOIS DEPARTMENT OF FINANCIAL AND PROFESSIONAL REGULATION
BRENT E. ADAMS, SECRETARY

DIVISION OF BANKING

_____ date: **JUNE 18, 2010**

JORGE A. SOLIS, DIRECTOR