IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA, *et al.*, Plaintiffs, v. HSBC NORTH AMERICA HOLDINGS INC., *et al.*, Defendants.	)	Civil Action No. 16-0199

CONSENT JUDGMENT

WHEREAS, Plaintiffs, the United States of America and the States of Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Louisiana, Maine, Maryland, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oregon, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Washington, West Virginia, Wisconsin, Wyoming, the Commonwealths of Kentucky, Massachusetts, Pennsylvania and Virginia, and the District of Columbia (collectively, the States, Commonwealths, and the District of Columbia are referred to as the "States") filed their complaint on February 5, 2016, alleging that HSBC North America Holdings Inc. ("HNAH"), HSBC Bank USA, N.A. ("HBUS"), HSBC Finance Corporation ("HBIO"), and HSBC Mortgage Services Inc. ("HMSI") (collectively, "Defendants") violated, among other laws, the Unfair and Deceptive Acts and Practices laws of the Plaintiff States, the

False Claims Act, the Financial Institutions Reform, Recovery, and Enforcement Act of 1989, 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, Defendants, by their attorneys, have 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, Defendants, by entering into this Consent Judgment, do 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 Defendants;

AND WHEREAS, Defendants have agreed to waive service of the complaint and summons and hereby acknowledge the same;

NOW THEREFORE, without trial or adjudication of issues of fact or law, without this Consent Judgment constituting evidence against Defendants, and upon consent of Defendants, 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 Defendants. The Complaint states a claim upon which relief may be granted against Defendants. 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. Defendants 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.* Defendants shall pay the sum of one hundred million dollars ($100,000,000.00), which shall be known as the "Direct Payment Settlement Amount." Forty million and five hundred thousand dollars ($40,500,000.00) (the "Federal Payment Settlement Amount") of the Direct Payment Settlement Amount shall be paid by Defendants by electronic funds transfer within seven days after the date on which this Consent Judgment has been entered by the Court and has become final and non-appealable[1] ("Date of Entry") pursuant to written instructions to be provided by the United States Department of Justice. The remaining fifty-nine million and five hundred thousand dollars ($59,500,000.00) (the "State Payment Settlement Amounts") of the Direct Payment Settlement Amount shall be paid into an interest bearing escrow account to be established for this purpose and shall be distributed in the manner and for the purposes specified in Exhibit B. Defendants shall pay the State Payment Settlement Amounts by electronic funds transfer, pursuant to written instructions to be provided by the State Members of the Monitoring Committee into an escrow account established in accordance with this Paragraph 3, within seven days of receiving notice that the escrow account has been established or within seven days of the Date of Entry of this Consent Judgment, whichever is later. After Defendants have made the required payments, Defendants shall no longer have any property right, title, interest or other legal claim in any funds, including those held in escrow. The interest bearing escrow account established by this Paragraph 3 is

[1] 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.

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 State members of the Monitoring Committee established in Paragraph 8 shall, in their sole discretion, appoint an escrow agent ("Escrow Agent") who shall hold and distribute funds as provided in Exhibit B. 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 fifty-nine million and three hundred thousand dollars ($59,300,000) (the "Borrower Payment Amount") to enable the Administrator to provide cash payments to borrowers whose homes were finally sold or taken in foreclosure by Defendants between and including January 1, 2008 and December 31, 2012; who submit claims 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; and to pay the reasonable costs and expenses of a Settlement Administrator, including state and federal taxes and fees for tax counsel, if any. Defendants shall also pay or cause to be paid any additional amounts necessary to pay claims, if any, for borrowers whose data is provided to the Settlement Administrator by Defendants after Defendants warrant that the data is complete and accurate pursuant to Paragraph 3 of Exhibit C. 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.* Defendants shall provide three hundred and seventy million dollars ($370,000,000.00) of relief to consumers who meet the eligibility criteria in the forms

and amounts described in Paragraphs 1-9 of Exhibit D, as amended by Exhibit I, to remediate harms allegedly caused by the alleged unlawful conduct of Defendants. Defendants shall receive credit towards its consumer relief obligations as described in Exhibit D as amended by Exhibit I.

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. The Parties agree that the Monitoring Committee established pursuant to certain Consent Judgments entered in *United States, et al. v. Bank of America Corp., et al.*, No. 12-civ-00361-RMC (April 4, 2012) (Docket Nos. 10-14) and referenced specifically in paragraph 8 of those Consent Judgments, shall be designated as the committee responsible for performing the role of the Administration and Monitoring Committee, as described in the Enforcement Terms. References to the "Monitoring Committee" in this Consent Judgment and related documents shall be understood to refer to the same Monitoring Committee as that established in the *Bank of America Corp.* case referenced in the preceding sentence, except that the Monitoring Committee will not include any non-signatories to this Consent Judgment, and the Monitoring Committee shall serve as the representative of the participating state and federal agencies in the administration of all aspects of this Consent Judgment and the monitoring of compliance with it by the Defendants.

V. RELEASES

9. The United States and Defendants 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 Defendants 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 Defendants.

10. The Plaintiff States and Defendants 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 Plaintiffs and Defendants 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 Defendants.

VI. OTHER TERMS

11. In the event that the Defendants (a) do not complete the Consumer Relief Requirements set forth in Exhibit D, as amended by Exhibit I, and (b) do not make the Consumer Relief Payments (as that term is defined in Exhibit F (Federal Release)) and fail to cure such non-payment within thirty days of written notice by the party, the United States and any State Plaintiff may withdraw from the Consent Judgment and declare it null and void with respect to the withdrawing party.

12. 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.

13. The Effective Date of this Consent Judgment shall be the date the Consent Judgment is executed by all parties.

14. This Consent Judgment shall remain in full force and effect until four Quarters of compliance testing have been completed, which shall be no later than December 31, 2016 (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 and the Monitor's review and certification that Defendant has completed its consumer relief obligations, if not already certified, all of which shall be concluded no later than June 30, 2017. Defendants' obligations to submit a final Quarterly Report and cooperate with the Monitor's review of said report and Defendant's consumer relief obligations shall expire June 30, 2017, but the Court shall retain jurisdiction for purposes of enforcing or remedying any outstanding violations, including any violations that are identified in the final Monitor Report and that have occurred but not been cured during the Term, and to enforce HSBC's consumer relief obligations, to the extent that the Monitor has not already certified that HSBC has satisfied its consumer relief obligations. The Parties have agreed to a shortened term in recognition of the fact that HBIO has steadily decreased its servicing portfolio over the last several years, and has moved a significant portion of its remaining serviced loans to held-for-sale status, ultimately intending to exit servicing.

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

16. Nothing in this Consent Judgment shall relieve Defendants of their obligation to comply with applicable state and federal law.

17. 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 1-17 of this summary document, the terms of the Exhibits shall govern.

SO ORDERED this ____ day of _____, 2015

_____

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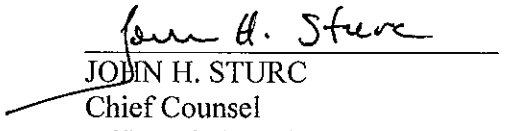

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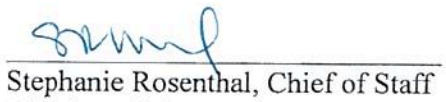

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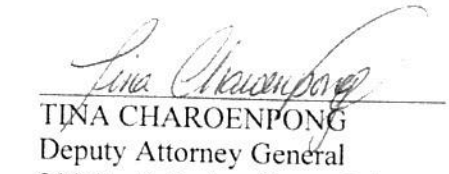

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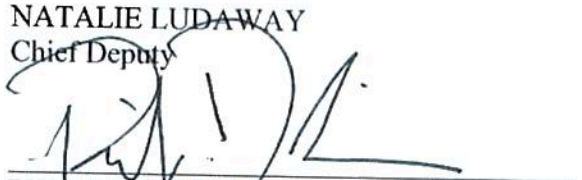

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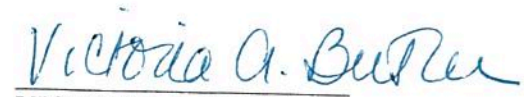

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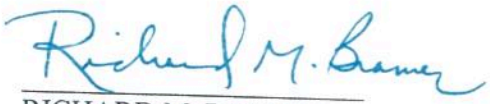

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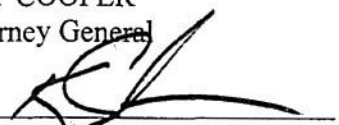

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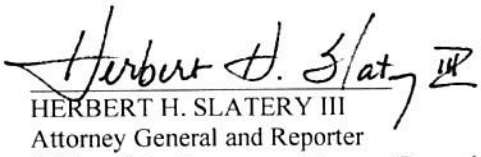

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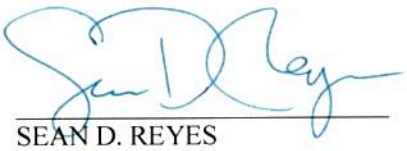

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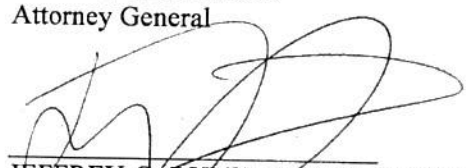

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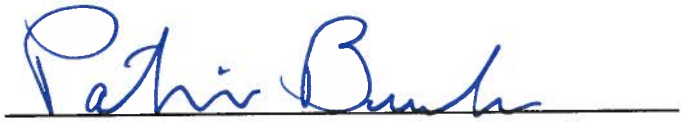

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