



CLAYTON

CONSENT ORDER FORECLOSURE REVIEW

ENGAGEMENT LETTER

SUBMISSION DATE: WEDNESDAY, SEPTEMBER 28, 2011

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**CONFIDENTIAL TREATMENT REQUESTED
PRIVILEGED & CONFIDENTIAL | ATTORNEY-CLIENT COMMUNICATION | ATTORNEY WORK-PRODUCT
SUBMITTED UNDER 12 USC 1828(x)**

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Introduction

This letter memorializes EverBank's General Counsel's engagement of Clayton Services LLC ("Clayton") as an independent consultant to conduct an independent review of certain residential foreclosure sales and actions, regarding individual borrowers, whether brought in the name of EverBank, an investor, a mortgage note holder, or any agent for the mortgage note holder (including MERS), with respect to EverBank's mortgage servicing portfolio. This letter supersedes the Engagement Letter executed between EverBank and Clayton on August 31, 2011.

Clayton is a leading information and analytics company serving lenders, loan buyers and bond issuers, servicers and fixed-income investors in mortgage-related loans and other debt instruments. Clayton's industry experience and demonstrated commitment to independence and objectivity makes Clayton unrivaled among its industry peers in delivering analysis and rendering judgment on mortgage-related loans and securities. Clayton will retain legal counsel from Maddin, Hauser, Wartell, Roth and Heller, P.C. ("Maddin Hauser"), as approved by both EverBank and the OCC, to provide legal support services in connection with the Foreclosure Loan Reviews as described throughout this document.

I. Foreclosure Loan Review Sample Methodology

Clayton's review will be made up of both statistically significant samples as well as granular segments extracted from all loans in EverBank's mortgage servicing portfolio upon which Certain Residential Foreclosure Actions occurred or were pending between and including January 1, 2009 and December 31, 2010.

Certain Residential Foreclosure Actions are foreclosure actions initiated or completed on owner occupied, 1-4 family dwellings by divisions of the institution that process first lien mortgage foreclosures. This term includes mortgages secured by individual condominium dwelling units and individual cooperative housing units.

Clayton has reviewed EverBank internal audit and prior independent consultant work product related to foreclosure process assessment; however, Clayton will not utilize such work product to define errors, misrepresentations, or deficiencies for individual loans or groups of loans or to fulfill sample requirements as detailed in Section I, (A) below.

If, during the course of the review, results indicate EverBank foreclosure processes or reviewed segments contained material systemic issues (*e.g.*, a problem that generates a material error rate for some process, operation or selection segment), or higher than anticipated error rates, Clayton will review additional files and/or conduct other testing to better assess the scope and scale of the identified issue. Please refer to Page 16 for details outlining the process for determining additional sample populations based on initial review findings and/or based on borrower complaints received in conjunction with the Borrower Complaint and Outreach Process detailed in Section IV.

A. Initial Sample

Clayton's initial loan sample (the "Initial Sample") will consist of 6,972 foreclosure files of EverBank's 32,570 loans falling within the aforementioned timeframe. The selection size will be determined considering statistical significance and, where high risk is anticipated as otherwise described below, one hundred percent (100%) sampling for specified loan segments. Please refer to Tables 1-3 (on Pages 15 through 16) for a segmented stratification of loan selections and criteria.

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Segment identification is based on Clayton's industry experience and on guidance outlined in the OCC, and Federal Reserve Board Foreclosure Review Guidance, dated May 20, 2011 and meetings with the OCC on June 28, 2011.

In order to determine the sample selection, Clayton relied upon data provided by EverBank. EverBank has represented to Clayton that all data provided to process loan selections is comprehensive and accurate. EverBank expressly acknowledges and agrees that Clayton will not be liable for any inaccurate or incomplete data provided by or on behalf of EverBank. Further, Clayton shall be entitled to rely in good faith on any data, document, or file of any kind submitted by EverBank or relevant third parties as required. However, as a portion of the Operational Assessment described in Section III, (B), Clayton, in order to verify the reliability of the data provided by EverBank, will independently assess the systems and methodology utilized in furnishing Clayton with data necessary to determine sample criteria for the Foreclosure Review.

Clayton will apply the comprehensive testing criteria detailed in Section II (beginning on Page 18) to all loans in the Initial Sample, regardless of the objective for segmentation and associated risk of financial injury to borrowers. It is Clayton's position that targeted reviews on a sub-set of relevant servicing activity (e.g. bankruptcy and/or HAMP management) is an appropriate method to test EverBank's application of such relevant policies and procedures. However, Clayton believes such a pointed review deviates from the primary objective of the Consent Order, to identify and mitigate financial injury to borrowers. For example, it is possible that a bankruptcy process was serviced appropriately which would lead to a positive assessment if only performing a bankruptcy process verification; however, the same borrower could have been charged inappropriate foreclosure fees in a preceding foreclosure action that could have caused the borrower to file for bankruptcy.

One Hundred Percent Segments

The Initial Sample will include one hundred percent (100%) of all loans in the segments below which Clayton has determined to be "high risk", subject to increased public scrutiny, or that have a higher probability of potential borrower financial injury as a result of critical errors, misrepresentations, or other deficiencies. Table 1 (on Page 15) indicates the total loan volume and Initial Sample selection count and percentage for each segment.

1. Law firms known to have significant deficiencies related to foreclosure activities, were delisted by any of the GSEs or discontinued by the institution

Based on guidance provided by the OCC and the Federal Reserve Board on May 20, 2011 and public scrutiny related to the following attorney firms, Clayton will review one hundred percent (100%) of such loans.

██████████ - Clayton has reviewed information which identifies this law firm's self-reported practice of improperly altering affidavits submitted to courts related to foreclosures completed in ██████████. Given public sensitivity, the integral nature of affidavits to the foreclosure proceedings, and prior determinations that EverBank foreclosures were directly affected, Clayton will review one hundred percent (100%) of loans processed by this law firm in the sample.

██████████ - It has been publicly reported that this law firm encountered issues related to alleged fraudulent signatures on deeds for foreclosures completed in ██████████. Given the public nature and materiality of this issue to proper legal foreclosure proceedings, Clayton will review one hundred percent (100%) of loans processed by this law firm in the sample.

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██████████ – It has been publicly reported that this law firm encountered issues related to fabricating documents and mismanagement of fees for foreclosures processed in ██████████. Given the public nature and materiality of this issue to proper legal foreclosure proceedings, and likelihood of direct financial injury resulting from improper fee management, Clayton will review one hundred percent (100%) of loans processed by this law firm in the sample.

To identify the specific loans to include in the sample from this segment, Clayton relied upon data provided by EverBank, specifically referencing the "Attorney Firm" and "Other Issue Noted" identifiers contained within data file submissions. Relevant data used to identify the attorney names within the segment population was obtained from the ██████████, the ██████████, and the ██████████ for foreclosure actions dating back to 2007.

2. Loans for borrowers identified by EverBank to be affected by the Servicemembers Civil Relief Act (SCRA)

Based on the requirements outlined in Section 16 (b) of the Consent Order, and increased public sensitivity related to foreclosure activity on borrowers affected by SCRA, Clayton will review one hundred percent (100%) of loans that have been foreclosed upon which were subject to the SCRA. ██████████

the volume of the SCRA sample segment is lower than a common industry standard. To identify the specific loans to include in the sample from this segment, Clayton relied upon data provided by EverBank, specifically referencing the "SCRA" identifier contained within data file submissions. It is noted that the volume of SCRA loans (five loans) in this segment is significantly less than is commonly expected considering the size of the relevant foreclosure loan pool. ██████████

██████████ Clayton has made specific note of the perception that the volume of this segment is too low. EverBank, in response, has attested to the fact that the volume is accurate ██████████. As an independent validation check, Clayton will test each sampled loan for SCRA compliance as part of the review process outlined in Section II, (C), where possible based on information made available by the Department of Defense (DOD).

3. Loans with foreclosure action referred by state or federal agencies

Based on guidance provided by the OCC and the Federal Reserve Board on May 20, 2011, and based on the increased regulator and public scrutiny related to foreclosure cases referred by state or federal agencies, Clayton will review one hundred percent (100%) of such loans. To identify the specific loans to include in the sample from this segment, Clayton relied upon data provided by EverBank, specifically referencing the "State or Federal Agency Referral" identifier contained within data file submissions. Relevant data used to identify the segment population was obtained from task tracking functions within the ██████████ and the ██████████.

4. Loans with borrower claims and complaints relating to the foreclosure process submitted to EverBank prior to Consent Order consideration

Based on guidance provided by the OCC and the Federal Reserve Board on May 20, 2011, and based on the direct possibility of borrower injury based on the complaint itself, Clayton will review one hundred percent (100%) of loans with written borrower complaints relating to the foreclosure process which was received by EverBank prior to the commencement of the Borrower Complaint and Outreach process as detailed in Section IV (beginning on Page 32). To identify the specific loans to include in the sample from

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this segment, Clayton relied upon data provided by EverBank, specifically referencing the "Existing Borrower Claim or Complaint" identifier contained within data file submissions. Relevant data used to identify the segment population was obtained from task tracking functions within the [REDACTED] and the [REDACTED].

5. Loans with rescinded foreclosure actions

Based on guidance provided by the OCC and the Federal Reserve Board on May 20, 2011, and based on the heightened possibility of processing errors or other Consent Order focus areas (e.g. bankruptcy filing, court requests, loss mitigation application, etc.) leading to foreclosure sale rescissions, Clayton will review one hundred percent (100%) of loans where a foreclosure is rescinded. To identify the specific loans to include in the sample from this segment, Clayton relied upon data provided by EverBank, specifically referencing the "Foreclosure Rescission" identifier contained within data file submissions. Relevant data used to identify the segment population was obtained from the [REDACTED].

6. Loans affected by borrower litigation

Based on the requirements outlined in Section 16 (a) of the Consent Order, on guidance received from the OCC on June 28, 2011, and resulting from the heightened likelihood of servicer error and/or borrower injury associated with litigated loans, Clayton will review one hundred percent (100%) of loans that have been subject to borrower litigation related to contested foreclosure action. To identify the specific loans to include in the sample from this segment, Clayton relied upon data provided by EverBank, specifically referencing the "Litigation" identifier contained within data file submissions. Relevant data used to identify the segment population was obtained from task tracking functions within the [REDACTED] and the [REDACTED].

7. Loans which were in active bankruptcy status at the time of foreclosure sale

Based on the requirements outlined in Section 16 (b) of the Consent Order, on guidance received from the OCC on June 28, 2011, and increased possibility of borrower injury if errors or misrepresentations are discovered, Clayton will review one hundred percent (100%) of loans that had completed foreclosure sales at the time the borrower was in active bankruptcy status. Please refer to statistical segment number nine (9) for further bankruptcy loan sample consideration. To identify the specific loans to include in the sample from this segment, Clayton relied upon data provided by EverBank, specifically referencing the "Foreclosure Sale Date," "Bankruptcy Start Date," and "Bankruptcy End Date" identifiers contained within data file submissions. Relevant data used to identify the segment population was obtained the [REDACTED], specifically [REDACTED] for closed bankruptcy loans. As an independent validation check, Clayton will test each sampled loan for bankruptcy compliance as part of the review process outlined in Section II, (C.)

Statistical Segments

The Initial Sample of loans to be reviewed by Clayton will further include a statistically relevant number of loans in the foreclosure process from additional segments not considered in the one hundred percent (100%) sampling segments. The population size used to calculate the statistically significant number of loans for each segment will include all relevant loans according to the criteria detailed below that are not included in any of the preceding one hundred percent (100%) sample segments. The total number of loans for each statistically significant sample will be calculated independently of other segments, thus a single loan could be included in multiple segment sample size calculations if it is affected by more than one segment grouping characteristic. Table 2 on Page 15 indicates the total loan volume and Initial Sample selection count and percentage for each segment.

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identifiers contained within data file submissions. Relevant data used to identify the segment population was obtained the [REDACTED], specifically [REDACTED] for closed bankruptcy loans. As an independent validation check, Clayton will test each sampled loan for bankruptcy compliance as part of the review process outlined in Section II, (C.)

9. Loans with denied loan modifications resulting from Debt-to-Income (DTI) or Net Present Value (NPV) thresholds not being met

Based on the requirements outlined in Section 16 (c and g) of the Consent Order, based on guidance received in meetings with the OCC on June 28, 2011, and increased public sensitivity related to loan modification denials, Clayton will review a segment of loans that have been foreclosed upon after a modification was denied resulting from DTI or NPV thresholds not being met following receipt by EverBank of a substantially completed borrower application. Given the likely materiality of errors for issues discovered in this segment, Clayton will utilize a ninety-nine percent **(99%) confidence level** and a one percent **(1%) error rate** to minimize uncertainty and variance in results. To identify the specific loans to include in the sample from this segment, Clayton relied upon data provided by EverBank, specifically referencing the "Denied Modification" and "Denial Reason" identifiers contained within data file submissions. Relevant data used to identify the segment population was obtained from the [REDACTED] and the [REDACTED]. According to EverBank, the reason for modification/loss mitigation denial is updated over time and overrides prior values for certain loans, thus making the true reason for denial of modifications during the relevant testing period difficult to verify through bulk data extraction. To ensure all DTI and NPV denials are reviewed, Clayton will take a conservative approach and include in the sample segment all loans that meet the following characteristics; (1) a Loss Mitigation status of "R" (Removed) and (2) a Loss Mitigation Denial Reason not in the following list. Further loss mitigation and loan modification denial segmentation is described in sample numbers ten (10) and thirteen (13) below.

- Request Incomplete
- Trial Plan Default
- Borrower Declined HAMP
- Borrower Not Eligible for HAMP
- HAMP Non-Compliance
- Modification Denied by Investor
- Modification Documents Not Returned
- Modification

10. Loans with denied loan modifications where the reason for denial is not DTI or NPV

Based on the requirements outlined in Section 16 (c and g) of the Consent Order, on guidance received in meetings with the OCC on June 28, 2011, and increased public sensitivity related to loan modification denial, Clayton will review a segment of loans that have been foreclosed upon after a modification was denied. For the statistical sample of modification denials following receipt by EverBank of a substantially completed borrower application, all other denial reasons will be included. Clayton will utilize a ninety-five percent **(95%) confidence level** and a three percent **(3%) error rate** for this segment. To identify the specific loans to include in the sample from this segment, Clayton relied upon data provided by EverBank, specifically referencing the "Denied Modification" and "Denial Reason" identifiers contained within data file submissions. Relevant data used to identify the segment population was obtained from the [REDACTED] and the [REDACTED]. According to EverBank, the reason for modification/loss mitigation denial is updated over time and overrides prior values for certain loans, thus making the true reason for denial of modifications during the relevant testing period difficult to verify through bulk data extraction. To identify loans in the segment, Clayton will take a sample of all loans that meet the following characteristics; (1) a Loss Mitigation status of "R" (Removed) and (2) a Loss Mitigation Denial Reason that are in the following list. Further loss mitigation and loan modification denial segmentation is described in sample numbers six (6) and thirteen (13).

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Segments Not Considered in Initial Sample

Guidance provided by the OCC and the Federal Reserve Board on May 20, 2011 identified various segmentation characteristics for sample consideration. The segments listed below are not considered in the Initial Sample for the reasons described below.

17. Borrower has debt cancellation contracts

EverBank has stated that debt cancellation contracts were not offered to any borrower as a loss mitigation option during the relevant time period. Clayton will independently verify this statement as a portion of the Operational Assessment as described in Section III, (B) and will review EverBank's policies and procedures as part of such verification process.

18. Fees assessed to the account prior to delinquency (e.g. "pyramiding fees")

EverBank has stated that GSE fee guidance is followed wherever applicable and that fee pyramiding is not practiced. As such, Clayton will not create a segment of sample loans based on fees charged to the borrower. As an independent validation check, Clayton will test each sampled loan for fee appropriateness as part of the review process outlined in the Fee Reasonability testing described in Section II, (C) and will review EverBank's policies and procedures as a portion of the Operational Assessment as described in Section III, (B.)

19. Other third-party vendors

EverBank has stated that no "other" third-party vendors other than identified attorney firms are used to facilitate foreclosure processes. Clayton will independently verify this statement as a portion of the Operational Assessment as described in Section III, (B).

20. Document execution service providers

EverBank has stated that no document execution service providers, with the exception of the [REDACTED] system, are used to facilitate foreclosure processes. Clayton will independently verify this statement as a portion of the Operational Assessment as described in Section III, (B.)

21. Processing centers and units where substantial errors have been found

EverBank has stated only one processing center is used to facilitate foreclosure processes. Clayton will independently verify this statement as a portion of the Operational Assessment as described in Section III, (B.)

22. Known issues self-reported by EverBank

[REDACTED]

Clayton will test each loan for signature completeness and appropriateness as a portion of the loan review process described in Section II, (C.)

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Loan Selection Process

The following steps detail the process Clayton used to create the actual Initial Sample selection based on the segment criteria described above.

Step 1: Clayton identified and selected all loans which meet one hundred percent (100%) segment criteria listed in segment numbers one (1) through seven (7).

Step 2: From the pool of loans that are not selected in Step 1, Clayton identified all loans which meet statistical segment criteria listed in segment numbers eight (8) through sixteen (16).

Step 3: From the pool of loans that were identified in Step 2, Clayton selected loans which are included in two or more statistical segment criteria listed in segment numbers eight (8) through fifteen (15). Loans selected through Step 3 were used to satisfy individual segment count requirements for each applicable segment. For example, if a single loan is in segments nine (9) and fifteen (15), the loan was selected and counted in fulfilling the segment volume required for both segments.

Step 4: Clayton created a statistical sample from the pool of loans that were not selected in Step 1 and Step 3 (segment 16). Clayton non-randomly selected loans from segment sixteen (16) to cover geographic and attorney firms not appropriately represented in loans selected based on Steps 1 through 3. Clayton selected loans to ensure a minimum of five (5) loans were included in the sample from each state (where at least five (5) loans are in the total loan population), based on loan volumes by state (see Exhibit B).

Loan Substitutions

In instances where, during the course of the Foreclosure File Review, Clayton identifies data initially supporting a loan's placement in a specific segment is incorrect (e.g. bankruptcy status), Clayton will substitute additional loans into the relevant segment to maintain a statistically significant sample count. Such substitutions will occur periodically and will be communicated to the OCC as they occur. In the event a loan substituted out of a segment is not part of another segment, Clayton will not review the loan. As a result of substitutions, Tables 1 through 3 below are subject to change over time.

Through assessment of modification data provided by EverBank, Clayton determined that information used to define modification sample segments, including (i) status (complete and denied), (ii) program (HAMP, Apollo, SMP, etc.) and (iii) modification date, does not consistently reflect the latest modification event in the look-back period. For example, data provided may relate to a modification completed for a loan in 2009; however, if a second modification was in process beginning in late 2010 and completed in 2011 for the same loan, Clayton would review the 2010-2011 modification as the "in-scope" modification event. It has been determined that a database driven method of identifying the in-scope modification event may not be possible because certain required information may be overridden in EverBank systems over time. As a result, Clayton has obtained approval from the OCC to remove Sample Segments 9, 10, 14, and 15 from loan substitution considerations as described above. Upon completion of the Initial Sample review of loans selected for Segments 9, 10, 14, and 15, Clayton will assess final volumes and results of loans reviewed by segment and prepare a recommendation for an Expanded Sample, where applicable and subject to the approval of the OCC, pursuant to the process described in Section I, (C) on Page 16. As a result of this approved plan, final loan volumes for these segments will not be statistically significant; however, by applying the calculation and segmentation criteria described on Pages 10-12 for these segments, a significant number of modifications (2,532) will be reviewed. Clayton believes this volume will be sufficient to rely upon findings as indications of overall performance as it relates to modification processes.

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Initial Sample Stratification

The Tables 1 through 3 below detail the total loan count and calculated sample count for each one hundred percent (100%) and statistically significant sample segment. Final sample loan volumes may be subject to change based on instruction from the regulators.

Table 1

100% Sample Segments	Total Loan Count	Sample Count	Sample Percentage
1. Law firms known to have significant deficiencies related to foreclosure activities, were delisted by any of the GSE's or discontinued by the institution			
	1,083	1,083	100%
	134	134	100%
	46	46	100%
2. SCRA loans*	3	3	100%
3. Foreclosure cases referred by state or federal agencies (may be included in borrower claims/complaints)	163	163	100%
4. Loans with pre-consent order borrower written claims and complaints	430	430	100%
5. Rescinded foreclosures	409	409	100%
6. Loans affected by borrower litigation	527	527	100%
7. Loans in active bankruptcy at the time of foreclosure sale*	13	13	100%

*Clayton notes the perception that the volume of segments two (2) and seven (7) are lower than expected. Clayton has independent SCRA and bankruptcy review processes for all loans in the Initial Sample to ensure such high risk characteristics were properly represented in segment selection data.

Table 2

Statistical Sample Segments	Total Loan Count	Required Sample Count	Sample Percentage **
8. Loans in active bankruptcy status, excluding loans in bankruptcy at the time of foreclosure sale	5,877	2,963	50%
9. Modification denials resulting from DTI and/or NPV	1,251	1,035	83%
10. Modification denials NOT resulting from DTI and/or NPV	570	230	40%
11. Loans processed by investigated attorney firms –	13	13	100%
12. Loans processed by investigated attorney firms –	2,302	330	14%
13. Loans with denied, non-modification loss mitigation strategies	6,585	364	5%
14. Loans with completed HAMP modifications	1,043	281	27%
15. Loans with completed, non-HAMP modifications	3,686	348	9%
16. All loans not included in 100% or defined Statistical Sample Segments above	12,267	373	3%

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Table 3

Total Foreclosure Loans	Total Loan Count	Final Sample Count*	Final Sample Percentage
Loans with residential foreclosure actions or proceedings pending at any time from January 1, 2009 to December 31, 2010 as well as residential foreclosure sales that occurred during this time period.	32,570	6,972	21%

*Please note the total number of loans in the final sample does not match the summed sample count for each segment as certain loans in the final sample may be present in multiple segments.

**Disparity in the Sample Percentage values for individual Statistical Sample Segments is driven by the confidence level and margin of error inputs as defined in each sample description paragraph above. Additionally, given statistical calculation parameters, the percentage of Required Sample Count to Total Loan Count increases as the Total Loan Count decreases. For segments with low Total Loan Counts, such as Segment 11, it is possible that the statistical calculation will require up to one hundred percent (100%) of the Total Loan Count to be sampled.

B. Borrower Complaint and Outreach Driven Sample

Based on guidance provided by the OCC and the Federal Reserve Board on July 8, 2011 Clayton will review (1) one hundred percent (100%) of "in-scope" complaints received from borrowers through any channel from January 1, 2011 through the end of the complaint intake period outlined in Section V, (A) on Page 37, and (2) all complaints received through the borrower outreach process established per the Consent Order guidance. Please refer to Section IV for details regarding the Borrower Complaint and Outreach Process. All in-scope complaints received through the Borrower Complaint and Outreach Process, from January 1, 2011 to the cut-off date (March 30, 2012), and not included in the Initial Review Sample, will be subjected to the review process as described in Section IV (the "Complaint Sample"). All in-scope complaints received which are also included in the Initial Sample will be subjected to the review process as described in Section IV as well as the process described in Section II, (C). In cases where review criteria overlap between Section IV and Section II, (C), Clayton will complete such review criteria one time per loan.

Clayton anticipates the Complaint Sample review will begin contemporaneously with the initiation of the borrower communication portion of the Borrower Complaint and Outreach process and will proceed for one hundred twenty days (120) days following the end of the complaint process intake period (see Page 37 for a complete project timeline). Actual timelines for the Complaint Sample review will depend on the volume of loans to be reviewed.

C. Expanded Sample

Based on guidance provided by the OCC and the Federal Reserve Board on May 20, 2011, sampling methodology should (1) include a process for review and treatment of errors including the likelihood that certain segments would be subject to additional sampling or review of the whole segment, and (2) should describe how additional sampling/"deep-dive" reviews would be constructed to identify the maximum numbers of specifically defined errors, misrepresentations and deficiencies as possible within the population segment. Prior to the commencement of additional loan reviews, all recommendations for additional sampling will be submitted to the OCC for review and approval based on findings from the Initial Sample review.

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According to communication between Clayton and the OCC on July 12, 2011 additional sampling determinations (the "Expanded Sample") will consider critical errors, misrepresentations and deficiencies that resulted in Borrower Financial Injury as well as systemic issues not directly related to Borrower Financial Injury. For all loans approved by the OCC to be included in the Expanded Sample, Clayton will apply the comprehensive testing criteria detailed in Section II, regardless of the reason for expanding the sample to maximize the possibility of identifying borrower financial injury. Timeframes for completion of the Expanded Sample will be contingent on the volume of loans required to meet conditions described below.

Clayton anticipates the Expanded Sample review to begin after completion of the initial Foreclosure Report, which will detail Initial Sample findings, and will proceed for up to an estimated one hundred twenty (120) days. Actual timelines for the Expanded Sample review will depend on the volume of loans to be reviewed (see Page 37 for a complete project timeline).

Expanded Statistical Sampling

In the event the actual rate of material findings for a segment is higher than the sample size input of ten percent (10%), Clayton will increase the sample size for the segment by changing the response distribution calculation input to match the actual adverse findings rate. Table 4 illustrates how a statistical sample will be expanded based on a higher than expected findings rate of twenty-five percent (25%). In the example, the relevant segment would have been 370 loans. However, based on the actual findings rate, the sample should be 742 loans to maintain the ninety-five percent (95%) confidence level and three percent (3%) error rate. In order to preserve statistical significance of the sample, Clayton would add 372 additional loans (742 minus 370) to the segment.

Expanded statistical sampling will be used for instances where a number of loan-specific, non-systemic issues are noted for a specific segment.

Table 4

	Initial Sample Inputs	Expanded Sample Inputs
Pool Size	10,000	10,000
Confidence Level	95%	95%
Error Rate	3%	3%
Response Distribution	10%	25%
Calculated Segment Sample	370	742

Expanded One Hundred Percent (100%) Sampling

In the event that a systemic issue is discovered that is believed to affect all loans with a specific set of common characteristics, Clayton may expand the sample to review one hundred percent (100%) of affected loans. It is possible that one hundred percent (100%) sampling will be applied to segments of loans that differ from initial selection segment criteria if it is determined that the issue relates to a sub-segment of loans. For example, if a systemic issue is identified with loans processed by a single attorney firm, Clayton will increase the sample to review one hundred percent (100%) of loans processed by the firm in question.

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II. File Review Process

A. Retained Counsel

Clayton will retain Maddin Hauser to assist in establishing a platform for individual, state-specific, file reviews as well as identifying and assessing legal issues, including but not limited to: (1) creating state specific lists of documents most commonly associated with the foreclosure process; (2) creating state specific checklists to assist Clayton's assessing whether a foreclosure in a certain state was conducted in a legally compliant manner; (3) providing contemporaneous legal support to Clayton file reviewers throughout the file review process; and (4) collaborating with Clayton in determining whether a borrower suffered financial injury and estimating such financial injury, as defined in Section II, (E). Clayton and EverBank acknowledge that the OCC informed Clayton, on July 7, 2011, that Akerman Senterfitt ("Akerman") was disqualified from acting as approved outside counsel. Prior to Clayton's submission of this engagement letter, Clayton collaborated with Akerman in the development and approval of Clayton's Foreclosure Module test script and five (5) associated state-specific checklists. This information was purchased by EverBank with the understanding that Clayton and EverBank would be able to utilize this information for the File Review. Clayton intends to utilize these test scripts and checklists with Maddin Hauser. In addition, based on communications between Clayton and the OCC on July 12, 2011, Clayton will engage Akerman to prepare the balance of the state-specific scripts and checklists necessary to conduct the review. In the event Akerman prepares the balance of the scripts and checklists, Maddin Hauser will make its own determination that such scripts and checklists are appropriate for use in the Foreclosure Review.

B. Scope of Review

Clayton's foreclosure review process is designed to evaluate each loan in the Foreclosure Loan Review Sample against the following requirements, items (a) through (h), as outlined in Section 16 of the Consent Order.

Bulleted under each of the defined requirements, Clayton has indicated the specific file review modules that will be completed in order to satisfy the stated objective. All testing modules will be considered for each loan in the sample; however, not all modules will be completed based on loan-specific characteristics (e.g. the Bankruptcy Module will not be completed if the borrower never filed for bankruptcy protection; however, testing completed in the Loss Mitigation module will allow Clayton to independently determine if the Bankruptcy Module is applicable). Clayton further defines the modules and explains how the test scripts associated with each module will satisfy each of the Consent Order requirements in the File Review process section on Page 20.

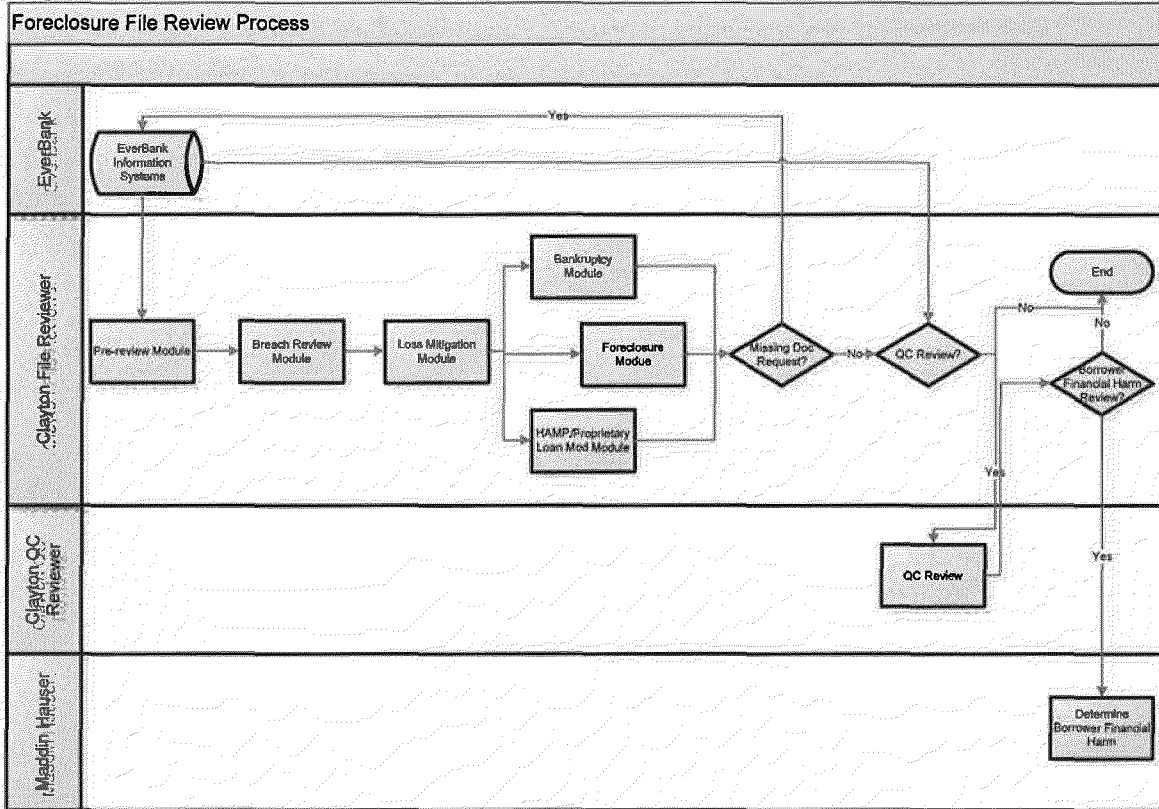
- (a) whether at the time the foreclosure action was initiated or the pleading or affidavit or declaration filed (including in bankruptcy proceedings and in defending suits brought by borrowers), the foreclosing party or agent of the party had properly documented ownership of the promissory note and mortgage (or deed of trust) under relevant state law, or was otherwise a proper party to the action as a result of agency or similar status;
 - Document, Foreclosure, and/or Bankruptcy Modules
- (b) whether the foreclosure was in accordance with applicable federal and state laws, including, but not limited to, the U.S. Bankruptcy Code and the SCRA;
 - Document, Breach, Loss Mitigation, Foreclosure, HAMP/Proprietary Loan Modification and/or Bankruptcy Modules

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C. Process Map and Workflow

Clayton has developed a dynamic module file review process to verify that all Consent Order requirements are tested. Diagram 1 provides a process flow diagram that illustrates how the file review process steps taken by Clayton and Maddin Hauser will accomplish the review objectives described in Section II, (A.) Below, Clayton defines each of the file review modules, explains how the test scripts associated with the module will satisfy the stated objectives of the Consent Order requirements and references relevant reference material that will be utilized to complete each module.

Diagram 1



1. Pre-review Module

The Pre-review module displays all basic required documents and foreclosure process milestones. The Pre-review module will, in part, allow Clayton to identify the loan-specific scope (e.g. latest foreclosure milestone) required to complete Consent Order testing requirements (a) through (h) and to enter certain data to support such a review.

2. Breach Review Module

Upon completion of the Pre-review module, all loans in each defined review sample will proceed to the Breach Review module. The Breach Review requires analysts to gather information/data from the documents compiled through the Audit Trail process defined in Section II, (C) (8), accessed through the [REDACTED] (e.g. Breach Notice Sent Date) as well as EverBank's [REDACTED] (e.g. Last Interest Paid Date) to

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Table 5: Functional Areas (as applicable)

<ul style="list-style-type: none">• Legal, Compliance, and risk management• Customer Service• Collections• Loss Mitigation/ HAMP• Quality Control / Quality Assurance• NPV/ Equity Analysis	<ul style="list-style-type: none">• Property Valuation / Preservation• Bankruptcy• Pre-Foreclosure• Foreclosure• Vendor Management
--	--

When relevant to each functional area listed in Table 5, the following topics will be reviewed and evaluated.

Table 6: Topics Covered

<p>Process and Procedures</p> <ul style="list-style-type: none">• Adherence to and ability to adopt contractual guidelines• "Exceptional" procedural review (e.g. situations, special loans, risk characteristics)• Borrower notification and call cycles• Workout strategies• Process workflow and controls• Compliance and risk management• Operational benchmarks• Performance monitoring• Side-by-side observations and live call monitoring including assessment of adherence to written policies and procedures• Process and guidelines for modifying or updating policies and procedures	<p>Timeline Management</p> <ul style="list-style-type: none">• Strategy• Policy and timeline management• Compliance• Automation and tracking <p>Systems</p> <ul style="list-style-type: none">• Automated process review• Adequacy assessment of EverBank's servicing system functionality (through side-by-side work observations and system demonstration)• Internal programming development• Controls, tracking, and reporting
---	---

IV. Borrower Complaint and Outreach Process

A. Coordinated Outreach Process

EverBank has agreed to participate in a coordinated outreach process consistent with other Consent Order banks and related Independent Consultants. As related to the coordinated process, EverBank will utilize consistent template documents and processes related to borrower communication and complaint receipt and processing as detailed below. EverBank will implement the coordinated Borrower Complaint and Outreach process by September 30, 2011 or other date directed by the OCC. Please refer to Section V, (A) on Page 37 for complete project timelines.

B. Borrower Communication

EverBank has engaged Rust Consulting, Inc. as a third-party Claims Administrator which will be responsible for the administration of the borrower outreach and claims intake process. EverBank will execute a statement of work with Rust Consulting, Inc. following finalization of the coordinated outreach

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less than weekly so that EverBank may determine whether the complaint requires other response through EverBank's normal complaint processes.

(b) Eligible Claims

EverBank will complete an initial review and will provide a report of its findings and a proposed resolution to Clayton for independent review of the complaint. To the extent any immediate remedial action is required or desired by EverBank, EverBank may undertake such action, subject to subsequent review by Clayton and any additional requirements of the remediation plan approved by the OCC.

If Clayton determines that a loan is eligible, it will communicate such to the Claims Administrator and the Claims Administrator will send a notice to the borrower informing the borrower that his/her loan will be reviewed, and that to the extent remediation is ultimately indicated, the borrower will be informed of such in accordance with the time frames set forth in Sections 18 and 19 of the Consent Order. The content and timing of such borrower communication will be consistent with templates developed through the coordinated approach. Clayton will proceed with a file review on all eligible loans¹ as described in the Borrower Complaint and Outreach Driven Sample as detailed in Section I, (B).

3. Borrower Acknowledgement

For every complaint received, the Claims Administrator will send an acknowledgement letter to borrowers who submit complete complaint forms. Further, the Claims Administrator will send follow-up notices to borrowers who submit incomplete claim forms. The content and timing of borrower acknowledgement communication will be consistent with processes developed through the coordinated approach.

Following the completion of Clayton's review, the Claims Administrator will send responses to eligible borrower complaints as appropriate based on defined coordinated outreach processes.

4. Training

In support of the borrower complaint and outreach process, EverBank will develop training for call center agents to effectively handle calls about the complaint process, including contact information for the Claims Administrator and website information for further information and claim forms. Most necessary technology configuration will be addressed by the Claims Administrator but EverBank will take action necessary to ensure it has appropriate technology configuration for the Borrower Complaint and Outreach Process, including the maintenance of the archived database of complaints created by the Claims Administrator, once the remediation process has been completed.

Please refer to Diagram 2 below for a process flow diagram that illustrates the Borrower Outreach and Complaint Process steps.

¹ With respect to Section 2(c) of the July 8, 2011 Guidance, Clayton will have the ability to obtain the loan files for eligible borrowers who submit complaints through the processes that EverBank and Clayton will establish for file review for all other loans in the sample.

V. Timeframes and Milestones

A. Project Timeframes

According to Section 15, (C) of the Consent Order the completion of the Foreclosure Review should occur within one hundred twenty (120) days from the approval of the engagement letter. In a meeting with the OCC on June 28, 2011, Clayton received further guidance indicating the project timeline should be established independently to ensure completion and accuracy of the review. All work described in Sections I through IV will be completed according to the timelines outlined in Table 7. Please refer to Exhibit R for a Gantt chart outlining project workflow and timeframes. All timelines and milestones begin one business day following approval of the engagement letter by the OCC. Clayton received conditional approval from the OCC on August 11, 2011 to begin the Foreclosure File Review. Specific timeframes for each project section is further detailed below.

Table 7

Task Group	Task Name	Start Date	End Date	Duration Days
Complaint Process	Complaint Process Direct Mail Drop	9/30/2011	11/18/2011	50
Complaint Process	Complaint Process Marketing	9/30/2011	3/30/2012	183
Complaint Process	Complaint Intake	9/30/2011	3/30/2012	183
Operational Assessment	EverBank Foreclosure Operational Assessment	8/12/2011	9/10/2011	30
File Review	Initial Sample File Review Setup	8/12/2011	9/10/2011	30
File Review	Initial Sample File Review	9/11/2011	2/7/2012	150*
File Review	Expanded Sample File Review	3/9/2012	7/6/2012	120
File Review	Complaint Driven File Review	9/30/2011	7/28/2012	303**
Deliverables***	Foreclosure Report	2/8/2012	3/8/2012	30
Deliverables***	Revised Foreclosure Report	7/7/2012	8/5/2012	30

*Clayton's estimated timeframe to complete the Initial Sample file review is one hundred fifty (150) days rather than the one hundred twenty (120) days as indicated in the Consent Order. Clayton's staffing model and training program anticipates an employee on-boarding and training ramp up period of thirty (30) days which is included in the one hundred fifty (150) day total. This on-boarding and training ramp up period is separate from the Initial Sample File Review Setup period which will be used to update Clayton technology to work through data and documentation logistics with EverBank.

**Clayton's estimated timeframe to complete the Borrower Complaint and Outreach Driven Sample is one hundred twenty (120) days following the end of the coordinated complaint intake period, March 30, 2012. This timeframe may be subject to change based on actual volume and timing of complaints received.

*** The Foreclosure Report and Revised Foreclosure Report may be combined into a single foreclosure report with the timing of delivery subject to the direction of the OCC.

B. Borrower Complaint and Outreach Process Timeframes

1. Borrower Communication

EverBank and the Complaint Administrator will take Borrower Communication steps detailed in Section IV, (A) according to the schedule outlined in Table 7 above.

2. Complaint Sample Review

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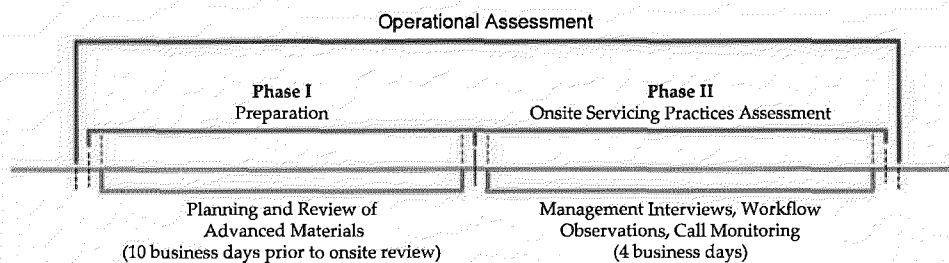
Clayton anticipates the Complaint Sample review for all eligible claims will begin contemporaneously with the initiation of the borrower communication portion of the Borrower Complaint and Outreach process and will proceed for up to an estimated one hundred twenty (120) days following the end of the complaint process intake period (March 30, 2012). Actual timelines for the Complaint Sample review will depend on the volume of loans to be reviewed. Clayton will review and respond to each eligible Borrower Complaint within the timelines established by the OCC or imposed upon EverBank pursuant to applicable law, including allowance for the Claims Administrator to provide the response to the borrower in Section IV, (C).

Clayton estimates the time required to complete review of complaints received, including Financial Injury determination, will be variable based on the nature and extent of each complaint. Clayton will dedicate appropriate staffing levels related to the Borrower Outreach and Complaint Process dependent on the volume and timing of complaint receipt. The Claims Administrator will send responses to eligible borrower complaints as appropriate with respect to Clayton's findings within timeframes consistent with the coordinated approach.

C. Operational Assessment Timeframes

The Operational Assessment, described in Section III, (B), will be completed in the timeframe indicated in Diagram 3 below. Clayton anticipates Phase I preparation will be completed within ten (10) business days prior to the onsite review. Phase II onsite management interviews and workflow observations will be conducted within a four (4) business day period. All Operational Assessment activity will be completed during the setup phase of the overall Foreclosure File Review process. All Operational Assessment findings and reporting will be incorporated into the Foreclosure Report described in Section VII, (B).

Diagram 3



D. File Review Timeframes

1. File Review Setup

Immediately upon approval of the engagement letter, and prior to commencing the Initial Sample file review, Clayton will complete setup and ramp up activity including (1) system connectivity testing, (2) documentation assessment and (3) test complete file reviews and (4) training. Clayton anticipates setup taking no more than thirty (30) days; however beginning and completing the Initial Sample review according to the timeframes indicated is contingent on EverBank providing certain required documentation (see Section III above) in the timeframes indicated in Table 8.

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Table 8

Complete Document Files Provided - Cumulative	Days from Regional Director Approval	Percentage
1,743	30	25%
3,486	45	50%
5,229	60	75%
6,972	75	100%

2. File Review Schedule

As described in Section II, Clayton's File Review Process will apply various test modules to each loan. Bankruptcy and HAMP/Proprietary Loan Modification modules will only be applied to relevant loans; whereas, all other testing will be consistently applied to each reviewed loan. Clayton estimates the time per module as provided in Table 9, **exclusive of (1) the time required for EverBank to provide or cause to provide required documentation as described in Section III, (A) (2) the time required for Clayton and Maddin Hauser to determine Borrower Financial Injury as described in Section II, (E), and (3) the time required for Quality Control reviews as described in Section II, (D).**

In creating production time estimates, Clayton considered substantial prior loan audit experience as well as operational efficiencies gained through its use of proprietary [REDACTED] technology. As described in Section II, (D), its [REDACTED] system will allow Clayton management to view actual time to complete each individual review module in order to assess and adjust staffing levels to meet communicated project timeframes.

The OCC has informed Clayton that it is in the process of developing its document retention standards for the Foreclosure Review. The OCC may issue guidance requiring Clayton to preserve documents not contemplated in our plan as detailed in Section II. Where required, Clayton will adjust staffing levels and time estimates by module to account for additional documentation management and storage requirements.

Table 9

Module	Loan Volume	Ramp-up Production Time Estimate*	Full Production Time Estimate*
FC	6,972	3.0	2.5
Mod	2,532	1.8	1.5
BK	3,573	1.5	1.25
Average	n/a	4.42	3.69

*Estimated blended time accounting for percentage of sampled loans with Bankruptcy and/or Modification Modules. Time estimates assumes full production efficiency will not be achieved until eight weeks from the start of the Foreclosure Review.

3. Quality Control

As described in Section II, (D), Clayton will apply a two pronged Quality Control approach. Clayton Quality Control professionals will review one hundred percent (100%) of loans with adverse findings in addition to a ten percent (10%) sample of loans without adverse findings. All Quality Control reviews are estimated to be completed in one (1) hour per loan.

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4. Financial Injury

Financial injury will be reviewed and determined on a case by case basis as described in Section II, (E). Given the loan-specific nature of each review, time-per-file estimates are not appropriate. Clayton will work with Maddin Hauser to ensure appropriate staffing levels to assist Clayton in proper assessment of financial injury within the stated File Review timeframes.

E. Deliverable Timeframes

1. Periodic Status Reports

As described in Section VII, (A) below, Clayton will provide to the OCC bi-weekly, written progress updates detailing (1) file review productivity levels, (2) logistics issues material to the completion of the file review in stated timelines, (3) material findings related to files reviewed, and (4) recommendations for increased sampling pursuant to Section I, (C). Clayton will begin providing status reports on the second Thursday following the Initial Sample File Review Start Date and every second Thursday thereafter until the completion of all Foreclosure Loan File Reviews.

2. Foreclosure Report

Per Section 17 of the Consent Order, Clayton will prepare a written report detailing the findings of the Foreclosure Review within thirty (30) days of completion of the Initial Sample File Review. Unless otherwise directed by the OCC, Clayton will provide the Foreclosure Report accounting for the results and findings from the Initial Sample within the stated timeframe. Findings related to Expanded or Complaint Driven Samples will be reported in revised Foreclosure Reports, each thirty (30) days from the completion of file review activity for the related expanded sample segment.

VI. Staffing Plan

A. File Review Staff

Clayton will designate a manager overseeing all operational components of the project to 1) monitor Clayton's adherence to project scope, timelines, and expectations, 2) maintain consistent communication with EverBank and other third parties, 3) oversee quality, and 4) ensure that project output exceeds client expectations. The Clayton File Review Staff will be comprised of a combination of full-time Clayton Credit Risk Analysts and contract Servicing Default Compliance Specialists. Please refer to Section X for more information regarding Clayton's staff expertise.

Credit Risk Analysts are full time employees of Clayton's surveillance business, with significant experience in servicer oversight and the review of servicing files, and deep technical knowledge of servicing processes and operations. A number of these individuals participated in a review of Clayton's special servicer's foreclosures and, as a result, are familiar with foreclosure practices and documents.

Servicing Default Compliance Specialist contract workers have mortgage or financial services experience, specifically experience analyzing loan and borrower data, and have strong knowledge of servicing practices related to loss mitigation and foreclosure proceedings. Staff responsible for completing Module 7 as described in the File Review Process Section II, (C) has specific experience in conducting servicer file audits of HAMP and proprietary loan modifications. All Servicing Default Compliance Specialist contract workers will undergo a topical pre-screen questionnaire prior to

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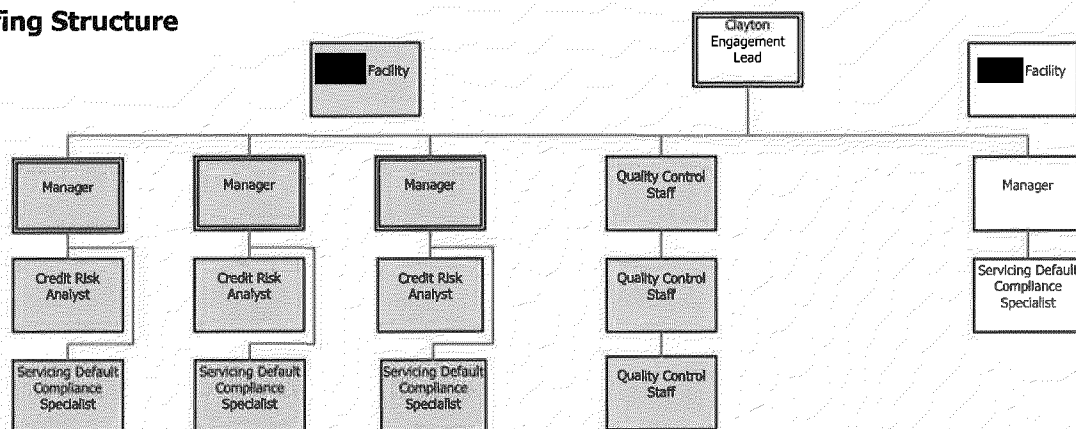
inclusion on the project staff plan. Clayton may utilize a limited number of experienced remote resources where necessary.

As stated in the Quality Control Section II, (D), Clayton's quality control loan reviews will be performed by an independent team separate from Clayton file review staff and will be conducted after the completion of the loan File Review Process. The Quality Control staff, like the File Review Staff, will be made of a mix of Credit Risk Analysts and experienced Servicing Default Compliance Specialists. Based on anticipated adverse finding rates and other Quality Control volume described in Section III, Clayton estimates the need for nine (9) dedicated Quality Control staff members for the Initial Sample.

Management and project oversight staff are from Clayton's surveillance and Consulting business units and have significant experience managing teams of credit risk analysts and consultants. These individuals possess deep technical knowledge of mortgage servicing practices and significant project management experience leading large-scale client engagements.

As indicated in Diagram 4, file Review Staff will be split between Clayton's [redacted] and [redacted] facility locations with staff in [redacted] being responsible for Modules 1-6 and staff in [redacted] responsible for completing Module 7 as described in the File Review Process Section II, (C).

**Diagram 4
EverBank Foreclosure File Review
Staffing Structure**



Based on the Initial Sample stratification and the Timeframes and Milestones sections Clayton estimates staffing demands for the File Review Process as indicated below:

Table 10

Initial Sample Loans	Hours Per File	Available Work Days	Average File Review Staff	Estimated QC Staff	Estimated Management Staff	Average Total Staff
6,972	3.9	103	48	9	3	60

Clayton will implement a phased approach to on-boarding staff in order to implant comprehensive training and to identify areas of improvement within our process as we begin file reviews (i.e. reevaluate the document submission process if a significant portion of files are incomplete). Below is the on-boarding schedule for the staff:

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Table 11

Start Date	File Review Staff On-Boarding Count
8/23/2011	34
9/12/2011	6
10/3/2011	11
Total*	51

*Total File Review Staff count does not match the estimated File Review Staff number in Table 10 because Clayton will incorporate a staff ramp up period that will require an estimated total of 51 individual file reviewers to reach an average of 48 over the complete Foreclosure Review timeline.

B. File Review Training

Clayton will conduct file review module training in coordination with the on-boarding process. The training program will include the following focus areas:

- Documentation Requirements
- Systems Training
 - [REDACTED] tool
 - EverBank [REDACTED]
 - EverBank [REDACTED]
- Modules described in the File Review Process Section II, (C)
 - [REDACTED] Staff - Modules 1-6
 - [REDACTED] Staff - Module 7

Following training, each staff member will be required to pass a file review test that will focus on all of the modules from the File Review Process Section II, (C) and in turn all of the requirements of the Consent Order (Note: [REDACTED] and [REDACTED] Staff will have different tests focused on specific modules mentioned above).

Additionally, Clayton has developed detailed training guides for each of the major modules from the File Review Process Section II, (C) (i.e. Bankruptcy, Foreclosure, HAMP, etc.) which will be accessible to all review staff throughout the review.

C. Financial Injury Determination

A Clayton Manager overseeing the quality control staff, as described above, will collaborate with Maddin Hauser staff to complete the Financial Injury Determination as described in Section III, (E).

D. Borrower Outreach and Complaint Process

The Clayton Complaint Process Staff will be made up of a combination of full-time Clayton Credit Risk Analysts, professionals from Maddin Hauser and Servicing Default Compliance Specialist contract workers.

Credit Risk Analysts (as described on Page 40)

Professionals from Maddin Hauser have significant experience in reviewing borrower claims on residential mortgage loans and evaluating mortgage servicer resolution and remediation actions.

Servicing Default Compliance Specialist contract workers (as described on Page 40)

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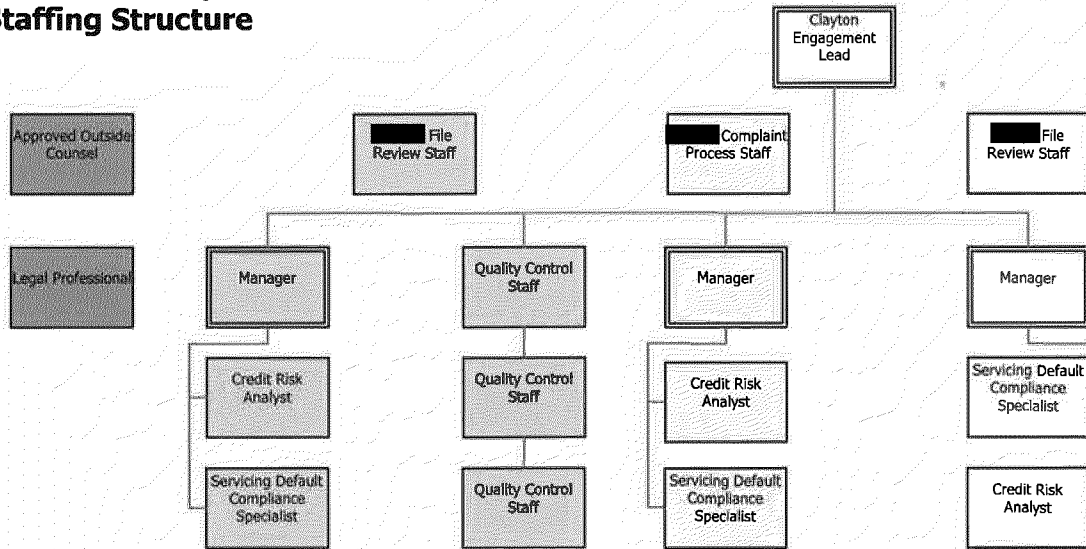
As stated in the Quality Control Section II, (D), Clayton's quality control loan reviews for the Complaint Process will be performed by an independent team separate from Clayton file review staff and will be conducted after the completion of the loan File Review Process. The quality control staff, like the file review staff, will be made of a mix of Credit Risk Analysts and experienced Servicing Default Compliance Specialists.

Clayton estimates the time required to complete review of complaints received, including Financial Injury determination, will be variable based on the nature and extent of each complaint. Clayton will dedicate appropriate staffing levels related to the Borrower Outreach and Complaint Process dependent on the volume and timing of complaint receipt.

As indicated in Diagram 5, all professionals from Maddin Hauser will be staffed in Clayton's [REDACTED] office or in the offices of such approved counsel and the File Review Staff will be split between Clayton's [REDACTED] and [REDACTED] facility locations with staff in [REDACTED] being responsible for Modules 1-6 and staff in [REDACTED] responsible for completing Module 7 as described in the File Review Process Section II, (C).

Diagram 5

EverBank Complaint Review Staffing Structure



E. EverBank Operational Assessment

Clayton will designate a manager overseeing the Operational Assessment component of the project to 1) monitor Clayton's adherence to project scope, timelines, and expectations, 2) maintain consistent communication with EverBank, 3) oversee quality, and 4) ensure that project output exceeds client expectations. In addition to Clayton's overall project management personnel, Clayton's on-site team will consist of one (1) Consulting Manager and one (1) Consulting Associate. In Clayton's experience, this type of team model provides for a mix of staff that enables high performance and efficient delivery of work product. Minimum skill set and experience for each role for the Operational Assessment is detailed as follows.

Consulting Manager: Clayton full time employee with previous consulting experience in the financial services industry with a focus on residential and/or commercial mortgage-related projects. Required

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ability to act as project lead or in a supporting capacity during on-site evaluations and capability to conduct in-depth in-take interviews and perform comprehensive work observations of management and staff of reviewed subject. Capacity to perform process mapping and gap analysis activities and ability to develop and implement remediation plans. Responsible for ensuring client satisfaction through the timely performance of consulting engagements and the distribution of exceptional quality deliverables.

Consulting Associate: Clayton full time employee knowledge of residential servicing practices is required along with excellent communication and presentation skills, both orally and written and strong attention to detail. Associates must demonstrate exceptional customer service skills and ability to work with senior-level clients to ensure highest quality results and insightful content for assigned track of work.

VII. Deliverables

A. Periodic Status Reports

Unless otherwise directed by the OCC, Clayton will provide to the OCC bi-weekly, written progress updates detailing (1) file review productivity levels, (2) logistics issues material to the completion of the file review in stated timelines, (3) material findings related to files reviewed, and (4) recommendations for increased sampling pursuant to Section I, (C). An example of the type of content which will be included in the Periodic Status Reports is as follows. Clayton will follow OCC guidance regarding the timing and method of delivery (recommended as an email distributed every second Thursday). Subject to approval of the OCC, Clayton will make Periodic Status Reports available to EverBank to facilitate discussion on items and findings where such discussion will support efficiency and accuracy of the file review.

Example Periodic Status Report

File Review Summary - Week Ending August 27, 2011

Sample Segment	Total Sample Population	Completed Reviews	Completion Rate	Missing Information
1. Third Parties with Deficiencies				
- [REDACTED]	1,175	1,010	86%	10
- [REDACTED]	185	5	3%	12
- [REDACTED]	48	4	8%	15
2. SCRA loans	3	2	67%	0
3. Foreclosure cases referred by state or federal agencies	169	58	34%	2
4. Loans with pre-consent order borrower claims and complaints	10	10	100%	0
5. Rescinded foreclosures	395	25	6%	14
6. Modification denials resulting from DTI and/or NPV	1,525	1400	92%	3

Logistics Issues

All missing documentation as of the date of this report has been requested from EverBank and/or appropriate attorney firms. Document requests are being addressed by EverBank within an appropriate response period at this time.

Review Findings

The guidelines for the servicing ratings are as follows:

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- **A** = Appropriate servicing efforts were identified in accordance with the objectives outlined in Section 16 of the Consent Order. No errors, misrepresentations, deficiencies, or borrower financial injury was identified.
- **B** = Errors, misrepresentation, and/or deficiencies were identified based on the objectives outlined in Section 16 of the Consent Order. Errors were not associated with borrower financial injury.
- **C** = Critical errors, misrepresentation, and/or deficiencies were identified resulting in non-compliance with the objectives outlined in Section 16 of the Consent Order (e.g. failure to follow loss mitigation requirements, inappropriate fee treatment, etc). Borrower financial injury was identified.

Review Findings by Segment

Third Parties with Deficiencies	A	B	C	Total
Number	859	79	81	1,019
Percentage	84%	8%	8%	100%
SCRA Loans	A	B	C	Total
Number	5	0	0	5
Percentage	100%	0%	0%	100%
Loans with Completed HAMP Mods	A	B	C	Total
Number	43	0	15	58
Percentage	74%	0%	26%*	100%

Based on the higher than anticipated error rate for completed HAMP modifications, Clayton recommends an adjustment to the segment sample volume using a Response Distribution value of twenty-six percent (26%) rather than the Initial Sample input of ten percent (10%). This will increase the completed HAMP modification segment loan volume by 212 loans.

B. Foreclosure Report

Per Section 17 of the Consent Order, Clayton is required to prepare a written report detailing the findings of the Foreclosure Review within thirty (30) days of completion of the review. Unless otherwise directed by the OCC, Clayton will provide the Foreclosure Report accounting for the results and findings from the Initial Sample within the stated timeframe. Results and findings from Expanded Samples or Complaint Process Samples will be provided at a time to be determined based on volume and timing of such additional loan samples.

The content and structure of the Foreclosure Report will largely depend on the results of the Foreclosure Review. At a minimum, reporting will provide the following:

- (1) Executive Summary
- (2) Detailed Operational Assessment Findings
 - a. Assessment of EverBank policies and procedures related to items described in Consent Order Section 16 (a) through (h)
 - b. Internal audit assessment
 - c. Department-by-department observations
 - d. Identified gaps and recommendations for enhancement to policies and procedures, prioritized by level of operational risk
- (3) Foreclosure File Review Summary
 - a. File review scope
 - b. Sample description

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IN WITNESS WHEREOF, each of the parties below, each acting with due and proper authority, have acknowledged this Engagement Letter as of the date submitted above.

EverBank

By: [REDACTED]

Name: [REDACTED]

Title: [REDACTED]

Clayton Services LLC

By: [REDACTED]

Name: [REDACTED]

Title: [REDACTED]

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Exhibit A: Sample Calculator

N = Total Size: 10000
Response Distribution: 10.0%

Findings Rate
 =/-

		Error Rate		
		1% 9.0% - 11.0%	2% 8.0% - 12.0%	3% 7.0% - 13.0%
% Conf. or CI	75.0%	1,065	290	131
	80.0%	1,288	357	162
	85.0%	1,573	446	204
	90.0%	1,959	574	264
	95.0%	2,570	796	370
	96.0%	2,752	867	405
	97.0%	2,977	959	450
	98.0%	3,276	1,086	514
	99.0%	3,740	1,300	623



4% 6.0% - 14.0%	5% 5.0% - 15.0%
74	48
92	59
116	75
150	97
212	137
232	150
259	167
296	192
360	234

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Exhibit G: State-Specific Breach Requirements

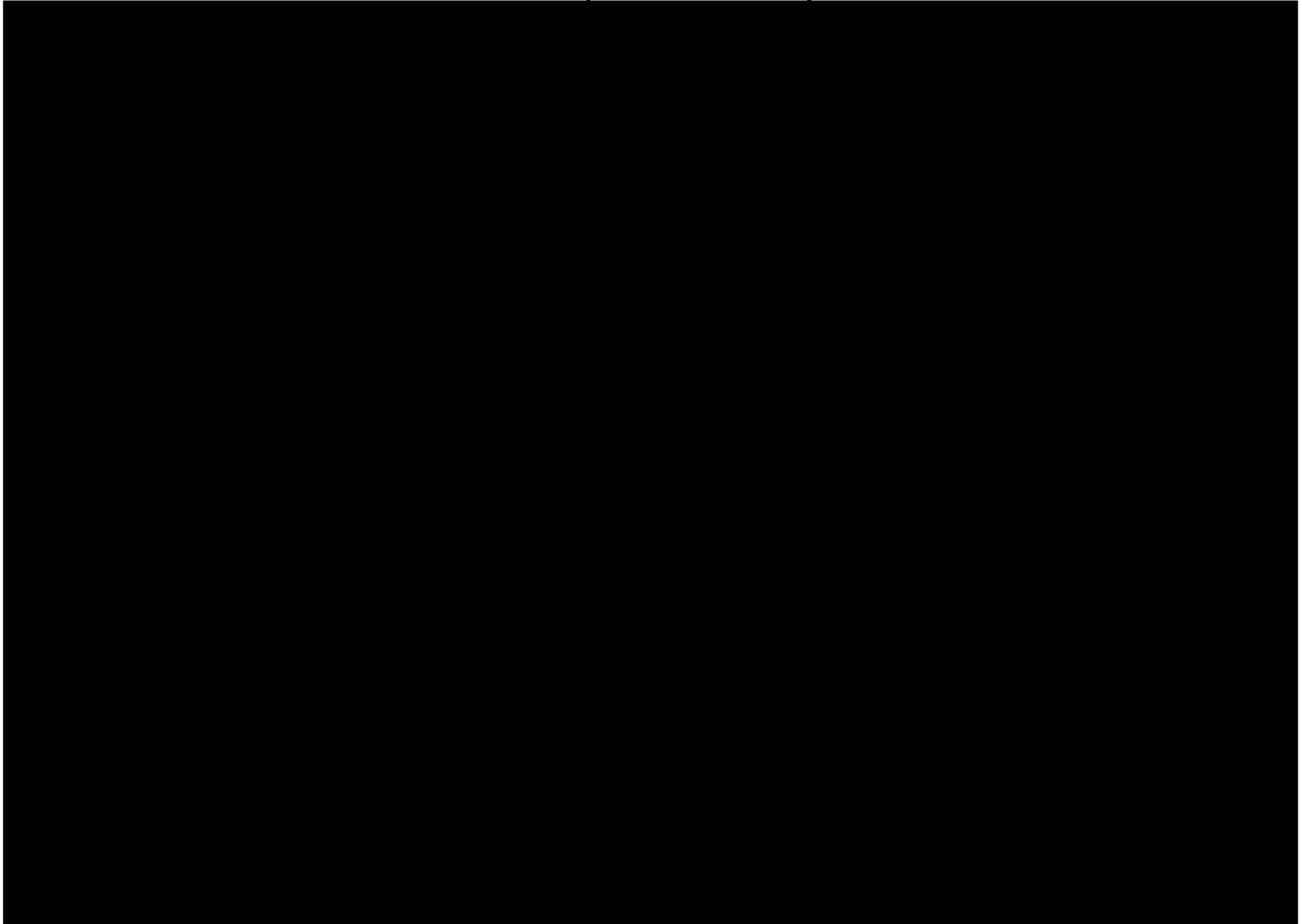
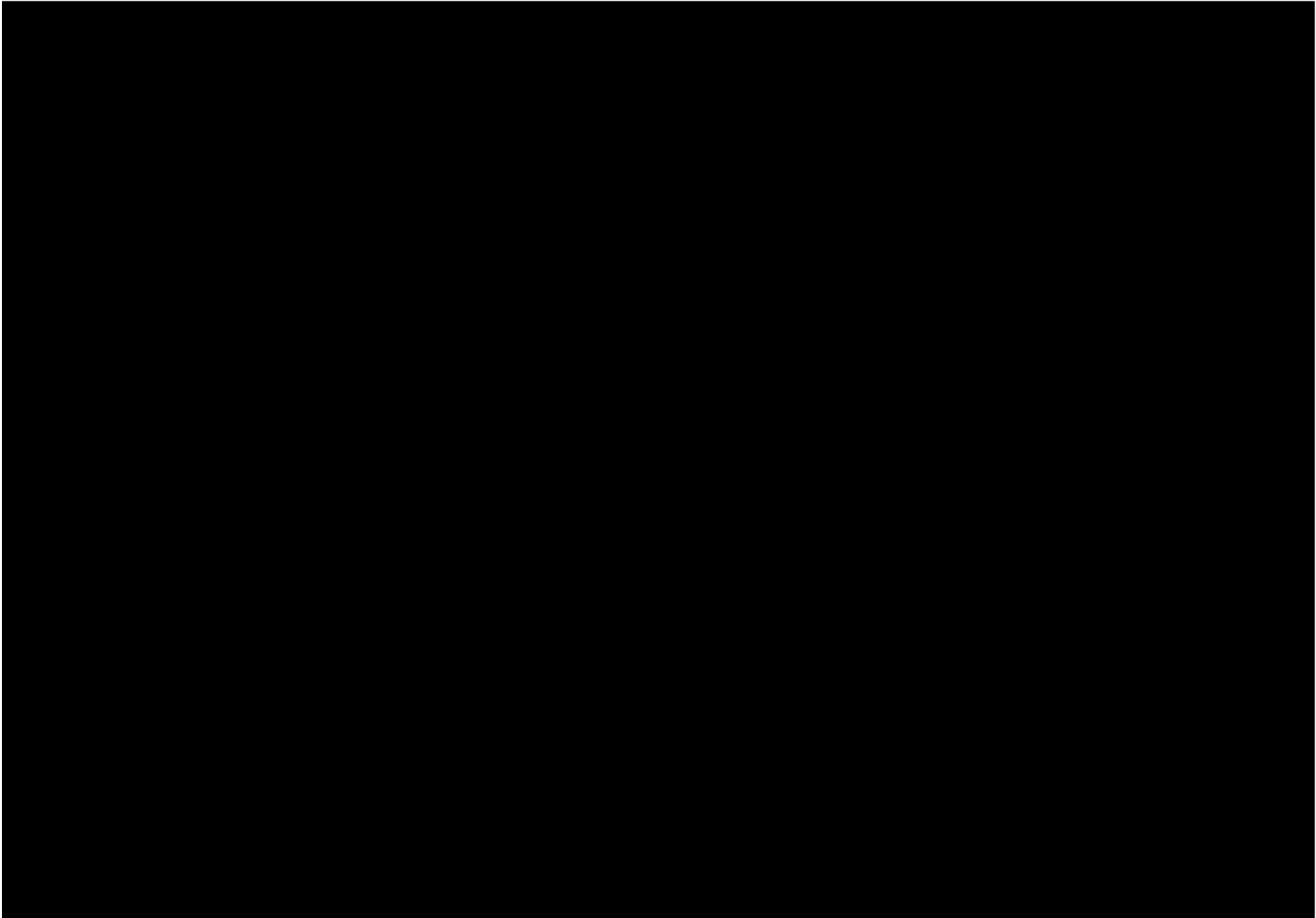


Exhibit J: State-Specific Foreclosure Allowable Fees Matrix



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EVBK-EL-0000065 – 0067
REDACTED COMPLETELY

EVBK-EL-0000069 – 0070
REDACTED COMPLETELY

Exhibit N: State-Specific Foreclosure Affidavit Matrix

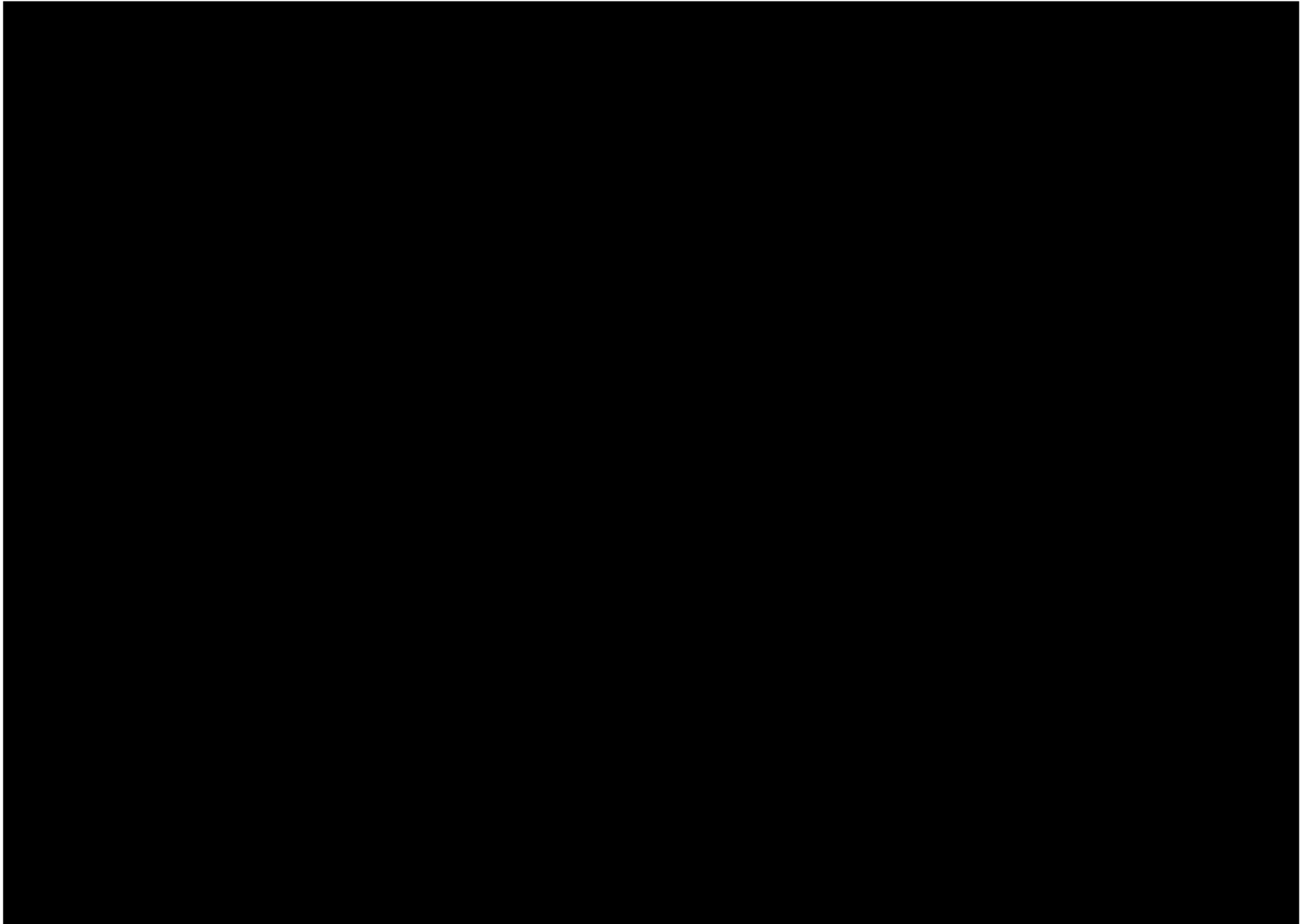
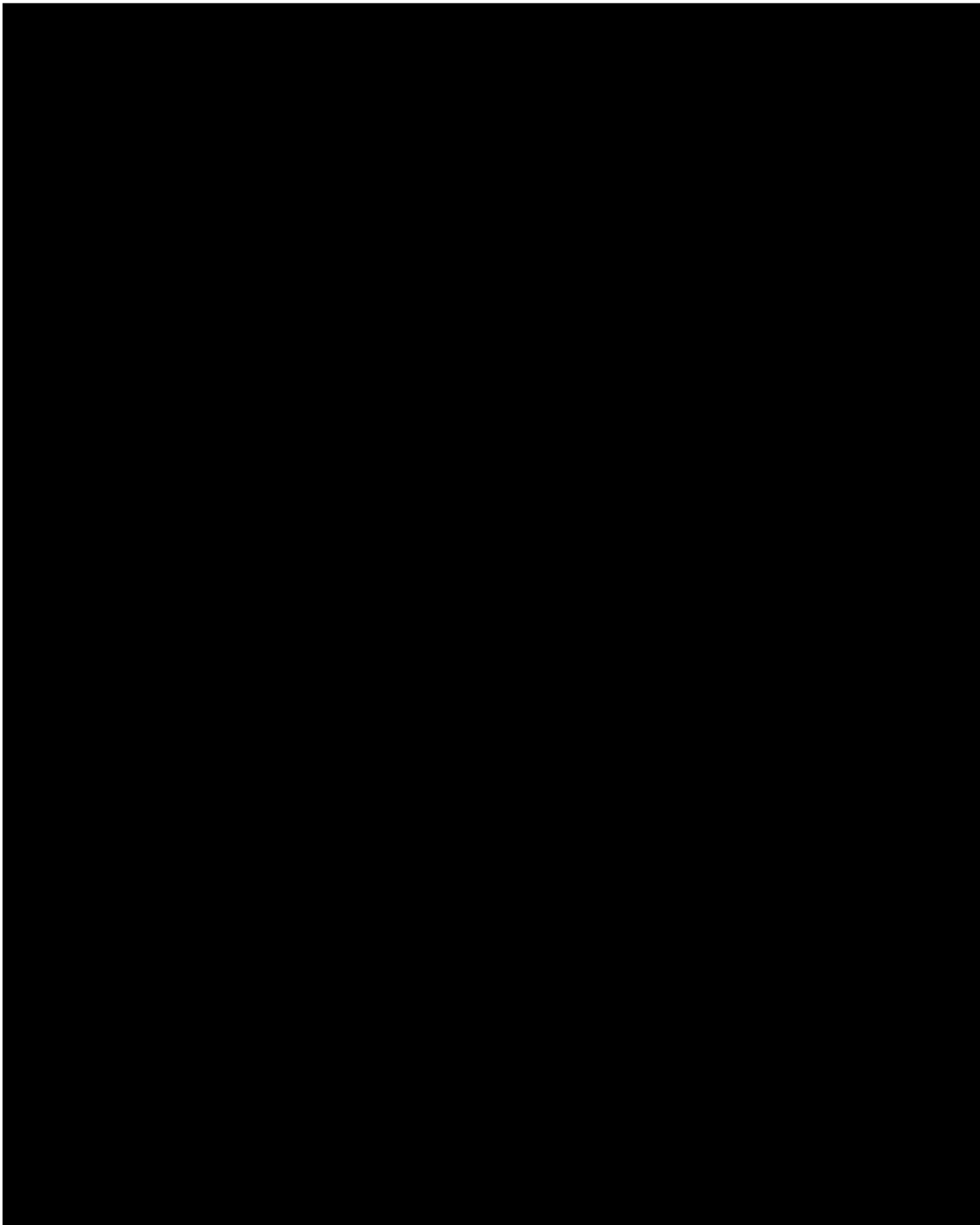


Exhibit O: State-Specific Foreclosure Mediation Requirements



EVBK-EL-0000074 – 0075
REDACTED COMPLETELY

EVBK-EL-0000077 – 0082
REDACTED COMPLETELY

Exhibit R: File Review Project Timeframes



ID	Task Group	Task Name	Start	Finish	Duration	2011			2012		
						Q2	Q3	Q4	Q1	Q2	Q3
1	Complaint Process	Complaint Outreach Process Commencement	9/30/2011	10/29/2011	30d			■			
2	Complaint Process	Complaint Process Marketing	9/30/2011	11/28/2011	60d			■			
3	Complaint Process	Complaint Intake	9/30/2011	2/26/2012	150d			■			
4	Operational Assessment	EverBank Foreclosure Operational Assessment	8/12/2011	9/10/2011	30d		■				
5	File Review	Initial Sample File Review Setup/Ramp Up	8/12/2011	9/10/2011	30d		■				
6	File Review	Initial Sample File Review	9/11/2011	2/7/2012	150d		■				
7	File Review	Expanded Sample File Review	3/9/2012	7/6/2012	120d				■		
8	File Review	Complaint Driven File Review	9/30/2011	4/26/2012	210d			■			
9	Deliverables	Foreclosure Report	2/8/2012	3/8/2012	30d				■		
10	Deliverables	Revised Foreclosure Report	7/7/2012	8/5/2012	30d						■

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EVBK-EL-0000089 – 0092
REDACTED COMPLETELY

EVBK-EL-0000094 – 0096
REDACTED COMPLETELY

Independent Foreclosure Review

Mortgage customers who were part of a foreclosure action that occurred between January 1, 2009 and December 31, 2010 may be eligible for an Independent Foreclosure Review.

Federal regulators have required an Independent Foreclosure Review by an outside consultant to identify customers who may have been financially injured due to mistakes, errors, or deficiencies in the foreclosure process.

If you are a current or former customer of one of the mortgage servicers listed below, you may be eligible for an Independent Foreclosure Review by an outside consultant working at the direction of federal regulators.

To qualify, your mortgage would need to meet the eligibility requirements as established by the federal government. Also, your home must have been your primary residence and the foreclosure action on your property must have taken place between **January 1, 2009 and December 31, 2010.**

America's Servicing Co.	EMC	Sovereign Bank
Aurora Bank	EverBank	SunTrust Mortgage
Bank of America	GMAC Mortgage	U.S. Bank
Chase	HSBC/HBIO	Wachovia
Citibank	Metlife Bank	Washington Mutual
CitiFinancial	OneWest Bank	Wells Fargo
CitiMortgage	PNC	

Eligible customers may receive a letter that defines financial injury, lists the steps to take to request a review, and provides an eligibility expiration date. Customers who do not receive a letter and customers who previously filed a complaint before this review process was initiated may also submit a Request for Review.

To see the eligibility requirements and complete the Request for Review form online or by mail, visit **IndependentForeclosureReview.com**.

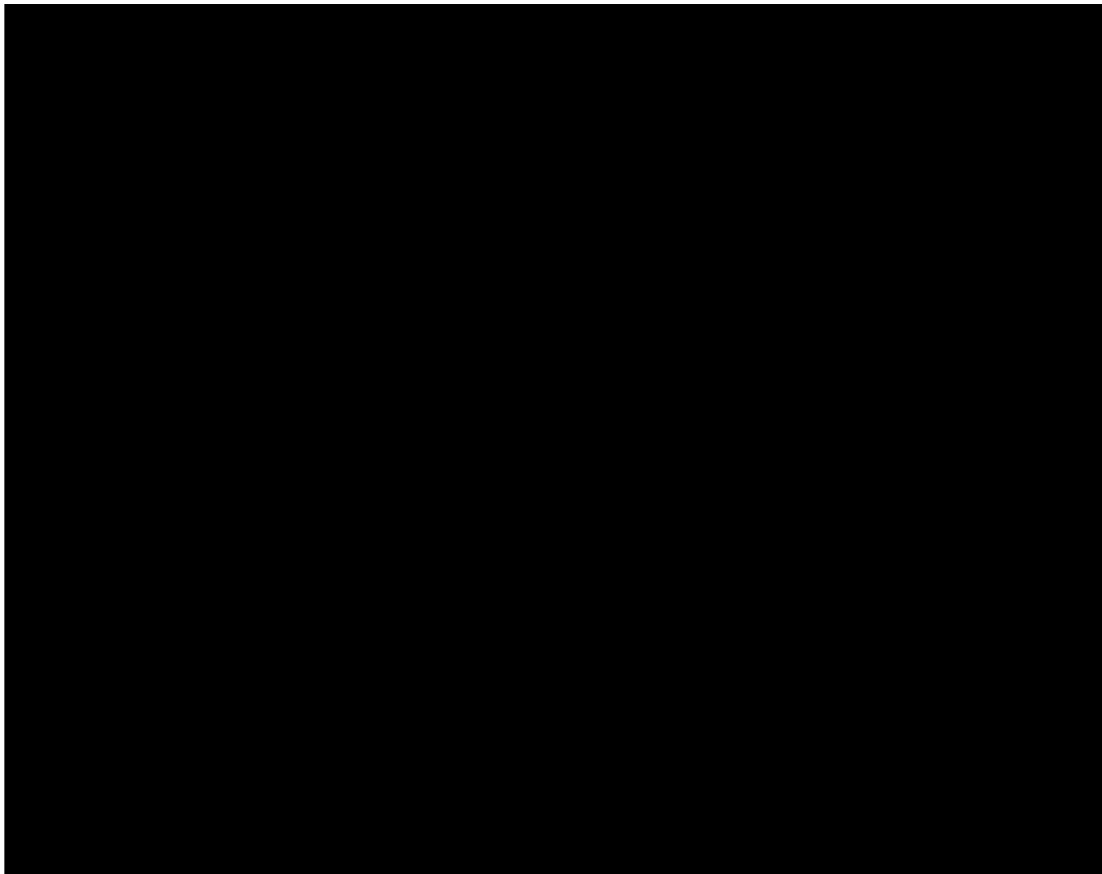
If you need help completing the form, want to request a form by mail, or have questions, call 1-XXX-XXX-XXXX.

Based on guidance from the OCC, the Independent Consultants are required to create a clear and auditable trail when conducting the foreclosure file reviews. This audit trail needs to present an agent of an auditing institution a link between a Clayton File Review Analyst's response, either adverse or non-adverse, and the information that was utilized in making the determination. Additionally, the information that is used in making the determination needs to be stored in a facility that will retain the information, data, document, etc. so that an agent of an auditing institution can reference the same information which will be readily available upon request.

Clayton's policies and procedures in relation to creating the audit trail along with descriptions of the systems that are utilized in conducting the foreclosure file reviews are below:

Comments Supporting Adverse and Non-Adverse Findings

Clayton's [REDACTED] tool provides a user with a comment box under each question or section of questions where File Review Analysts are required to include detailed comments for both adverse and non-adverse findings. For these comments, Clayton requires File Review Analysts to reference the documents and/or screen prints (if applicable, including page numbers, sections, etc.) that were utilized in making the determination on the specific question or section of questions. These comments allow an agent of an auditing institution and/or Clayton internal QC Review Staff to easily reference the applicable documentation that was relied upon by the File Review Analysts in making their determinations. Below is a screen shot from Clayton's [REDACTED] application highlighting example comments:



Document Storage - [REDACTED]

[REDACTED] is the platform utilized by EverBank to manage all active foreclosure cases. [REDACTED] The loans are activated within [REDACTED] at the time of foreclosure referral and the file is monitored until the foreclosure is completed or closed. All information stored for each loan continues to be maintained and accessible and is not archived into a separate repository platform after a certain period of time has elapsed. The information continues to be accessible in the [REDACTED] system. EverBank has an assigned [REDACTED] administrator who provides access to the [REDACTED] system. Access will be provided to the applicable auditors upon request.

Within [REDACTED] is the [REDACTED] imaging platform where all foreclosure documents are stored. Each document that is stored on [REDACTED] is assigned a unique 'Document ID'. It has been confirmed by EverBank that all documentation stored within the [REDACTED] system continues to be maintained within the web based site and is not archived during or after the foreclosure file is completed or closed

As illustrated in Exhibit A (questions 9 and 10) Clayton requires that all comments entered into Clayton's [REDACTED] tool that reference a document stored in [REDACTED] must detail the unique Document ID that a Clayton File Review Analyst used in making the determination. An agent of an auditing institution would likewise have access to [REDACTED] and could access the exact document that was used by the Clayton File Review Analyst. If applicable, the comment may also include the page number, relevant section, etc. within the document where the information can be found. This ensures that an agent of an auditing institution has a clear audit trail of the information that was utilized in making final determinations.

Process for Accessing Documents in [REDACTED]

- [REDACTED]
- [REDACTED]
- [REDACTED]

[REDACTED]

-
-

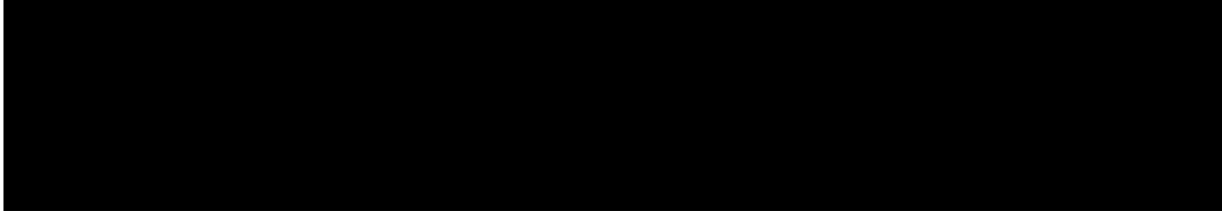
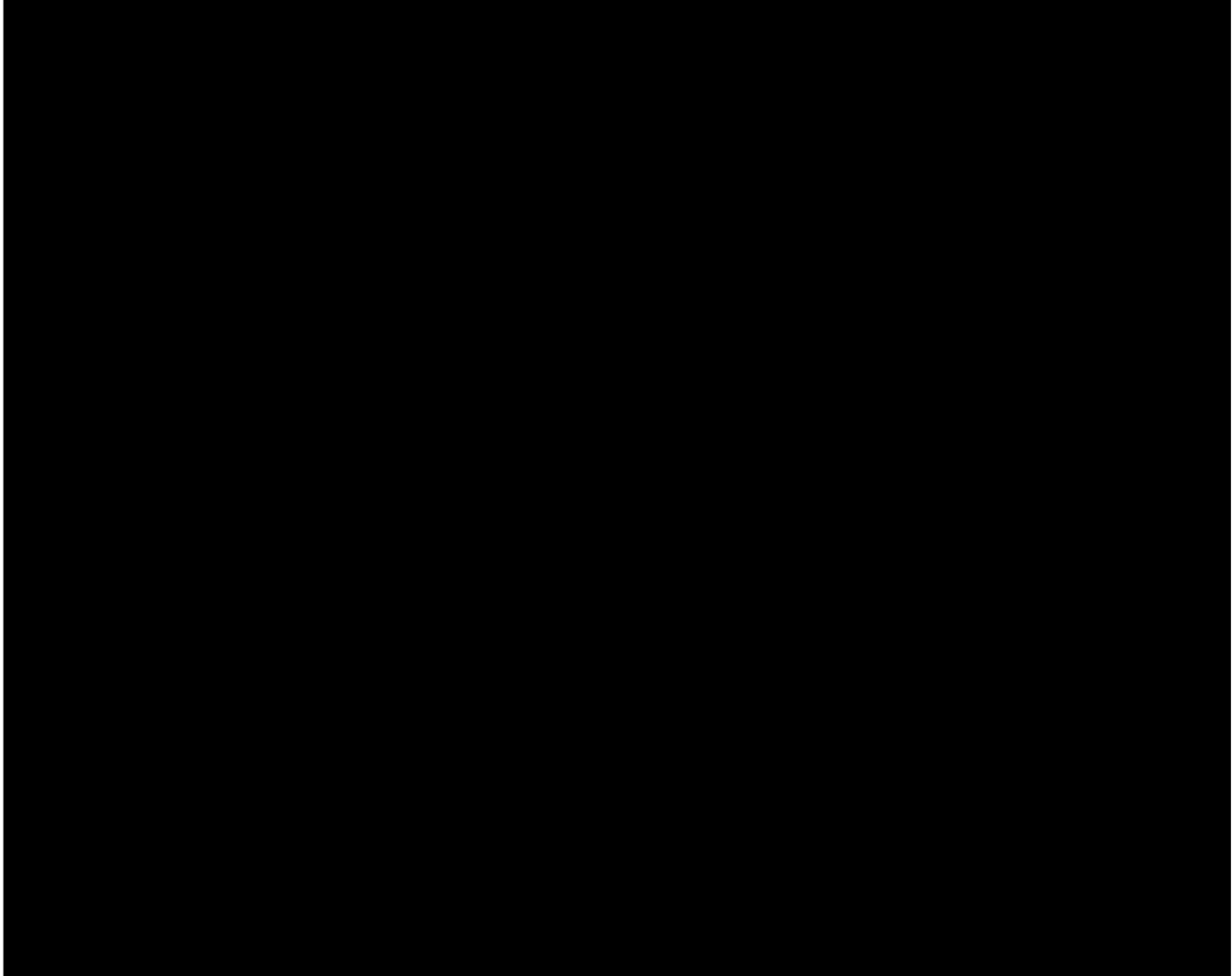


Exhibit C



-
-

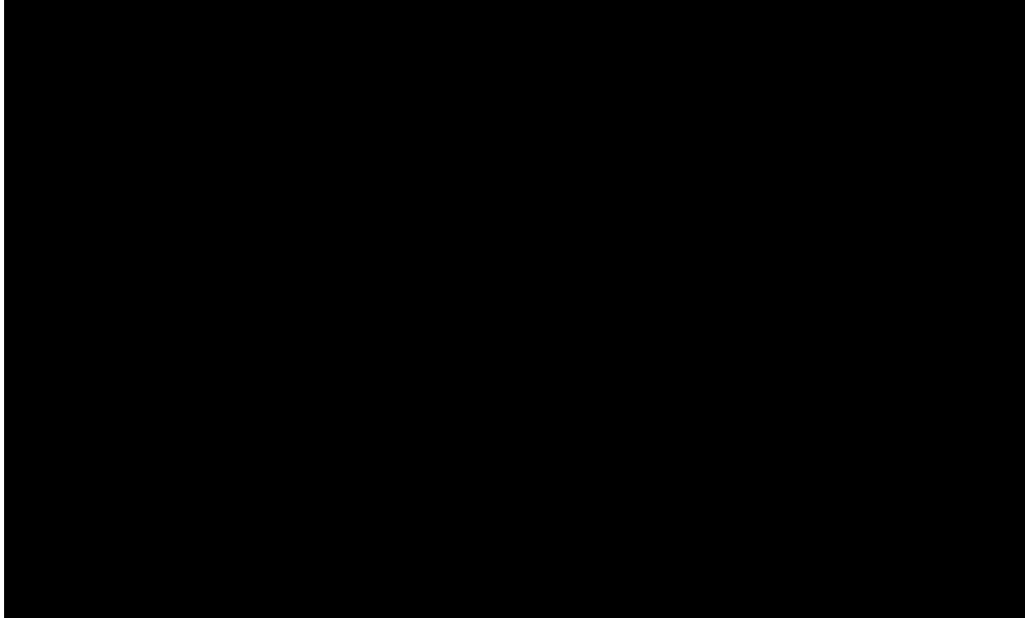
Exhibit D

Document Storage -

is an application giving users the ability to view standard and customized loan views retrieved by . is an interface which is the primary loan servicing platform for EverBank and the system that Clayton is utilizing to conduct the foreclosure file reviews. In addition to supporting basic servicing functions such as escrow administration, payment application, and customer service activities, the system contains dedicated default workstations for foreclosure and loss mitigation. EverBank has an assigned system administrator who provides access to the system. Access will be provided to the applicable auditors upon request.

- All the information, data, etc. that is utilized from in making determinations of adverse and/or non-adverse findings are currently being screen printed by Clayton and stored in .pdf documents on Clayton's secured network. EverBank and Clayton are currently working on a solution where the required screen prints would be completed by EverBank and EverBank would load the images into
- The documentation that is created by Clayton from that is used to support the file review findings are saved in Clayton's secure network within a independent folder for each loan with the following naming conventions (screenshot on proceeding page):
 -
 -

Exhibit E




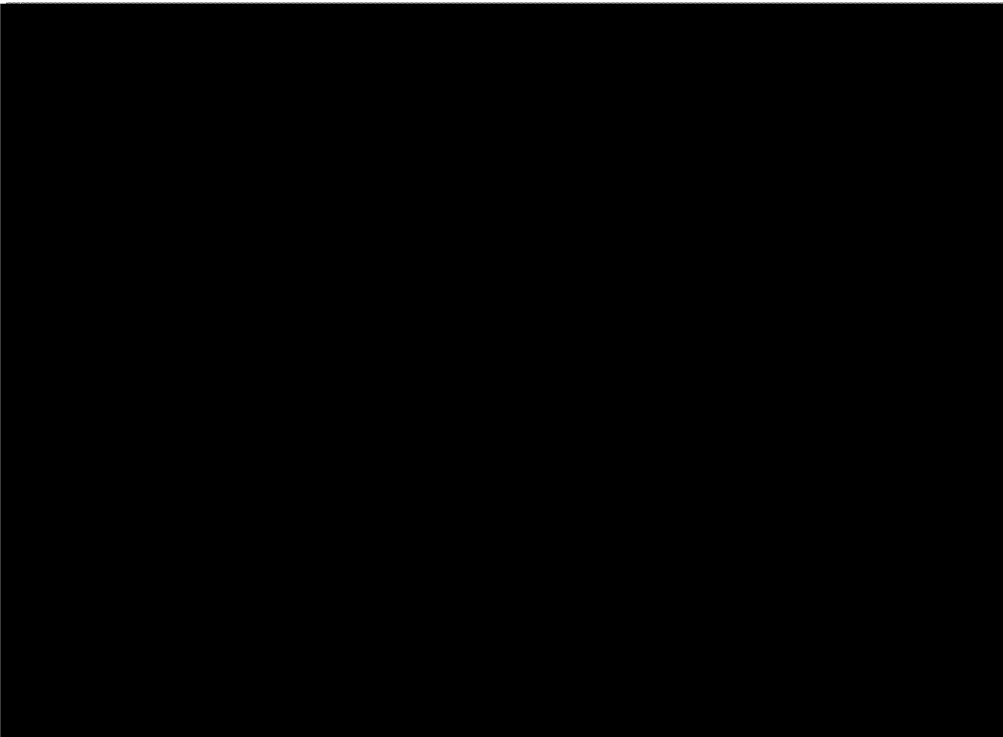
- The following  screenshot is an example of the documentation that would be created for an agent of an auditing institution to be able to validate where a File Review Analyst captured the Next Due Date from when responding to a test script question (i.e. What was the next payment due date at the time of the foreclosure referral?)

Exhibit F



Document Storage - Additional Work Papers

Foreclosure File Review - Audit Trail

Confidential Treatment Requested

All additional work papers outside of [REDACTED] and [REDACTED] that are utilized in answering test script questions (i.e. interest calculations, DOD web searches, PACER web searches, etc.) are stored in the same loan document folder structure as described in the [REDACTED] section above.

Availability of Workpapers

Upon request from an authorized representative of an auditing institution, EverBank will timely produce the supporting documentation for conducted foreclosure file reviews. The supporting documentation will connect the finding (adverse and non adverse) and the information that was utilized in making the finding. EverBank will obtain the supporting documentation from the same system(s) used in the conducted foreclosure file reviews, and will prepare a single audit file for each requested file.

A requirement that EverBank provide a single audit file for each file reviewed in the entire foreclosure review population at the time of review could jeopardize the timely completion of the foreclosure review.

Clayton will provide complete access to documents and information created by or in possession of Clayton with respect to the Foreclosure Review as stated in the engagement letter.