

MORTGAGE SERVICING RIGHTS PURCHASE AND SALE AGREEMENT

This Mortgage Servicing Rights Purchase and Sale Agreement, dated as of August 30, 2014, is by and between F [REDACTED] HOME LENDING, LLC, a Delaware limited liability company (the "Purchaser"), with offices located at 321 Research Parkway, Suite 303, Meriden, Connecticut 06450, and F [REDACTED] AR BANK, FSB, a federal savings bank (the "Seller"), with offices located in 5151 Corporate Drive, Troy, Michigan 48908 (Purchaser and Seller may collectively be referred to as the "Parties," and each as a "Party").

WITNESSETH:

WHEREAS, Seller desires to sell to Purchaser, and Purchaser desires to purchase from Seller, certain Mortgage Servicing Rights to certain residential mortgage loans currently serviced by Seller; and

WHEREAS, Purchaser and Seller desire to set forth the terms and conditions pursuant to which Seller will sell, transfer and assign, to Purchaser, all of Seller's right, title and interest in and to such Mortgage Servicing Rights and Purchaser will purchase and assume all right, title and interest in and to those certain Mortgage Servicing Rights identified herein as related to the Mortgage Loans.

NOW, THEREFORE, in consideration of the mutual promises, covenants and conditions and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and upon the terms and subject to the conditions set forth herein, the Parties hereto agree as follows:

ARTICLE I**DEFINITIONS; GENERAL INTERPRETIVE PRINCIPLES****Section 1.01 Definitions.**

Whenever used herein, the following words and phrases, unless the context otherwise requires, shall have the following meanings:

Accepted Servicing Practices: With respect to any Mortgage Loan, those mortgage servicing practices that conform to (a) the Guide, and (b) Applicable Requirements.

Action: Any action, suit or proceeding by or before any Governmental Entity or arbitrator.

Advances: With respect to the Mortgage Loans, all Corporate Advances, P & I Advances and T & I Advances, including any applicable receivables associated therewith.

Affiliate: Any individual, partnership, corporation, entity or other Person that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with the Person specified. For purposes of this definition, (a) the term "control" means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a Person, whether through the ownership of voting securities, by contract, or otherwise, and (b) the terms "controlling" and "controlled" have correlative meanings.