

This is a Subservicing Agreement (the “Agreement”), dated as of August 30, 2014, by and between P [REDACTED] Home Lending, LLC, having an office at 321 Research Parkway, Suite 303, Meriden, Connecticut 06450 (the “Owner”) and [REDACTED] Bank, FSB, having an office at 5151 Corporate Drive, Troy, Michigan 48908 (the “Subservicer”).

WITNESSETH:

WHEREAS, the Owner owns the Mortgage Servicing Rights (hereinafter defined) relating to certain mortgage loans secured by mortgages or deeds of trust on residential real property (as more fully defined herein, the “Mortgage Loans”), and one-to-four family, residential real properties which have been acquired by foreclosure or similar proceedings (each as more fully defined herein, the “REO Properties”, collectively with the Mortgage Loans, the “Assets”), and may from time to time buy the Mortgage Servicing Rights to additional Assets;

WHEREAS, the Subservicer is in the business of servicing and subservicing residential real estate mortgage loans and providing management and disposition services for REO Properties;

WHEREAS, the Owner desires to retain the Subservicer to subservice and provide certain management and disposition services for the Assets for the benefit of the Owner;

WHEREAS, the Owner and the Subservicer desire to set forth the terms and conditions on which the Subservicer will subservice and provide management and disposition services for the Assets.

NOW, THEREFORE, in consideration of the mutual agreements hereinafter set forth, and for other good and reasonable consideration, the receipt and adequacy of which is hereby acknowledged, the Owner and the Subservicer hereby agree as follows:

**ARTICLE I
DEFINITIONS**

The following terms are defined as follows:

Acknowledgment Agreement: A subservicing acknowledgment agreement agreed to by the parties that makes specific reference to this Agreement to be executed on or prior to the Transfer Date with respect to the subservicing of Assets pursuant to the terms and provisions hereof, which agreement shall be substantially in the form of Exhibit F attached hereto.

Affiliate: With respect to any specified Person, any other Person controlling or controlled by or under common control with such specified Person. For the purposes of this definition, (a) the term “control” when used with respect to any specified Persons means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of such Person, whether through the ownership of voting securities, by contract, or otherwise and (b) the terms “controlling” and “controlled” have meanings correlative to the foregoing.