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COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF BANKING

PA DEPT OF BANKING

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF BANKING, BUREAU  
OF COMPLIANCE, INVESTIGATION  
AND LICENSING

v.

PROSPERITY MORTGAGE COMPANY

Docket No. 10 0224 (ENF-CO)

CONSENT AGREEMENT AND ORDER

The Commonwealth of Pennsylvania, through the Department of Banking's (the "Department") Bureau of Compliance, Investigation and Licensing (the "Bureau"), based on information obtained through its investigation, believes that Prosperity Mortgage Company ("Prosperity"), operated in violation of the Mortgage Licensing Act, 7 Pa. C.S. § 6101 *et seq.* It is Prosperity's position that at all times it operated with the belief that it was in compliance with the Mortgage Licensing Act, and all other relevant statutes and regulations. Prosperity enters into this agreement and order to resolve this matter without litigation, but without admitting guilt or wrongdoing. Accordingly, the parties, intending to be legally bound, hereby agree to the terms of this Consent Agreement and Order (the "Order").

BACKGROUND

1. The Department is the Commonwealth of Pennsylvania's administrative agency authorized and empowered to administer and enforce the Mortgage Licensing Act.
2. The Bureau is primarily responsible for administering and enforcing the Mortgage Licensing Act for the Department.

3. Prosperity is a subsidiary of Wells Fargo Ventures, LLC and Walter Jackson Mortgage Corporation.

4. Wells Fargo Ventures, LLC is a wholly owned subsidiary of Wells Fargo Bank, NA, a depository institution, and is, therefore, a banking institution regulated by a federal banking agency.

5. Prosperity is an affiliate of a Wells Fargo Bank, NA, a banking institution, and as such Prosperity is registered under the Mortgage Licensing Act with a registration number of 27031 and a Nationwide Mortgage Licensing System identification number of 70353.

6. Because Prosperity is an affiliate of a banking institution, it is not a subsidiary under the control of a banking institution regulated by a federal agency.

7. Prosperity maintains its principal place of business at 4440 Brookfield Corporate Drive, Chantilly, Virginia, 20151.

8. Prosperity cooperated fully with the investigation and provided all the necessary information requested in a timely fashion to the Department.

#### Unlicensed Mortgage Originators

9. Effective August 5, 2009, the Mortgage Licensing Act, based on the requirements of the federal Secure and Fair enforcement for Mortgage Licensing Act, provided that no person shall engage in the mortgage loan business as a mortgage originator unless licensed, or excepted from licensure under section 6112 of the Mortgage Licensing Act. 12 USC §5102 (11); 7 Pa. C.S. § 6111 (a).

10. Section 6112 excepts from the licensing requirement only those defined as registered mortgage loan originators. 7 Pa. C.S. § 6112(9).

11. Registered mortgage originators are defined, in relevant part, as employees of a banking institution or a subsidiary owned and controlled by a banking institution that is regulated by a federal banking agency. 7 Pa. C.S. § 6102; 12 USC §5102 (7).

12. Loan originators employed by Prosperity are not employees of a banking institution or a subsidiary owned and controlled by a banking institution regulated by a federal banking agency, but are employees of an affiliate of a banking institution for which there is no exception to the licensing requirement.

13. Beginning on September 2, 2010 the Bureau conducted an investigation leading it to conclude that Prosperity had originated mortgages through employees unlicensed to perform such services.

14. The Bureau believes that Prosperity originated eight loans through unlicensed loan originators for the period beginning August 20, 2009 through July 27, 2010 based on a loan log obtained from Prosperity pursuant to the Bureau's investigation.

15. It is the conclusion of the Bureau that the mortgage loan applications originated by Prosperity subsequent to August 5, 2009 through unlicensed individuals are in violation of the Mortgage Licensing Act.

16. Prosperity is required to directly supervise, control and maintain responsibility for the acts and omissions of the mortgage originators it employs. 7 Pa. C.S. § 6131(i)(1).

17. It is the conclusion of the Bureau that Prosperity failed to employ only licensed mortgage loan originators, and failed to directly supervise, control and maintain responsibility for the acts and omission of the mortgage originators it employed as required by the Mortgage Licensing Act.

18. Prosperity stated that at all times it believed it was properly originating and processing mortgage loans.

19. Nevertheless, Prosperity has informed the Department that it has instituted internal control measures which will ensure that all mortgage originators are properly licensed and will also prohibit unlicensed individuals from engaging in the mortgage business in Pennsylvania.

20. Prosperity, as of September 10, 2010, is in full compliance with section 7 Pa. C.S. § 6111(a) of the Mortgage Licensing Act.

Authority of the Department

21. Section 6138(a)(4) of the Mortgage Licensing Act grants the Department broad authority to issue orders for the proper conduct of the mortgage licensing business and the enforcement of the Mortgage Licensing Act. 7 Pa. C.S. § 6138(a)(4).

22. Section 6139 of the Mortgage Licensing Act provides that the Department may suspend, revoke or refuse to renew a license issued under the Mortgage Licensing Act if an owner has "failed to comply with or violated any provision of this chapter. . . ." and if "a mortgage broker, mortgage lender or mortgage loan correspondent, conducted the mortgage loan business through an unlicensed mortgage originator." 7 Pa. C.S. § 6139(a)(2) and (a)(14).

23. Section 6140(b) of the Mortgage Licensing Act provides, in relevant part, that "[a] person licensed under this chapter or director, officer, owner, partner, employee or agent of a licensee who violates a provision of this chapter or who commits any action which would subject the licensee to suspension, revocation or nonrenewal under section 6139 may be fined by the department up to \$10,000 for each offense." 7 Pa. C.S. § 6140(b).

### ALLEGED VIOLATIONS

24. The Bureau believes Prosperity violated the Mortgage Licensing Act when it continued to conduct the mortgage loan business through unlicensed mortgage originators after August 5, 2009, and when it failed to properly control and supervise its employees in accordance with the requirements of the Mortgage Licensing Act, 7 Pa. C.S. § 6111(a); 7 Pa. C.S. § 6131(l)(1).

25. Prosperity denies any wrongdoing.

### RELIEF

26. Fine. Prosperity, to avoid litigation and without admitting wrongdoing, agrees to pay a fine of \$2,000.00 which shall be due and payable to the Department within 30 days upon the effective date of this Order as defined in paragraph 33 below. The fine payment shall be remitted by a certified check or money order made payable to the Pennsylvania Department of Banking and sent to the attention of Compliance Division, Bureau of Compliance, Investigation and Licensing, 17 N. Second Street, Suite 1300, Harrisburg, PA 17101.

27. Corrective Measures. Upon the effective date of this Order, Prosperity shall cease and desist from conducting the mortgage loan business through unlicensed mortgage originators and from failing to properly control and supervise its employees in accordance with the requirements of the Mortgage Licensing Act.

### FURTHER PROVISIONS

28. Consent. Prosperity hereby knowingly, willingly, voluntarily and irrevocably consents to the entry of this Order issued pursuant to the Bureau's order authority under the Mortgage Licensing Act and agrees that it understands all of the terms and conditions contained

herein. Prosperity, by voluntarily entering into this Order, waives any right to a hearing or appeal concerning the terms, conditions and/or penalties set forth in this Order.

29. Publication. The Department will publish this Order pursuant to its authority in Section 302.A.(5) of the Department of Banking Code, 71 P.S. § 733-302.A.(5)

30. Entire Agreement. This Order contains the whole agreement between the parties. There are no other terms, obligations, covenants, representations, statements, conditions, or otherwise, of any kind whatsoever concerning this Order. This Order may be amended in writing by mutual agreement by the Bureau and Prosperity.

31. Binding Nature. The Department, Prosperity and all officers, owners, directors, employees, heirs and assigns of Prosperity intend to be and are legally bound by the terms of this Order.

32. Counsel. This Order is entered into by parties upon full opportunity for legal advice from legal counsel.

33. Effectiveness. Prosperity hereby stipulates and agrees that the Order shall become effective on the date the Bureau executes the Order.

34. Other Enforcement Action.

a. The Department reserves all of its rights, duties, and authority to enforce all statutes, rules and regulations under its jurisdiction against Prosperity, in the future regarding all matters not resolved by this Order.

b. Prosperity acknowledges and agrees that this Order is only binding upon the Department and not other local, state or federal agency, department or office regarding matters within this Order.

35. Authorization. The parties below are authorized to execute this Order and legally bind their respective parties.

36. Counterparts. This order may be executed in separate counterparts and by facsimile or electronic mail in portable document format "pdf."

37. Titles. The titles used to identify the paragraphs of this document are for the convenience of reference only and do not control the interpretation of this document.

WHEREFORE, in consideration of the foregoing, including the recital paragraphs, the Department and Prosperity intending to be legally bound, do hereby execute this Consent Agreement and Order.

FOR THE COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF BANKING, BUREAU OF  
COMPLIANCE, INVESTIGATION AND LICENSING

Robert F. Knaub, Enforcement Administrator  
Bureau of Compliance, Investigation and Licensing  
Department of Banking

Date:

9/22/10

~~FOR PROSPERITY MORTGAGE COMPANY~~

(Officer Signature)

(Print Officer Name)

(Title)

Date:

9/16/10