Consumer Financial Protection Bureau
1700 G Street NW, Washington, DC 20552

IN RE PHH CORPORATION	)
2012-MISC-PHH Corp-0001	)

DECISION AND ORDER ON PHH CORPORATION'S PETITION TO MODIFY OR SET ASIDE CIVIL INVESTIGATIVE DEMAND

This matter comes before the U.S. Consumer Financial Protection Bureau as its first determination of a petition to modify or set aside a civil investigative demand (CID) issued by the Bureau. Because of the precedential value of this determination for future such matters, and in order to provide more specific guidance for parties assessing their course of conduct in similar circumstances, the discussion below is more extensive than may be typical of these orders. For the following reasons, and based on the legal framework adopted below, the petition is denied. PHH is directed to produce all documents, items, and information within its possession, custody, or control that are responsive to the CID within 21 calendar days of this Decision and Order.

STATEMENT OF FACTS

This matter arises from a Bureau investigation to determine whether the practice of ceding premiums from private mortgage insurance companies to captive reinsurance subsidiaries of certain mortgage lenders has violated Section 8 of the Real Estate Settlement Procedures Act (RESPA). *See* 12 U.S.C. § 2607. PHH Corporation, one of the leading non-depository mortgage companies with approximately $9.4 billion in assets, has publicly disclosed that it is a subject of the investigation. As a mortgage lender, PHH is subject to the Bureau's supervisory and enforcement authority under the Dodd-Frank Wall Street Reform and Consumer Protection Act (CFPA). *See* 12 U.S.C. § 5301, *et seq*. PHH also operates a wholly-owned captive reinsurance subsidiary, formerly known as Atrium Insurance Company and now known as Atrium Reinsurance Company, which remains in operation.

On January 3, 2012, the Bureau's enforcement team wrote to PHH to inform it that the Bureau had opened the investigation. The letter explained that the investigation would seek to determine whether premium ceding practices by PHH involving captive reinsurers and private mortgage insurance carriers comply with Section 8 of RESPA, and requested some limited data from the company regarding its captive reinsurance business. The parties commenced discussions, and on January 25, PHH entered into an agreement with the Bureau to toll any applicable statutes of limitations. This agreement likewise specified that the purpose of the investigation is to determine whether there were violations of RESPA and the CFPA, in connection with the receipt of anything of value by PHH Corporation from private mortgage insurance companies.

On May 22, the enforcement team served a CID on PHH in connection with the investigation, which states in the "Notification of Purpose" that the investigation is intended "to

determine whether mortgage lenders and private mortgage insurance providers or other unnamed persons have engaged in, or are engaging in, unlawful acts or practices in connection with residential mortgage loans" in violation of the CFPA and RESPA.

The CID poses 21 interrogatories and 33 document requests that focus on PHH's captive reinsurance arrangements. Among other things, information is requested about: (1) PHH's captive reinsurance contracts, terms, and negotiations; (2) referrals of business from PHH to mortgage insurance providers; (3) financial statements reflecting funds ceded to PHH's captive reinsurer by mortgage insurers and reinsurance claims paid or projected; (4) actuarial, accounting, and other analyses of the legitimacy of the captive reinsurance arrangements, such as the transfer of risk involved in these arrangements; and (5) promotion and marketing of captive reinsurance arrangements. Among the documents sought are some that date back a number of years beyond the asserted limitations period, reflecting the continuing nature of the potential violations at issue here.

After the CID was served, the enforcement team contacted counsel for PHH to discuss any concerns and schedule a time to meet and confer. The enforcement team indicated that it would have personnel present at the meet-and-confer to discuss production of electronic documents or other materials and encouraged PHH to make similar personnel available.

On May 29, the enforcement team and PHH conducted a telephonic meet-and-confer. PHH did not make its information technology personnel available for the call, despite the enforcement team's request. Counsel for PHH objected to the time periods and substance of the requests, and the enforcement team explained that it wanted to work with PHH to manage any challenges associated with compliance with the CID. In response, counsel for PHH did not describe the specific burdens imposed on the company, asserting instead that the Bureau did not need the information requested. Nonetheless, the enforcement team offered to recommend modifications to reduce the amount of documentation needed to satisfy some interrogatories, and offered to review various documents to determine whether they were already in the Bureau's possession. Further, the enforcement team offered to consider modifying the time period covered by the CID if PHH could explain the specific nature of the burden that the company would bear to collect such information.

On May 30, the enforcement team sent a letter to PHH that summarized the high points of the discussion, reiterated a willingness to take a flexible approach to the CID in order to accommodate any identifiable undue burdens, and offered to recommend four specific modifications to the CID to address PHH's concerns. On June 4, PHH responded with extensive objections to the requests without addressing these proposals and without substantiating the nature and extent of the burden imposed by the CID. Nonetheless, on June 7 the CID was modified as indicated and PHH was given another month to complete most of the requests.

In response to the modified CID, PHH made a limited production of documents on June 29 and two further documents on July 16, all of which amounted to a small fraction of the requested materials. PHH declined the enforcement team's urgings to consult its information

technology advisers so as to facilitate a productive conversation about the actual burdens imposed by the CID in terms of such matters as data volumes, format, location, and accessibility.

In the meantime, PHH otherwise stood on its objections that the CID was overly broad, unreasonable, unduly burdensome, inappropriate, and irrelevant. The parties reached impasse on these issues, which led PHH to file this petition on June 12.

LEGAL DISCUSSION

To begin with, it is worth placing the dispute here in a broader context. The CID plays a crucial role in the Bureau's processes for carrying out its duty to enforce consumer financial law. At the outset of an investigation, the enforcement team will have "reason to believe" that "a[] person may be in possession, custody, or control" of documents, items or information "relevant to a violation" of federal consumer financial law. 12 U.S.C. § 5562(c). This belief will be based on a variety of sources of available information, such as public disclosures, consumer complaints, media stories, legal proceedings, whistleblower accounts, government reports, and the like. Enough information has been compiled to determine that it is worthwhile to devote some of the Bureau's limited resources to further investigation of the issue.

At this early stage, however, there is typically a substantial information gap between the Bureau and the subject companies and/or individuals. The purpose of the CID is to close the gap so that a more considered evaluation can be made of whether the investigation is worth pursuing further and, if so, to what extent. It will often be in the interests of both parties to close the gap as soon as practicable, for if the reality is that no violation of law has occurred, then the investigation may be closed or resolved more summarily, and the parties can allocate their respective resources to more pressing matters. In contrast, if the result of the CID process is to substantiate a likely violation of law, then unless the subject desires to adopt a "scorched earth" policy of delay and obfuscation, once again the closing of the information gap between the parties is likely to lead to a more sensible resolution of the matter with less accompanying time and expense.

As here, however, the CID itself can be a further source of friction in the process. Because of the information gap between the parties, the enforcement team must formulate its initial unilateral inquiries based on preliminary and often incomplete knowledge. The initial requests may thus be crafted broadly because the enforcement team needs to be thorough and comprehensive about its inquiries into possible violations of law that harm consumers. It is the subject's responsibility to work with the Bureau to narrow and clarify the scope of the relevant information and to assist in a productive manner to close the information gap between the parties. This process may educate the subject itself about the nature and effects of some of its own business practices. And the enforcement team needs to be responsive, in turn, as it gains a fuller understanding about what information is truly germane to its investigation so that it can minimize any unwarranted burdens on the subject.

In the end, however, the purpose of the investigation and the CID process is to uncover the truth about whether a violation of law has occurred and whether it has caused meaningful consumer harm, and to reach an appropriate resolution in light of those truths. That purpose

should not be frustrated. Honest and forthcoming communication between the parties is essential to work through disagreements about the conduct of the investigatory process, and if the parties operate in good faith then in most instances sooner rather than later is better for all concerned.

Turning to the more specific legal context here, Congress has authorized the Bureau to issue CIDs to obtain information prior to filing a complaint, and the Bureau has implemented that authority by issuing its own rules governing the process. *See* 12 U.S.C. § 5562; 12 C.F.R. part 1080. In particular, the Bureau may issue a CID whenever it "has reason to believe" that "any person" may have documents, items, or information "relevant to a violation." 12 U.S.C. § 5562(c); 12 C.F.R. § 1080.6. A "violation" is "any act or omission that, if proved, would constitute a violation of any provision of the Federal consumer financial law," which includes RESPA as well as the CFPA itself. 12 U.S.C. § 5561(5).

The Bureau's CIDs "shall state the nature of the conduct constituting the alleged violation which is under investigation and the provision of law applicable to such violation." 12 U.S.C. § 5562(c)(2); *see also* 12 C.F.R. § 1080.5. The statute also requires that a CID describe responsive information "with such definiteness and certainty" as to allow the recipient to identify the desired materials. *See* 12 U.S.C. § 5562(c)(3)(A). The Bureau may require the subject of an investigation to produce documents, items, and written reports or answers to questions, as well as to provide oral testimony under oath. 12 U.S.C. §§ 5562(c)(1)(A)-(E). If the subject objects to the CID on any ground, then it "may file with the Bureau a petition for an order by the Bureau modifying or setting aside the demand" within twenty days of service. 12 U.S.C. § 5562(f)(1); *see also* 12 C.F.R. § 1080.6(d). The Director of the Bureau has the responsibility to rule on petitions to modify or set aside CIDs. 12 C.F.R. § 1080.6(d)(3).

In setting a general framework for resolving the issues raised in such petitions, it is appropriate to draw on a body of law that the courts have developed over many years to address similar judicial and administrative processes. Most notably, there is extensive precedent governing the enforcement of administrative subpoenas, which is readily applicable to the determination of whether to enforce a CID issued under § 1052. *See United States v. Markwood*, 48 F.3d 969, 975-76 (6th Cir. 1995) (a CID is a type of administrative subpoena); *FTC v. Invention Submission Corp.*, 965 F.2d 1086, 1087 (D.C. Cir. 1992) (same). Indeed, the courts have consistently used these same legal standards in determining whether to enforce CIDs. *See, e.g., FTC v. Church & Dwight Co., Inc.*, 665 F.3d 1312, 1315 (D.C. Cir. 2011) (CID under Federal Trade Commission Act); *Markwood*, 48 F.3d at 976-80 (CID under False Claims Act).

For decades, the Supreme Court has given administrative agencies broad latitude in the use of investigative subpoenas to advance the government's duty to enforce the laws. *See Oklahoma Press Publ'g Co. v. Walling*, 327 U.S. 186, 209 (1946) (an administrative subpoena is valid if "the investigation is authorized by Congress, is for a purpose Congress can order, and the documents sought are relevant to the inquiry"); *Endicott Johnson Corp. v. Perkins*, 317 U.S. 501, 509 (1943) (an administrative subpoena is valid if "[t]he evidence sought by the subpoena was not plainly incompetent or irrelevant to any lawful purpose of the Secretary in the discharge of her duties"). In a closely analogous context, the Supreme Court has likened the FTC's investigative power to "the Grand Jury," which "can investigate merely on suspicion that the law is being violated, or even just because it wants assurance that it is not." *United States v. Morton*

Salt Co., 338 U.S. 632, 642-43 (1950). There the Court held that an administrative subpoena "is sufficient if the inquiry is within the authority of the agency, the demand is not too indefinite and the information sought is reasonably relevant." *Id.* at 652.

Finally, a government agency is not required to show that it has probable cause to believe there is a violation of federal law before opening an investigation and issuing compulsory process; instead, it suffices to show that "the investigation will be conducted pursuant to a legitimate purpose, that the inquiry may be relevant to the purpose, that the information sought is not already within the Commissioner's possession, and that the administrative steps required by the Code have been followed." *United States v. Powell*, 379 U.S. 48, 57-58 (1964) (enforcing an IRS summons on suspicion of tax fraud); *see also* 12 U.S.C. § 5562(c) ("reason to believe" is the legal standard for the Bureau to issue a CID).

Relying on the Supreme Court's guidance, the Circuit Courts of Appeals (including those relevant to PHH's petition) have adopted a deferential standard of review in proceedings to enforce administrative subpoenas. Although some of the specific formulations vary, the courts generally enforce an administrative subpoena if it satisfies the following requirements: (1) the investigation is for a lawfully authorized purpose; (2) the information requested is relevant to the investigation; and (3) procedural requirements are followed. If the agency establishes these factors, the CID will be enforced unless the subject demonstrates the CID imposes an "undue burden" or constitutes an abuse of the court's process. *See, e.g.*, *Invention Submission Corp.*, 965 F.2d at 1089; *RNR Enterprises, Inc. v. SEC*, 122 F.3d 93, 97 (2d Cir. 1997); *FDIC v. Wentz*, 55 F.3d 905, 908 (3d Cir. 1995); *EEOC v. Maryland Cup Corp.*, 785 F.2d 471, 475-76 (4th Cir. 1986); *NLRB v. N. Bay Plumbing, Inc.*, 102 F.3d 1005, 1007 (9th Cir. 1996). The Bureau adopts this same framework to resolve petitions to modify or set aside CIDs.

For the reasons stated in the following discussion, I conclude that these permissive standards are met by the CID issued here, which seeks information relevant to a lawfully authorized investigation of potential violations of federal consumer financial law by mortgage lenders and private mortgage insurance providers, in accordance with the procedures that govern such demands. *See* 12 U.S.C. § 5562; 12 C.F.R. part 1080. I further conclude that PHH has not met its burden of showing that the CID seeks information that is irrelevant to the investigation or imposes an undue burden upon it. The main objections raised by PHH will be addressed in turn to explain these conclusions and provide further guidance to future parties.

First, PHH contends that the CID did not provide it with sufficient notice of the purpose of the investigation. In fact, that notice was provided from the outset and repeatedly thereafter. The law simply requires a CID to "state the nature of the conduct constituting the alleged violation which is under investigation and the provision of law applicable to such violation." 12 U.S.C. § 5562(c)(2); 12 C.F.R. § 1080.5. Moreover, as recounted earlier, the very first letter informing PHH of the opening of the investigation, sent on January 3, 2012, explained that the Bureau would seek to determine whether premium ceding practices by PHH involving captive reinsurers and private mortgage insurance carriers comply with Section 8 of RESPA. It also went on to identify with more specificity the underlying conduct at issue. After further discussions, PHH entered into a tolling agreement with the Bureau that clearly articulated the parties' mutual understanding that the purpose of the investigation is to determine whether there

were violations of RESPA and the CFPA, in connection with the receipt of anything of value by PHH from private mortgage insurance companies. The CID itself, issued months after these discussions between the parties, stated in its "Notification of Purpose" that the CID is intended "to determine whether mortgage lenders and private mortgage insurance providers or other unnamed persons have engaged in, or are engaging in, unlawful acts or practices in connection with residential mortgage loans" in violation of the CFPA and RESPA. These statements, taken singly or together, easily meet the notice requirement established by law. *See, e.g.*, *FTC v. O'Connell Associates, Inc.*, 828 F. Supp. 165, 171 (E.D.N.Y. 1993) ("The law is well settled that the boundaries of an [agency] investigation may be drawn 'quite generally.'") (quoting *Invention Submission*, 965 F.2d at 1090); *Material Handling Institute, Inc. v. McLaren*, 426 F.2d 90, 92 (3d Cir. 1970) (upholding a CID with a "terse" statement of conduct because "there c[ould] be no doubt that the [subject] understood what conduct was under investigation" in light of communications between counsel relating to the same subject matter).

Second, PHH contends that the CID is overbroad and imposes an undue burden, describing it as a "fishing expedition" that is tantamount to an open-records search of PHH's entire business. Given the early stage of the investigation at which a CID is issued, the enforcement team typically presents a thorough and comprehensive request for documents, items, and information. The meet-and-confer session is intended as an opportunity to narrow the scope of the requests in light of the importance of the information sought and the burden imposed to produce it. This process is more productive when the subject is cooperative in addressing those issues. For this reason, and also because the factual basis of this assessment is far more accessible to the subject than to the Bureau, the courts place a significant legal burden on the party challenging a CID or administrative subpoena on these grounds. *See Endicott Johnson*, 317 U.S. at 509 (compulsory inquiry will not be modified or set aside on grounds that it is overbroad unless the subject establishes that the evidence sought is "plainly incompetent or irrelevant to any lawful purpose"). For example, to challenge an administrative subpoena on these grounds, the courts require the moving party to show that the burden of "compliance threatens to unduly disrupt or seriously hinder normal operations of a business." *Invention Submission*, 965 F.2d at 1090 (quotation omitted); *see also FDIC v. Garner*, 126 F.3d 1138, 1143 (9th Cir. 1997) ("the subpoena should be enforced unless the party being investigated *proves* the inquiry is unreasonable because it is overbroad or unduly burdensome") (emphasis added).

Here, though PHH repeatedly asserts that the CID is overbroad or unduly burdensome, it has offered little or no detail to make the kind of showing required to substantiate these claims. Instead, in order to meet its legal burden, the subject must undertake a good-faith effort to show "the exact nature and extent of the hardship" imposed, and state specifically how compliance will harm its business. *FTC v. Markin*, 391 F. Supp. 865, 870-71 (W.D. Mich. 1974), *aff'd*, 532 F.2d 541 (6th Cir. 1976). The law is settled that the "mere suggestion" of "possible damage to their business activities is not sufficient to block an authorized inquiry into relevant matters." *SEC v. Brigadoon Scotch Distrib. Co.*, 480 F.2d 1047, 1056 (2d Cir. 1973). Viewed in this light, PHH has not met its legal burden here to justify modifying or setting aside the CID, since its petition contains only generalized assertions and suggestions devoid of any tangible detail. *See also NLRB v. Carolina Food Processors, Inc.*, 81 F.3d 507, 513 (4th Cir. 1996) ("A subpoena is

not unduly burdensome merely because it requires the production of a large number of documents."); *FTC v. Texaco, Inc.*, 555 F.2d 862, 882 (D.C. Cir. 1977) (refusing to set aside subpoena even where estimated costs were "extreme" because the FTC inquiry was necessarily comprehensive). Indeed, in the vast majority of cases cited in PHH's petition, the courts have rejected such challenges.

Moreover, the Bureau has already made substantial modifications to the CID, including collapsing some interrogatories into other existing document requests. Indeed, the enforcement team offered to consider further modifications if PHH would identify any specific issues of unavailability, inaccessibility, or excessive volumes of data. In addition, the enforcement team has provided various clarifications and stated its willingness to consider the use of limitations by custodian or specific search terms as may be appropriate.

PHH also contends that the CID is overbroad because it supposedly covers PHH's entire line of mortgage business. On the facts as they are so far understood by the Bureau, however, PHH's captive reinsurance business is limited only to Atrium and its successor, Atrium Re (which may not even have any employees), and to the PHH entities and personnel involved in the narrower function of selecting where to direct the company's mortgage insurance business. The Bureau has ample reason to believe that its inquiries are relevant to the ongoing investigation, and the courts presume the relevance and appropriateness of the CID unless the requests are "obviously wrong." *Invention Submission*, 965 F.2d at 1089; *FTC v. Carter*, 636 F.2d 781, 787–88 (D.C. Cir. 1980); *EEOC v. Konica Minolta Bus. Solutions U.S.A., Inc.*, 639 F.3d 366, 369 (7th Cir. 2011) (for an administrative subpoena, "[t]his standard of relevance is broader than the standard embodied in the Federal Rule of Evidence 401."). PHH has not made any showing here to satisfy that high bar.

Third, PHH objects that the CID seeks documents, items, and information extending outside the applicable limitations period (which is itself a disputed matter here). But the issue here is not whether all such information is itself actionable; rather, the issue is whether such information is relevant to conduct for which liability can be lawfully imposed. Viewed in that light, a considerable amount of the information sought from outside the asserted limitations period is essential to investigating the matter accurately and completely. For example, the Bureau's assessment of whether PHH's captive reinsurance business violates the CFPA or Section 8 of RESPA may depend on the details of transactions and communications occurring throughout the existence of the reinsurance business, including the original intent and design of these business arrangements, expectations about the transfer of risk from mortgage insurance companies to PHH, and the extent to which that risk was actually transferred over time.

A leading authority notes that even under the stricter relevance standard imposed by the Federal Rules of Civil Procedure, "[i]nformation concerning events that substantially preceded the occurrence of the incident that is the basis for the suit may shed important light on the facts directly relevant to a claim or defense, and thus may be relevant for discovery purposes." 6 James Wm. Moore et al., *Moore's Federal Practice* § 26.41[12] (3d ed.). Accordingly, the Supreme Court has held that an act beyond the period of limitations "may constitute relevant background evidence in a proceeding in which the status of a current practice is at issue." *United*

Air Lines, Inc. v. Evans, 431 U.S. 553, 558 (1977); *see also NLRB v. Line*, 50 F.3d 311, 314-15 (5th Cir. 1995) (affirming enforcement of subpoena seeking five years of information where the applicable statute of limitations was six months). That approach is also in line with the preliminary nature of a CID, which is issued at an early stage of an unfolding investigation. The CID is not subject to a showing of "probable cause," and like other types of compulsory investigative process, it should not be limited by "forecasts of the probable result of the investigation." *Powell*, 379 U.S. at 57 (quotation omitted).

Even at this point, it remains open to PHH to engage in an informed discussion with the enforcement team that might result in narrowing the scope of the information requested from earlier periods. But PHH bears the burden of showing that such information is not relevant or would be unduly burdensome to produce, based on specifics that have not yet been presented. Certainly information about the original decision-making, planning, and execution of what may have become a continuing course of conduct extending over many years is highly relevant and likely essential to the investigation. PHH had previously offered to produce some information that extends beyond the asserted limitations period, but only slightly beyond, and the mere offer of an apparently arbitrary temporal compromise, the span of which is neither explained nor justified, does not meet its burden here.

Fourth, PHH closes its petition by asserting a series of general objections. A petition to quash, however, is a mechanism for raising specific objections to the CID, substantiated by factual information and legal argument, for resolution by the Director. PHH's rote list of conclusory objections is therefore improper in this context. Nevertheless, I have considered PHH's general objections and determined that most clearly lack merit, such as objections to commonly used definitions and to instructions about document preservation. PHH has also objected to producing materials already in the possession of the Bureau, though again they have not substantiated this objection with specificity. The enforcement team has no interest in requiring redundant production of materials, and is currently unaware of any such materials, but remains available to work with PHH to resolve these concerns.

Finally, another issue presented here is the nature of the obligations borne by the Bureau and the subject to ensure that the meet-and-confer process fulfills its intended purpose. At the time the CID was served, the Bureau's Rules on Investigations required a CID recipient to "confer[] with counsel for the Bureau in a good-faith effort to resolve by agreement the issues raised by the petition." 12 C.F.R. § 1080.6(d)(1) (Proposed Rules on Investigations).[*] Trial courts have held that the obligation to meet and confer is satisfied not based on the quantity of communications, but based on their content and tone as bespeaking a sincere effort to conciliate the issues in dispute. *See, e.g.*, *Gross v. PPG Indus., Inc.*, No. 07-CV-982, 2009 WL 159261, at *1 (E.D. Wis. Jan 22, 2009); *Carlson v. City of Delafield*, 08-C-751, 2010 WL 1641915 at *1

[*] The Rules have since been amended to clarify that "[t]he Bureau will not consider petitions to set aside or modify civil investigative demand *unless* the recipient has *meaningfully engaged* in the meet and confer process described in this subsection and will *consider only issues raised during the meet and confer process*." 12 CFR part 1080.6(c)(3) (emphasis added) (Final Rules on Investigations).

(E.D. Wis. Apr. 21, 2010). PHH primarily objected to the burden imposed by the CID, yet it refused to produce personnel knowledgeable about the information technology issues necessary to have an informed discussion of the issues, to provide information about the volume, format, location, and accessibility of any potentially responsive data, or even to propose a timetable to obtain such information. PHH's course of conduct could well be viewed as failing to satisfy the meet-and-confer obligation set by the Bureau's Rules as a prerequisite to filing a petition to modify or set aside the CID. In this instance, because PHH's petition is subject to denial on other grounds, there is no need to draw that conclusion here. But this concern should reinforce the importance for future parties of approaching this requirement affirmatively and by making good-faith efforts to engage in a productive discussion that can resolve issues or concerns more effectively.

CONCLUSION

In resolving this petition, the Bureau recognizes that its Decision and Order may assist in developing other parties' expectations about how they should handle the CID process. The discussion has thus been expanded to explain how the Bureau will address some of the basic issues likely to arise in many matters about the nature and scope of investigative inquiries and the burden of producing documents, items, and information sought by a CID.

For the foregoing reasons, PHH's petition to modify or set aside the Civil Investigative Demand in this matter is denied. Within 21 calendar days of this Decision and Order, PHH is directed to produce all responsive documents, items, and information within its possession, custody, or control that are covered by the CID. PHH is also welcome to engage in further discussions with the Bureau's enforcement team about further suggestions for modifications to the CID, which may be adopted by the Assistant Director for Enforcement as deemed appropriate.

Richard Cordray

Richard Cordray, Director

September 20, 2012