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EXHIBIT F

UNITED STATES OF AMERICA  
Before the  
CONSUMER FINANCIAL PROTECTION BUREAU

ADMINISTRATIVE PROCEEDING  
File No. 2013-CFPB-0002

In the Matter of:

3D Resorts-Bluegrass, LLC

STIPULATION AND  
CONSENT TO ISSUANCE  
OF A CONSENT ORDER

The Consumer Financial Protection Bureau ("CFPB" or "Bureau") initiated an administrative proceeding against 3D Resorts-Bluegrass, LLC ("Respondent" or "3D Resorts-Bluegrass"), pursuant to 12 U.S.C. §§ 5563 and 5565, for violations of the Interstate Land Sales Full Disclosure Act ("ILSA"), 15 U.S.C. §§ 1701-1720, and its implementing regulations.

In the interest of compliance and resolution of the matter, 3D Resorts-Bluegrass, by and through Thomas M. Duddy, the Chapter 11 Trustee for the bankruptcy estate of 3D Resorts-Bluegrass (the "Trustee"), hereby stipulates and consents to the issuance of the Consent Order ("Consent Order") to which this Stipulation and Consent to the Issuance of a Consent Order is attached, and which is incorporated herein by reference.

In consideration of the above premises, and in consideration of the Settlement Agreement and Release by and between PlainsCapital Bank and PCB-ARC, Inc., the Trustee, 3D Resorts-Bluegrass, the Bureau, and the Office of the Attorney General for the Commonwealth of Kentucky dated ^, 2013 (the "Settlement Agreement"), which is attached hereto as Exhibit 1 and incorporated herein by reference, the Director of the CFPB, through his authorized representative, and Respondent, through the Trustee, stipulate and agree to the

following:

**Jurisdiction**

1. The CFPB has jurisdiction over this matter pursuant to Sections 1053 and 1055 of the Consumer Financial Protection Act ("CFPA"), 12 U.S.C. §§ 5563 and 5565.

**Consent**

2. Respondent agrees to the issuance of the Consent Order. Respondent admits the CFPB's jurisdiction over Respondent and the subject matter of this action.
3. Respondent agrees that the Consent Order shall be deemed an "order issued with the consent of the person concerned" under 12 U.S.C. § 5563(b)(4), and agrees that the Consent Order shall become a final order, effective upon issuance, and shall be fully enforceable by the CFPB under 12 U.S.C. §§ 5563(d)(1) and 5565.
4. Respondent enters into this Stipulation and Consent to the Issuance of a Consent Order voluntarily.
5. Except as set forth in the Settlement Agreement and the release by the CFPB in connection therewith, Respondent acknowledges that no promise or representation has been made by the CFPB or any member, officer, employee, agent, or representative of the CFPB, with regard to any criminal liability or civil liability outside of this action that may have arisen or may arise from the facts underlying this action or immunity from any such criminal liability.
6. The Consent Order shall be given collateral estoppel effect against Respondent, without further proof, in any proceeding before the CFPB or in any subsequent civil litigation by the CFPB to enforce the Consent Order or its rights to any payment or monetary judgment under the Consent Order.
7. The terms and provisions of this Stipulation and the Consent Order shall be binding upon, and inure to the benefit of, the parties hereto and their successors in interest. Nothing in this

Stipulation or the Consent Order, express or implied, shall give to any person or entity, other than the parties hereto, and their successors hereunder, any benefit or any legal or equitable right, remedy, or claim under this Stipulation or the Consent Order.

8. Respondent agrees that the CFPB may present the Consent Order to the CFPB Director for signature and entry without further notice.

#### Waivers

9. Respondent, by consenting to this Stipulation, hereby waives:
- a. Any right to service of the Consent Order, and agrees that issuance of the Consent Order will constitute notice to the Respondent of its terms and conditions;
  - b. Any objection to the jurisdiction of the CFPB, including, without limitation, under section 1053 of the Dodd-Frank Act;
  - c. All hearings under the statutory provisions under which the proceeding has been instituted; the filing of proposed findings of fact and conclusions of law; proceedings before, and a recommended decision by, a hearing officer; all post-hearing procedures; and any other procedural right available under 12 U.S.C. § 5563 or 12 CFR Part 1081;
  - d. The right to seek any administrative or judicial review of the Consent Order;
  - e. Any claim for fees, costs or expenses against the CFPB, or any of its agents or employees, and any other governmental entity, related in any way to this enforcement matter or the Consent Order, whether arising under common law or under the terms of any statute, including, but not limited to the Equal Access to Justice Act and the Small Business Regulatory Enforcement Fairness Act of 1996;

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for these purposes, Respondent agrees that Respondent is not the prevailing party in this action because the parties have reached a good faith settlement;

- f. Any other right to challenge or contest the validity of the Consent Order;
- g. Such provisions of the CFPB's rules or other requirements of law as may be construed to prevent any CFPB employee from participating in the preparation of, or advising the Director as to, any order, opinion, finding of fact, or conclusion of law to be entered in connection with this Stipulation or the Consent Order; and
- h. Any right to claim bias or prejudice by the Director based on the consideration of or discussions concerning settlement of all or any part of the proceeding.

CONSUMER FINANCIAL PROTECTION BUREAU

Date: \_\_\_\_\_

By: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

THOMAS M. DUDDY, TRUSTEE OF 3D RESORTS-BLUEGRASS, LLC

Date: 11-29-2013

By: [Signature]

Printed Name: Thomas M. Duddy

Title: Trustee

for these purposes, Respondent agrees that Respondent is not the prevailing party in this action because the parties have reached a good faith settlement;

- f. Any other right to challenge or contest the validity of the Consent Order;
- g. Such provisions of the CFPB's rules or other requirements of law as may be construed to prevent any CFPB employee from participating in the preparation of, or advising the Director as to, any order, opinion, finding of fact, or conclusion of law to be entered in connection with this Stipulation or the Consent Order; and
- h. Any right to claim bias or prejudice by the Director based on the consideration of or discussions concerning settlement of all or any part of the proceeding.

CONSUMER FINANCIAL PROTECTION  
BUREAU

Date: November 26, 2013

By: Richard Condray

Printed Name: Richard Condray

Title: Director, CFPB

THOMAS M. DUDDY, TRUSTEE OF  
3D RESORTS-BLUEGRASS, LLC

Date: \_\_\_\_\_

By: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_