EXHIBIT C

- Email dated May 15, 2009, to Sam Rosenthal from Debbie H. Womble: Bates Number: CFPB-PHH-00065164.
- Letter dated July 13, 2009, to Sam Rosenthal from Genworth Mortgage Insurance Corporation: Bates Numbers: CFPB-PHH-00040061-CFPB-PHH-00040062.
- Email string between January 11, 2010, and March 24, 2010, regarding Genworth HARP Refinances: Bates Numbers: CFPB-PHH-00036371-CFPB-PHH-00036372.
- Email string dated April 8, 2010, transmitting the Letter Agreement regarding HARP Loans: Bates Numbers: CFPB-PHH-00065444-CFPB-PHH-CFPB-PHH-00065446.
- Email string between May 11, 2010, and June 2, 2010, regarding "Excess Withdrawal": Bates Numbers: CFPB-PHH-00035851-CFPB-PHH-0035853.
- Email string dated June 4, 2010, transmitting the withdrawal notice: Bates Numbers: CFPB-PHH-00013962-CFPB-PHH-00013963.
- Email string between January 18, 2011, and January 28, 2011, regarding the Sixth Amendment to the Genworth reinsurance agreement: Bates Numbers: CFPB-PHH-00052065-CFPB-PHH-00052067.

From: Womble, Debbie H. (Genworth) [Debbie.Womble@genworth.com]

Sent: 5/15/2009 11:03:32 PM

To: Rosenthal, Sam (MBS) [Sam.Rosenthal@mortgagefamily.com]
CC: Maxwell, Marcia (Genworth) [Marcia.Maxwell@genworth.com]

Subject: FW: PHH HARP Loans in Captive

Sam,

Here is the outside council opinion on the captive. He says the word "modifications" refers to a change in the policy rather than the loan.

Rohit said that he'd talk with you on Monday if you'd like.

This request will go to the business for an exception. We need to work with you to try and quantify the volume. I will ask Marcia to work internally to think through the best way to come up with some number. We would want to work with you on some estimates.

Have a great weekend. Thanks for your time on Wed. It was great to see you (as usual).

Thanks, Debbie

Rohit, in my opinion, the cited "Follow the Settlements" clause does not lend support for the position that loans that are refinanced into a new loan may be kept in the captive. 2.04 is a standard (and ancient) reinsurance clause designed to protect the ceding company, by confirming that the reinsurer remains on the hook notwithstanding certain after-the-fact changes to the insurance policies that are the subject of the reinsurance arrangement. The word "modifications" in the clause refers to a subsequent change in the insurance policy, not a modification of a loan that is insured by our coverage.

Where a loan servicer under HASP completes a refinance of a performing loan under the HASP program, and we provide insurance coverage for the refinanced loan, that new coverage would not qualify for inclusion in a captive reinsurance arrangement if the captive is in a runoff status.



15:05

July 13, 2009

Mr. Sam Rosenthal
Vice President
Atrium Insurance Corporation
I Mortgage Way
Mt. Laurel, NJ 08054

Dr. Mr. Rosenthal:

This will confirm Genworth's position with respect to retaining HARP refinance loans in the existing reinsurance structure with PHH (Atrium). Genworth is willing to permit existing risk that is reinsured to remain in the captive structure and continue to pay the appropriate ceding premium following a HARP refinance meeting all requirements of the federal Home Affordable Refinance Program (as it may be amended from time to time) provided the following conditions are met:,

- Atrium may not withdraw trust funds for dividend purposes for the duration of the period in which HARP loans are being originated and being placed back into their original Captive Book Year by Atrium.
- Atrium may choose to stop re-capturing the HARP loans into the original book year captive transaction at any time and for any reason.
- HARP loans in the aggregate may not exceed \$400 million of notional UPB of re-captured production.
- If Atrium re-captures \$400 million of HARP loans in their captive, then Atrium may request to withdraw trust funds for dividend purposes as per the terms of the Reinsurance Agreement.
- If Atrium elects to stop re-capturing HARP loans in their captive, then Atrium may request to withdraw trust funds for dividend purposes as per the terms of the Reinsurance Agreement.
- Any delays in trust fund withdrawls or trust fund dividends are merely delays. As soon as Atrium stops placing new HARP loans into the captive, Atrium may request to withdraw trust funds for dividend purposes as per the terms of the Reinsurance Agreement.
- Any HARP loans re-captured by the captive remain in the captive after Atrium chooses to stop recapturing new HARP loans into their original book year from both a premium & risk perspective.

All HARP loans will be considered to be part of the Book Year in which they were first originated, not the year in which they are refinanced. Accordingly, the attachment points and detachment points previously established for the structure and the premiums ceded will not change notwithstanding some of the loans in those Books of Business will be refinanced under the HARP program.



If you wish to move forward, please sign this letter in the space below to confirm that Atrium agrees with the terms and conditions outlined above, and return a signed copy to me for our files.

Sincerely yours,

GENWORTH MORTGAGE INSURANCE CORPORATION

BY: (ROHIT GUPTA)

Title: SNP, PRODUCTS

Date: 8/19/2009

AGREED AND ACCEPTED:

Atrium Insurance Corporation

By: Mark R. Danahy

Title: President Date: August 6, 2009

CFPB-PHH-00040062

From: Rosenthal, Sam (MBS) [Sam.Rosenthal@mortgagefamily.com]

Sent: 3/24/2010 12:10:05 PM

To: Bogansky, Mike (MBS) [Mike.Bogansky@mortgagefamily.com]; Danahy, Mark (MBS)

[Mark.Danahy@mortgagefamily.com]; Bradfield, Richard J. (MBS) [Rich.Bradfield@mortgagefamily.com]

Subject: RE: Genworth - HARP Refinances

Is it time to re-visit and exclude the HARP refinances from the Genworth Trust so we can dividend out of VT?

From: Rosenthal, Sam (MBS)

Sent: Tuesday, January 26, 2010 5:00 PM

To: Bogansky, Mike (MBS); Danahy, Mark (MBS); Bradfield, Richard J. (MBS)

Subject: RE: Genworth - HARP Refinances

Additionally, the terms of the HARP captive recapture allows us to eliminate our re-capture of HARP anytime that we want to do so for any reason and release the dividend hold-back. I have attached this document for your reading pleasure.

Sam

From: Bogansky, Mike (MBS)

Sent: Tuesday, January 26, 2010 4:19 PM

To: Danahy, Mark (MBS); Rosenthal, Sam (MBS); Bradfield, Richard J. (MBS)

Subject: RE: Genworth - HARP Refinances

Genworth has the right to approve any release of funds, but as long as we are above the minimum capital, they cannot withhold their approval. They essentially have the right to check our calculations to make sure that they are not erroneous.

Michael Bogansky Vice President- Financial Reporting and Policy PHH Mortgage Corporation phone: (856) 917-6714

From: Danahy, Mark (MBS)

Sent: Tuesday, January 26, 2010 3:31 PM

To: Rosenthal, Sam (MBS); Bradfield, Richard J. (MBS); Bogansky, Mike (MBS)

Subject: RE: Genworth - HARP Refinances

Absent the agreement regarding the HARP loans does a dividend require Genworth approval and if so can Genworth withhold approval of the dividend for some reason? If genworth has the ability to delay or withhold approval of a dividend I would wait until the redomestication to Vermont is complete and then tee up a discussion of terminating the HARP agreement. We can tie the termination of the HARP agreement with an expectation of a dividend approval.

I must say I am surprised at how ineffective HARP has been.

From: Rosenthal, Sam (MBS)

Sent: Tuesday, January 26, 2010 3:23 PM

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To: Danahy, Mark (MBS); Bradfield, Richard J. (MBS); Bogansky, Mike (MBS)

Subject: RE: Genworth - HARP Refinances

Hello gentlemen - Mark, have you been able to consider the thought detailed below?

Thanks. Sam

From: Rosenthal, Sam (MBS)

Sent: Monday, January 11, 2010 3:50 PM

To: Danahy, Mark (MBS); Bradfield, Richard J. (MBS); Bogansky, Mike (MBS)

Subject: Genworth - HARP Refinances

Hi Mark – in August, 2009, we negotiated an agreement with Genworth that enabled PHH to re-capture HARP loans in our captive. Basically, when we perform a HARP refinance, the loan's risk and premium are retained in the original captive. To date, we have recaptured 31 loans for \$8mm of UPB.

There are two other portions of this agreement. The first is that while this agreement is in effect, the Genworth Trust can't dividend out any premiums to Atrium. The second is that we can terminate the agreement at any time we choose to do so for any reason.

Currently, there is \$2,000,000 of dividends tied up within the Atrium Genworth trust. Mike anticipates that this will grow at a pace of \$1mm to \$2mm per quarter for the forseeable future. While the dividends remain in the Genworth Trust, they are "at-risk", as all Trust Balances are cross-collateralized.

Given the lack of activity in the gt80 HARP refinance program, we recommend cancelling this agreement and requesting maximum dividending out of the Genworth Trust. Since we are domiciled in VT, we can send the money to PHH as soon as it is dividended.

Would you like to discuss? If you agree, I can work with Fred to draw up the proper documentation to have you execute to get this moving along.

Sam

From: Rosenthal, Sam (MBS) [Sam.Rosenthal@mortgagefamily.com]

Sent: 4/8/2010 7:27:33 PM

To: Bradley, Jean (Genworth) [Jean.Bradley@genworth.com]; Maxwell, Marcia (Genworth)

[Marcia.Maxwell@genworth.com]

CC: Kinkler, Fred [Fred.Kinkler@mortgagefamily.com]

Subject: FW: Genworth - HARP Refinances

Attachments: Letter Agreement re HARP Loans (April 2010) Execution.doc.pdf

Hi Jean & Marcia – we are electing to stop re-capturing the HARP loans in our captive. This is being mailed today. Please call me if you have any questions.

Thanks! Sam 856-917-0182

From: Kinkler, Fred

Sent: Thursday, April 08, 2010 3:17 PM

To: Rosenthal, Sam (MBS); Bogansky, Mike (MBS)

Cc: Bradfield, Richard J. (MBS)

Subject: RE: Genworth - HARP Refinances

Sam.

Attached is a copy of the letter (signed by Mark D.) which I am mailing to Genworth today.

Fred Kinkler Assistant General Counsel PHH Mortgage Corporation Mailstop: LGL

One Mortgage Way Mt. Laurel, NJ 08054 Phone: 856-917-7178 Fax: 856-917-0950

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Atrium Reinsurance Corporation

c/o PHH Mortgage Corporation One Mortgage Way Mount Laurel, New Jersey 08054

April 1, 2010

Genworth Mortgage Insurance Corporation 6601 Six Forks Road Post Office Box 177800 Raleigh, North Carolina 27619 Attention: Rohit Gupta, SVP, Products

Re: HARP refinance loans.

Dear Sir:

Reference is hereby made to that certain letter agreement dated as of July 13, 2009 (the "HARP Agreement") by and between Atrium Reinsurance Corporation ("Atrium"), as successor in interest to Atrium Insurance Corporation, and Genworth Mortgage Insurance Corporation ("Genworth"). Capitalized terms used but not defined herein shall have the meanings given to such terms in the Letter Agreement.

Please be advised that, in accordance with the HARP Agreement, Atrium hereby elects to discontinue the recapture of HARP loans into its captive. Accordingly, Atrium is now permitted to request the withdrawal of trust funds for dividend purposes in accordance with the Reinsurance Agreement.

If you agree to the forgoing terms, please evidence such agreement by executing the appropriate line below on behalf of Genworth and return an executed counterpart of this letter bearing your original signature to the following address:

Atrium Reinsurance Corporation
One Mortgage Way
Mount Laurel, NJ 08054
Attention: Fred Kinkler, Assistant General Counsel

Email: fred.kinkler@mortgagefamily.com

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April 1, 2010
Page 2

Thank you.

Sincerely,

Mark R. Danahy
President

ACCEPTED and AGREED to this ___ day of April, 2010:

GENWORTH MORTGAGE INSURANCE CORPORATION

By: _______
Name: ______
Title: _______

Genworth Mortgage Insurance Corporation

From: Bradley, Jean (Genworth) [Jean.Bradley@genworth.com]

Sent: 6/2/2010 10:51:30 PM

To: Rosenthal, Sam (MBS) [Sam.Rosenthal@mortgagefamily.com]

CC: Gupta, Rohit (Genworth) [Rohit.Gupta@genworth.com]; Bradfield, Richard J. (MBS)

[Rich.Bradfield@mortgagefamily.com]; Bogansky, Mike (MBS) [Mike.Bogansky@mortgagefamily.com]

Subject: Re: Excess Withdrawal

Sam

We will absolutely take a look and see what we have on our side. You were certainly missed at the conference-

We will touchbase tomorrow or Friday.

Thanks and hope you are well.

Jean

Sent from my iPhone

On Jun 2, 2010, at 6:31 PM, "Rosenthal, Sam (MBS)"

<Sam.Rosenthal@mortgagefamily.com<mailto:Sam.Rosenthal@mortgagefamily.com>>> wrote:

Hi Jean & Rohit – I just heard from my Finance division we have requested a \$5mm withdrawl from the GE Trust. We believe it is now possible to extract this money from the Trust, as we have terminated our HARP recapture agreement & we believe the Trust has excess funds in it. Can you tell me if you agree with this opinion of funds sufficiency; where this request stands on your side and when we can receive our money? It looks like this has been bouncing around without a resolution since 5-11-2010.

Sorry we didn't catch up at the conference – I was unable to attend due to a few last minute things I had to do in Mount Laurel. I look forward to talking to you tomorrow if possible. Thanks for looking into this for me!

Sam

856-917-0182

From: Bogansky, Mike (MBS)

Sent: Wednesday, June 02, 2010 1:10 PM

To: Rosenthal, Sam (MBS); Bowen-Ashwin, Christopher (MBS)

Subject: FW: Excess Withdrawal

Sam – We are trying the withdraw the excess funds from the GE trust in case you get a call. Let me know if you have any questions. We should be able to do this since we terminated the HARP recapture agreement.

Thanks, Mike

Michael Bogansky Vice President- Financial Reporting and Policy PHH Mortgage Corporation phone: (856) 917-6714

From: Bowen-Ashwin, Christopher (MBS) Sent: Wednesday, June 02, 2010 10:05 AM

To: Bogansky, Mike (MBS) Subject: FW: Excess Withdrawal

FYI - Regarding the GE withdrawal.

From: Gaddis, Matthew R. (Genworth) [mailto:Matthew.Gaddis@genworth.com<mailto:Matthew.Gaddis@genworth.com>]

Sent: Wednesday, June 02, 2010 10:03 AM To: Bowen-Ashwin, Christopher (MBS)

CFPB-PHH-00035851

Subject: RE: Excess Withdrawal

Christopher - My apologies for the delayed response. Rohit Gupta, our Chief Commercial Officer, is planning on reaching out to Sam Rosenthal today/tomorrow with an update.

Regards

Matt

From: Bowen-Ashwin, Christopher (MBS) [mailto:Christopher.Bowen-Ashwin@mortgagefamily.com]

Sent: Tuesday, June 01, 2010 11:27 AM To: Gaddis, Matthew R. (Genworth) Subject: RE: Excess Withdrawal

Matt - Can you provide an update on this withdrawal request?

Thanks, Chris

From: Chen, Irene W. (Genworth) [mailto:Irene.Chen@genworth.com]

Sent: Monday, May 24, 2010 9:01 AM To: Gaddis, Matthew R. (Genworth) Cc: Bowen-Ashwin, Christopher (MBS) Subject: FW: Excess Withdrawal

Matt.

Would you please give Chris at PHH an update on the withdrawal request? Thanks.

Irene

From: Bowen-Ashwin, Christopher (MBS) [mailto:Christopher.Bowen-Ashwin@mortgagefamily.com]

Sent: Friday, May 21, 2010 11:43 AM To: Chen, Irene W. (Genworth) Subject: RE: Excess Withdrawal Any updates on this?

From: Chen, Irene W. (Genworth) [mailto:Irene.Chen@genworth.com]

Sent: Thursday, May 13, 2010 2:43 PM To: Bowen-Ashwin, Christopher (MBS) Subject: RE: Excess Withdrawal

Chris,

Your request for Excess of Funds withdrawal has been forwarded to Matt Gaddis at Genworth. He'll run the analysis on your captive portfolio to make sure there is sufficient funds in the Trust to cover future loss. I'll let you know after I hear from him. Thanks.

Irene

From: Bowen-Ashwin, Christopher (MBS) [mailto:Christopher.Bowen-Ashwin@mortgagefamily.com]

Sent: Thursday, May 13, 2010 1:24 PM

To: Chen, Irene W. (Genworth) Subject: RE: Excess Withdrawal

Irene - Have you been able to look at our request?

From: Bowen-Ashwin, Christopher (MBS) Sent: Tuesday, May 11, 2010 1:29 PM

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To: 'Chen, Irene W. (Genworth)' Subject: RE: Excess Withdrawal

Sorry I was looking at the wrong tab. I believe we are only eligible to withdrawal up to \$5.8 million.

The withdrawal request is \$5,000,000.

Thanks, Chris

From: Bogansky, Mike (MBS) [Mike.Bogansky@mortgagefamily.com]

Sent: 6/4/2010 8:01:10 PM
To: andrew.stoll@blackrock.com

Subject: FW: Withdrawal Notice - Acct # 010665

Attachments: 1Q10 Excess of Funds Release - Withdrawal Notice.pdf

Andrew – We are going to be distributing \$5 million from the GE Trust account and would like to have this available in cash. We would like this available next week.

Thanks, Mike

Michael Bogansky Vice President- Financial Reporting and Policy PHH Mortgage Corporation phone: (856) 917-6714

From: Rosenthal, Sam (MBS)

Sent: Friday, June 04, 2010 3:28 PM

To: Bogansky, Mike (MBS)

Subject: FW: Withdrawal Notice - Acct # 010665

The document that BONY received

From: Chen, Irene W. (Genworth) [mailto:Irene.Chen@genworth.com]

Sent: Friday, June 04, 2010 2:41 PM

To: 'fabiola.jovin-jourdan@bnymellon.com'; 'Cindy Jean-Paul (cjeanpaul@bankofny.com)' **Cc:** Rosenthal, Sam (MBS); Bradley, Jean (Genworth); Gaddis, Matthew R. (Genworth)

Subject: Withdrawal Notice - Acct # 010665

Cindy and Fabiola,

Attached is the withdrawal notice for Acct #010665. Please release the funds to Atrium Ins. Co. as soon as possible. Our controller, Edward Miles, is available for call back today until 3:30 p.m. His phone # is 919-846-3080. Let me know if you need anything else. Thanks.

Irene Chen Genworth Mortgage Insurance Corporation 8325 Six Forks Road Raleigh, NC 27615

Phone: 919-846-3032 Fax: 919-870-2369

email: Irene.Chen@Genworth.com

This message is confidential and is intended only for the recipient(s) named above. If you have received this message in error, or are not the named recipient(s), please immediately notify the sender at 919-846-3032 and delete this message from your computer. Thank you for your cooperation.



Genworh Mortgage Insurance 8325 Six Forks Road Raleigh, NC 27615-2959 919.846.4100

June 4, 2010

Fabiola Jovin-Jourdan
Trust Administrator
The Bank of New York
Insurance Trust and Escrow Unit
101 Barclay, 8W
New York, NY 10286

Re:

Withdrawal Notice - Atrium / GE

Account # 010665

Dear Ms. Jourdan:

You are hereby directed to wire transfer \$5,000,000.00 to Atrium Insurance Company to release the excess of fund from the Trust in accordance with Section 12.9 ii (Withdrawal by Reinsurer) of the Reinsurance Agreement. This amount represents the Excess of Funds available for withdrawal as of 1Q 10. Wire instructions are as follow:

Bank Name:

Deutsche Bank Trust Company Americas

Account #:

00 319 863

ABA#:

021-001-033

Ref:

Atrium Insurance Company

Excess of Funds Release - 1Q 10

Thank you for your assistance with this matter. If you have any questions, please contact Irene Chen at 919-846-3032.

Sincerely,

Kevin Schneider President & CEO

From: Palmgren, Matt A. (Genworth) [Matt.Palmgren@genworth.com]

Sent: 1/28/2011 8:28:36 PM

To: 'mike.bogansky@mortgagefamily.com' [mike.bogansky@mortgagefamily.com]

CC: Tubolino, Dave (Genworth) [David.Tubolino@genworth.com]

Subject: FW: PHH DRAFT Sixth Amdmt - Captive

Attachments: PHH Sixth Amdmt.doc

Mike,

Genworth accepts the proposed changes. Please send 2 executed copies to my attention at the address below. Genworth will return one fully executed copy.

Thanks,

Matt Palmgren

Genworth Mortgage Insurance
Account Development Manager
8325 Six Forks Rd
Raleigh, NC 27615
ph: (919)846-4430
fax: (919)870-3517
matt.palmgren@genworth.com

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From: Tubolino, Dave (Genworth)
Sent: Friday, January 28, 2011 10:45 AM
To: Palmgren, Matt A. (Genworth)

Subject: Fw: PHH DRAFT Sixth Amdmt - Captive

From: Bogansky, Mike (MBS) [mailto:Mike.Bogansky@mortgagefamily.com]

Sent: Friday, January 28, 2011 10:20 AM

To: Tubolino, Dave (Genworth)

Cc: Rosenthal, Sam (MBS) <Sam.Rosenthal@mortgagefamily.com>

Subject: FW: PHH DRAFT Sixth Amdmt - Captive

Dave – I have attached a marked version of the contract with changes from our attorney's. These are primarily cosmetic in nature. Please let me know if you are okay with these revisions, and we will have them executed.

Thanks, Mike

Michael Bogansky Vice President, Assistant Controller - Financial Reporting PHH Corporation phone: (856) 917-6714 From: Kurt Lutes [mailto:klutes@ppeclaw.com]
Sent: Monday, January 24, 2011 10:18 AM

To: Bogansky, Mike (MBS); Brown, Bill (PHH); Kinkler, Fred

Cc: Jim Clemons

Subject: RE: PHH DRAFT Sixth Amdmt - Captive

Gentlemen:

Attached please find a slightly revised draft Amendment, correcting "Company" to "Corporation" in the name of each Atrium entity. Thanks!

Kurt A. Lutes
Paralegal
Primmer Piper Eggleston & Cramer PC
100 East State Street
P.O. Box 1309
Montpelier, VT 05601
Phone: (802) 223-2102

Fax: (802) 223-2628

E-mail: klutes@ppeclaw.com

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From: Bogansky, Mike (MBS) [mailto:Mike.Bogansky@mortgagefamily.com]

Sent: Wednesday, January 19, 2011 7:59 PM

To: Brown, Bill (PHH); Kinkler, Fred

Cc: Jim Clemons; 'David.White@chartisinsurance.com'; Bowen-Ashwin, Christopher (MBS); Rosenthal, Sam (MBS)

Subject: FW: PHH DRAFT Sixth Amdmt - Captive

Fred and Bill – Attached is the draft of an Amendment to Atrium's reinsurance agreement with Genworth to address some issues that arose when the agreements were transferred to the Vermont entity. Bill, if you recall, this issue was discussed at the Atrium Board meeting in early December.

Jim and David – Can you please review this amendment to make sure that it addresses your concerns around the original assumption and novation agreements?

Please let me know if you have any questions or comments:

Thanks, Mike

Michael Bogansky Vice President, Assistant Controller - Financial Reporting PHH Corporation phone: (856) 917-6714

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From: Tubolino, Dave (Genworth) [mailto:David.Tubolino@genworth.com]

Sent: Tuesday, January 18, 2011 12:17 PM

To: Rosenthal, Sam (MBS); Bogansky, Mike (MBS)

Cc: Palmgren, Matt A. (Genworth); Carbin, Kristin M. (Genworth)

Subject: PHH DRAFT Sixth Amdmt - Captive

Sam and Mike.

Attached, please find a DRAFT Sixth Amendment for PHH's captive agreement. This amendment:

- Removes the requirement for an actuarial opinion prior to dividend from the trust
- Includes language that requires PHH to obtain Genworth approval prior to dividend from the trust
- Specifies that the amendment is between Genworth and Atrium Reinsurance

I believe that this amendment addresses your concerns. Please review and if the document meets your approval, please return two signed copies to Matt Palmgren's attention (address is below). Upon receipt, Matt will have one fully executed copy returned to you.

Matt Palmgren Genworth Mortgage Insurance Account Development Manager 8325 Six Forks Rd Raleigh, NC 27615 ph: (919)846-4430

Thank you and let us know if you have any questions.

Dave

David M. Tubolino

Vice President - National Accounts Genworth Mortgage Insurance 8325 Six Forks Road Raleigh, NC 27615 Office: 919-870-2375

Cell Phone: 919-710-4056 Home Office: 919-435-7335

Fax: 919-870-3749

david.tubolino@genworth.com

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