

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

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