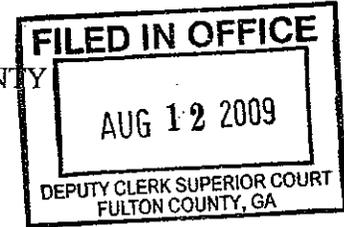


IN THE SUPERIOR COURT OF FULTON COUNTY
STATE OF GEORGIA



DEPARTMENT OF BANKING AND
FINANCE,

Plaintiff,

v.

MORNINGSIDE MORTGAGE
MANAGEMENT, INC.,

Defendant.

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Civil Action No. 2009CV169928

FINAL CONSENT ORDER

Plaintiff filed this case pursuant to the authority vested in Plaintiff by the Georgia Residential Mortgage Act, O.C.G.A. § 7-1-1000 *et seq.* Plaintiff and Defendant have discussed this matter and reached a resolution of all claims in this action and agree to the terms of this Order.

THE PARTIES STIPULATE TO THE FOLLOWING FACTS AND CONCLUSIONS OF LAW:

On August 4, 2008, Plaintiff issued a Cease and Desist Order to Defendant. The Cease and Desist Order directed the Defendant "to cease and desist from engaging in activities which are in violation of the Georgia Residential Mortgage Act, (GRMA) [O.C.G.A. § 7-1-1000 *et seq.*]." The Cease and Desist Order further directed Defendant to cease operating as a mortgage broker or mortgage lender as Defendant was not licensed by the Plaintiff to act as a mortgage broker or mortgage lender and did not satisfy any exemptions from licensure. The Cease and Desist Order became a final Order

by operation of law on September 4, 2008. The Plaintiff has alleged that after the Cease and Desist Order became final, Defendant, through the use of its URL www.morningside.net, continued to engage in mortgage broker and lending activities for which a license is required from the Plaintiff, including, but not limited to, purchasing residential mortgage loans and directly or indirectly soliciting or processing residential mortgage loans. Defendant does not admit to knowingly violating the final Cease and Desist Order, the Georgia Residential Mortgage Act, or the rules and regulations of the Department of Banking and Finance.

It is HEREBY ORDERED AS FOLLOWS:

1) The Court grants declaratory relief finding that Defendant violated the Cease and Desist Order by engaging in mortgage broker and lending activities for which a license is required from the Plaintiff, including, but not limited to, purchasing residential mortgage loans and directly or indirectly soliciting or processing residential mortgage loans after the Cease and Desist Order was final.

2) Defendant is hereby enjoined from violating the Cease and Desist Order issued by Plaintiff on August 4, 2009.

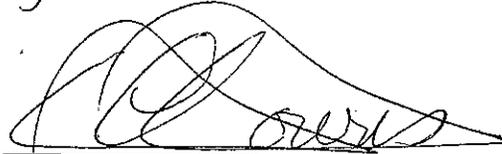
3) Defendant is hereby enjoined from operating as an unlicensed Georgia residential mortgage lender or residential mortgage broker.

4) Defendant is hereby enjoined from purchasing residential mortgage loans and directly or indirectly soliciting or processing residential mortgage loans via the internet or otherwise.

5) Defendant shall comply fully with the terms of the Cease and Desist Order.

6) The terms of this Final Consent Order may be enforced by filing a motion for contempt in the Superior Court of Fulton County or by any other action deemed appropriate by the Plaintiff.

SO ORDERED, this 11 day of August, 2009.

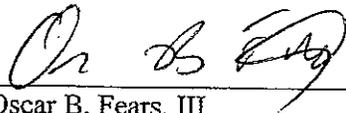


DORIS L. DOWNS
Judge, Superior Court
Fulton County, Georgia

Consented to by:



William Kelly Crow
In his capacity as President of
Morningside Mortgage Management, Inc.
1257 Poplar Grove Drive, NE
Atlanta, Georgia 30306-2210
Defendant



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Attorney for Plaintiff