

**SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK**

THE PEOPLE OF THE STATE OF NEW YORK,
by ERIC T. SCHNEIDERMAN, Attorney General of the
State of New York,

Plaintiff,

- against -

BANK OF AMERICA CORPORATION, KENNETH D.
LEWIS, AND JOE L. PRICE,

Defendants.

CONSENT AND STIPULATION

Index No. 450115/2010
Assigned to Friedman, J.S.C.

IT IS HEREBY ACKNOWLEDGED, STIPULATED, CONSENTED TO AND AGREED,
by and between the undersigned attorneys for the respective parties as follows:

1. Defendant Kenneth D. Lewis ("Defendant") hereby acknowledges receipt of a copy of the Consent Order and Judgment.
2. Defendant consents to the entry of the attached Consent Order and Judgment without further notice.
3. This Consent and Stipulation is entered into by Defendant of his own free and voluntary act, with full knowledge and understanding of this proceeding and the obligations imposed upon him by the Consent Order and Judgment.
4. The Office of the Attorney General ("OAG") has agreed to the terms of the Consent Order and Judgment based on, among other things, the representations made to OAG by Defendant and his counsel. To the extent that any material representations are later found to be inaccurate or misleading, the Court, upon application by the OAG, shall void or modify the Consent Order and Judgment as appropriate.

5. Defendant enters into this Stipulation consenting to the entry of the attached Consent Order and Judgment to resolve the OAG's civil investigation into his acts and practices and without admitting or denying any liability, wrongdoing or legal or factual issue alleged in the Complaint.

6. Defendant represents and warrants, through the signatures below, that the terms and conditions of this Consent and Stipulation are duly approved and the execution of this Consent and Stipulation is duly authorized.

7. A facsimile or electronic transmission and signatures received by facsimile or electronic means shall be deemed an original for purposes of this Stipulation.

Dated: New York, New York
March 26, 2014

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Attorney General of the State of New York
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