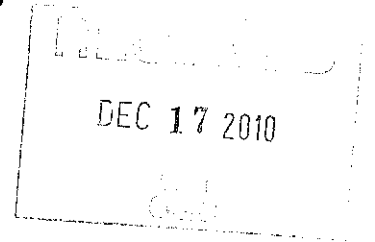


**COMMONWEALTH OF KENTUCKY
PUBLIC PROTECTION CABINET
DEPARTMENT OF FINANCIAL INSTITUTIONS
AGENCY CASE NO. 2010-AH-**

IN THE MATTER OF:
ACOPIA, LLC
306 NORTHCREEK BLVD., SUITE 100
GOODLETTSVILLE, TN. 37072



AGREED ORDER

BACKGROUND AND FACTUAL FINDINGS

1. Acopia, LLC (“Acopia”) is a wholesale mortgage loan company in the residential mortgage business and whose principal office is located at Acopia Capital Group, 306 Northcreek Blvd., Suite 100, Goodlettsville, Tennessee 37072..
2. The Department of Financial Institutions (the “Department”) is the agency in Kentucky charged with the enforcement of KRS Chapter 286.8, the Mortgage Loan Companies and Brokers Act (the “Act”)..
2. On February 8, 2010, an examination was conducted into the condition, workings and affairs of Acopia in order to determine whether: (1) it was in compliance with applicable laws and regulation; (2) its practices and policies had an adverse impact on prospective borrowers; and (3) it was being operated efficiently, fairly, and in the public interest.
3. In the course of that examination it was discovered that Acopia violated Chapter 286.8 of the Kentucky Revised Statutes by Acopia conducted mortgage lending business in Kentucky with an unlicensed entity (namely First Liberty Mortgage, 2525 Nelson Parkway, Suite 20, Louisville, KY 40223) in violation of KRS 286.8-030.

AGREEMENT AND ORDER

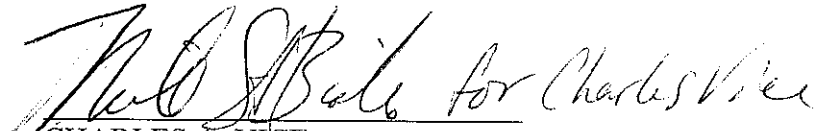
The Department of Financial Institutions and Acopia, in the interest of economically and efficiently resolving the violations described in the foregoing Background and Factual Findings, agree as follows:

1. Acopia agrees to pay a fine in the amount of Two Thousand Five Hundred Dollars (\$2,500) for the violation set forth above, which shall be made payable to the “Kentucky State Treasurer” and mailed to the Department of Financial Institutions, Attn: William Owsley, 1025 Capital Center Drive, Suite 200, Frankfort, Kentucky 40601.
2. Acopia waives its right to demand a hearing at which it would be entitled to legal representation, to confront and cross examine witnesses, and to present evidence on its own behalf, or to otherwise appeal or set aside this Order.
3. Acopia consents to and acknowledges the jurisdiction of the DFI over this matter and that this Agreed Order is a matter of public record and may be disseminated as such.
4. In consideration of execution of this Agreed Order, Acopia for itself, and for its successors and assigns, hereby releases and forever discharges the Commonwealth of Kentucky, DFI, Office of Legal Services, and each of their members, agents, and employees in their individual capacities, from any and all manner of actions, causes of action, suits, debts, judgments, executions, claims and demands whatsoever, known and unknown, in law or equity, that Acopia ever had, now has, may have or claim to have against any or all of the persons or entities named in this paragraph arising out of or by reason of this investigation, this disciplinary action, this settlement or its administration.

5. By signing below, the parties acknowledge they have read the foregoing Agreed Order, know and fully understand its contents, and that they are authorized to enter into and execute this Agreed Order and legally bind their respective parties.

6. This Agreed Order shall constitute the Final Order in this matter.

IT IS SO ORDERED on this the 3rd day of January, 20 11. ^{SPD}



CHARLES A. VICE
COMMISSIONER

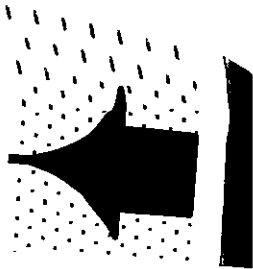
Consented to:

This 28th day of December, 2010.

Nicole Biddle
Nicole Biddle, Director
Division of Nondepository Institutions
Department of Financial Institutions

This _____ day of December, 2010.

Joseph M. Davidson
Joseph M. Davidson
Vice President/Compliance
Acopia, LLC



ACKNOWLEDGEMENT

STATE OF TN)
COUNTY OF SUMNER)

On this the 6 day of Dec, 2010, before me Joseph M. Davidson the undersigned, Joseph M. Davidson, did personally appear and acknowledge himself to be the Vice President/Compliance of Acopia, LLC, and that he, being authorized to do so, entered into and executed the foregoing instrument for the purposes therein contained.

In witness whereof I hereunto set my hand.

My Commission Expires: 3/21/11

Carolyn B. Owens
Notary Public

Certificate of Service

I, William Owsley, hereby certify that a copy of the foregoing **Agreed Order** was sent on this the ____ day of _____, 2010, by certified mail, return receipt requested, to the following:

Joseph M. Davidson
Vice President/Compliance
Acopia Capital Group
306 Northcreek Blvd., Suite 100
Goodlettsville, TN 37072

William Owsley
Department of Financial Institutions
1025 Capital Center Drive
Suite 200
Frankfort, Kentucky 40601
502-573-3390 x236 (phone)
502-573-2183 (facsimile)

Counsel for Complainant