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IN THE CIRCUIT COURT OF RALEIGH COUNTY, WEST VIRGINIA

LLOYD KEITH LILLY and
BARBARA LILLY, individually
And on behalf of all others similarly situated,

Plaintiffs,

v.

A No. 03-C-778-K

BANK ONE NATIONAL ASSOCIATION
COLUMBUS, F/K/A BANK ONE WEST
VIRGINIA, N.A.,
And
THOMAS M. HAZLETT,
And
HOMECOMINGS FINANCIAL NETWORK,
INC., a corporation,
And
RESIDENTIAL FUNDING CORPORATION,
a corporation, as subsidiary of GMAC,
And
RESIDENTIAL ASSET SECURITIES CORP.-
HOME EQUITY MORTGAGE ASSET
BACKED PASS THROUGH CERTIFICATE
SERIES 1999-KS2, a trust,
And
O. GAY ELMORE,

Defendants.

STIPULATED ORDER

This day came the Plaintiffs by counsel, Daniel F. Hedges, and the Defendant Homecomings Financial Network, Inc. ("HFN") by counsel, Kathy Condo of Reed Smith, LLP and R. Terrence Rodgers of Allen, Guthrie & McHugh, and enter into the following Stipulated

Order:

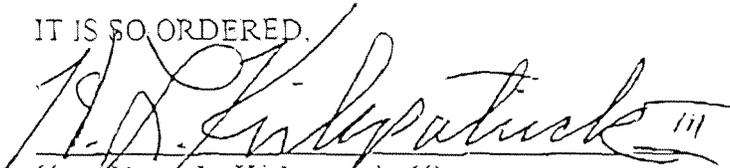
1. In order to facilitate discussions between the parties toward resolution of this matter, HFN agrees that no person or trustee on behalf of HFN, shall proceed with any foreclosure on loans serviced by HFN in the State of West Virginia, and no substitute trustee will be appointed on loans serviced by HFN in the State of West Virginia for ^{120 15c/ HXXIII} ~~90~~ days from this date. The parties will review all relevant issues within the next ninety days and attempt resolution of such issues; and failing to do so Plaintiffs will present their Motions for Class Certification and for Temporary Injunction on Aug. 12, 2004 at 9:00 AM at which time Defendants may offer any and all defenses to the Motions, none of which is waived by this Stipulated Order.

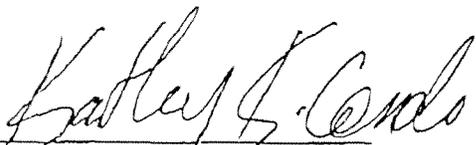
2. HFN agrees that during this ^{120 15c/ HXXIII} ~~90~~-day period, with respect to any West Virginia residential real estate-secured consumer loans it services, it will not charge or seek to collect any additional monies on loans in default other than the principal and interest set forth in the loan agreement, a 5% late charge not to exceed \$10.00 where a borrower is more than 16 days late in tendering a loan payment, and charges for collateral protection insurance where HFN does not have proof of adequate insurance.

3. Nothing in this Stipulated Order constitutes an admission of improper activity; an acknowledgement of the validity of the plaintiffs' Motions or of this Court's

jurisdiction; or a waiver of claims or defenses of either party. Nor shall this Stipulated Order be offered or construed as such in any regulatory or other proceeding.

IT IS SO ORDERED.

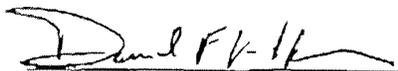

Hon. Harry L. Kirkpatrick, III



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Final settlement of all claims
April 5th 04
AB

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Counsel for Plaintiffs

Dated: _____ day of April, 2004