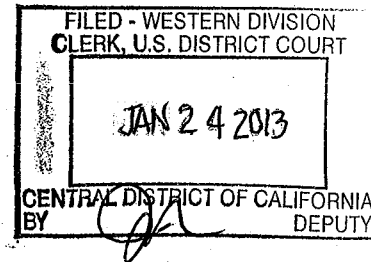


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CITIGROUP GLOBAL MARKETS INC.

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION

CITIGROUP GLOBAL MARKETS
INC., a New York corporation,
Plaintiff,

vs.

IMPAC SECURED ASSETS CORP.,
a California corporation; IMPAC
FUNDING CORPORATION, a
California corporation; IMPAC
MORTGAGE HOLDINGS INC., a
Maryland corporation; and DOES 1-
100,

Defendants and
Third-Party Plaintiffs

vs.

THATCHER PROFFITT & WOOD
LLP, a New York Limited Liability
Partnership; RICHARD SIMONDS,
JR., an individual; VINTAGE
FILINGS LLC, a New York
Limited Liability Company; and
DOES 1-10,

Third-Party Defendants.

CASE NO. CV 11-4514 MRP (JCx)

~~PROPOSED~~ ORDER

Complaint: May 25, 2011

1 The motion of Defendants Impac Mortgage Holdings, Inc., Impac Funding
2 Corporation, and Impac Secured Assets Corp. (collectively "Impac") for approval
3 of the settlement agreement, as amended, between Impac and Plaintiff CGMI in this
4 action (the "Settlement Agreement") came on for hearing on January 24, 2013
5 before this Court. Having considered the moving papers, arguments of all counsel
6 and other matters properly before the Court, IT IS HEREBY ORDERED AS
7 FOLLOWS:


8 1. The motion is granted and the settlement between Impac and CGMI in
9 this action is approved.

10 2. The Court finds that the settlement and the proposed issuance of
11 securities under the Settlement Agreement is fair as to Plaintiff CGMI.

12 3. The Court incorporates the terms of the Settlement Agreement into this
13 Order and hereby expressly retains jurisdiction over that agreement.

14
15 IT IS SO ORDERED.

16
17
18 Dated: January 24, 2013


Honorable Mariana R. Pfaelzer
United States District Court Judge
Central District of California