

NOW, THEREFORE, the United States, the PPC Receiver, Donald Hellinger, Michael Weisberg, Ronald Hellinger, Jami Pearlman, Randy Trost, Michele O'Keefe Quigley, and Robert DeBoyace do hereby CONSENT, and it is ORDERED, as follows:

1. In exchange for the good and valuable consideration described below, the parties agree to the following terms.

2. Notwithstanding Paragraphs 45 through 60, inclusive, the parties agree to any restitution program for the benefit of Consumers as designed by the United States and as approved by the Magistrate Judge. For the purposes of this Consent Order, the term "Consumers" has the same meaning as set forth in Paragraph 45 of the Injunction.

3. The United States agrees that the PPC Receiver shall make a total payment of two hundred and fifty thousand dollars (\$250,000.00), from the assets of PPC, to Donald Hellinger, Michael Weisberg, Ronald Hellinger, Jami Pearlman, Randy Trost, Michele O'Keefe Quigley, Nicholas J. Nastasi, P.C., Anne M. Dixon, Esquire, and Michael Drossner, Esquire. The payments to the individual defendants are distribution payments for the reimbursement of legal fees previously paid by PPC members. The payments to Nicholas J. Nastasi, P.C., Anne M. Dixon, Esquire, and Michael Drossner, Esquire, are for legal fees rendered on behalf of PPC. Counsel for defendant Jami Pearlman, Nicholas J. Nastasi, Jr., shall direct the Receiver in writing as to the manner and method of payment. The entire \$250,000.00 payment is for current and past legal bills for legal services rendered to PPC and is associated with the above captioned civil action, Number 06-725 (E.D. Pa.).

4. Notwithstanding any and all rights PPC has now or may have in the future to recoup funds paid to defendants and/or defendants' attorneys for legal services rendered in connection with the above captioned civil action, Number 06-725 (E.D. Pa.), PPC and the PPC Receiver hereby forever release any right, title, interest, or claim to any such funds.

5. The United States agrees that Paragraph 32 of the Injunction is modified to read as follows: "Each defendant shall certify to the United States annually that he or she is in compliance with this Permanent Injunction. The certification shall be sent to the United States on or before April 15, and may be sent in conjunction with the notification of Paragraph 33. This requirement shall expire January 1, 2012."

6. Notwithstanding Paragraph 60 of the Injunction and except as otherwise indicated in Paragraph 17 of the Injunction and Paragraph 3 herein, Donald Hellinger, Michael Weisberg, Ronald Hellinger, Jami Pearlman, Randy Trost, Michele O'Keefe Quigley, and Robert DeBoyace forever release any right, title, interest, or claim to or in any assets of PPC, including without limitation any funds now in or to be added to the Consumer Fund or the Operating Fund.

7. Upon completion of making all distributions pursuant to the Restitution Program and upon completion of all other matters relating to the PPC estate, the Receiver shall make a

recommendation to the Magistrate Judge as to the disposition of all remaining funds in the estate. The Receiver shall then dispose of the remaining funds pursuant to Order of the Court.

8. The United States and PPC forever release any right, title, interest, or claim to the two hundred and fifty thousand dollars (\$250,000.00) paid pursuant to Paragraph 3 herein. However, the United States takes no position here as to the tax consequences of the payment and the release contained in this paragraph does not pertain to or address any potential tax liability resulting from such payment.

9. Donald Hellinger, Michael Weisberg, Ronald Hellinger, Jami Pearlman, Randy Trost, Michele O'Keefe Quigley, and Robert DeBoyace relinquish any right he or she may have in commenting on or objecting to the restitution program and/or the disposition of the funds in the Consumer Fund and the Operating Fund.

10. Except as otherwise indicated herein, all remaining provisions of the Injunction remain in full force and effect.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

IT IS HEREBY AGREED

DONALD M. HELLINGER

MICHAEL WEISBERG

RANDY D. TROST


JAMI M. PEARLMAN

MICHELE O'KEEFE QUIGLEY

RONALD HELLINGER

ROBERT DEBOYACE

LAURIE MAGID
Acting United States Attorney



VIRGINIA A. GIBSON *MLH*
Assistant United States Attorney
Chief, Civil Division



MICHAEL S. BLUME
Assistant United States Attorney

WAYNE D. GEISSER
Receiver for
Payment Processing Center, LLC

BY THE COURT:

HONORABLE TIMOTHY R. RICE
United States Magistrate Judge

IT IS HEREBY AGREED

DONALD M. HELLINGER

LAURIE MAGID
Acting United States Attorney

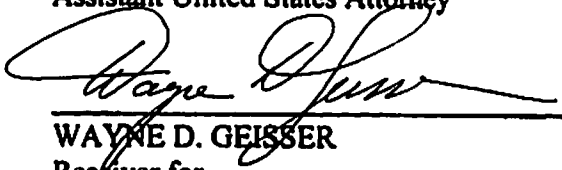
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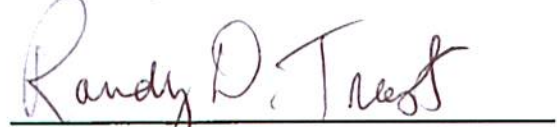
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DONALD M. HELLINGER



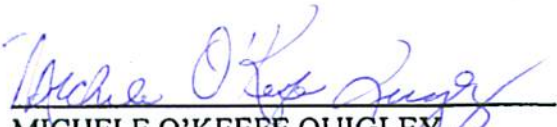
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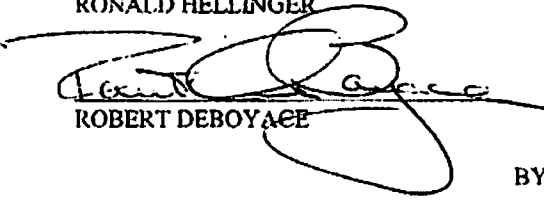
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