

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

UNITED STATES OF AMERICA,
STATE OF COLORADO,
STATE OF IDAHO,
COMMONWEALTH OF PENNSYLVANIA,
STATE OF TEXAS,
COMMONWEALTH OF VIRGINIA,
STATE OF WASHINGTON,
and
STATE OF WEST VIRGINIA,

Plaintiffs,

v.

SPRINGLEAF HOLDINGS, INC.,
ONEMAIN FINANCIAL HOLDINGS, LLC,
and
CITIFINANCIAL CREDIT COMPANY,

Defendants.

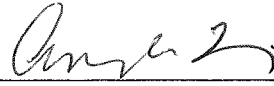
CASE NO.: 1:15-cv-01992 (RMC)

DECLARATION OF ANGELA Y. TING

I, Angela Y. Ting, declare as follows:

1. I am a trial attorney with the United States Department of Justice Antitrust Division, and I am the lead attorney for the above-captioned action. I make this declaration in support of the Unopposed Motion of the United States to Appoint Patricia A. Murphy as Monitoring Trustee.
2. The facts set forth in the Memorandum of Points and Authorities in Support of Unopposed Motion of the United States to Appoint Patricia A. Murphy as Monitoring Trustee are true and accurate to the best of my belief and knowledge.
3. A copy of Patricia A. Murphy's professional biography is attached as Exhibit A.

I declare under penalty of perjury that the foregoing is true and correct. Executed on January 19, 2016 in Washington, DC.

A handwritten signature in cursive script, appearing to read "Angela Y. Ting", written in black ink.

Angela Y. Ting

PATRICIA A. MURPHY**EXPERIENCE**

ALVAREZ & MARSAL, New York, NY*Managing Director – Financial Industry Advisory Services, LLC* September 2013-Present

Primary scope and responsibilities: Lead teams to provide solutions to financial services companies focused on improved performance, operational efficiency, regulatory and compliance risk management and change management.

Key Accomplishments:

- Provided assistance to management of financial institutions regarding regulatory matters.
- Conducted a comprehensive review of the BSA/AML Compliance Program for a financial institution.
- Conducted a regulatory focused Compliance Risk Review for a financial institution.
- Conducted a gap analysis of the fair lending program of a regional bank and developed a risk assessment template and methodology.
- Assisted management of a super regional bank in conducting an internal review of its broker dealer subsidiary; developed action plans, regulatory responses, reports, governance and process best practices.
- Acted as the Project Manager for a medical device company responsible for the oversight and coordination of the separation and spin-off of businesses in connection with the acquisition of the company.

KEEFE, BRUYETTE & WOODS, INC., New York, NY*Chief Counsel – Investment Banking* January 2008-May 2013

Primary role was to provide legal oversight of the investment banking and capital markets departments while also having revenue-generating responsibilities.

- Provided legal advice and guidance to investment banking and capital markets departments across all industry groups in the U.S. broker-dealer and its affiliated broker-dealers in the UK and Hong Kong.
- Assisted investment banking and capital markets colleagues in structuring and executing securities offerings and M&A transactions.
- Managed and oversaw external legal counsel's involvement in lead-managed securities offerings and M&A transactions, including the drafting and review of underwriting agreements, legal opinions, comfort letters, disclosure documents, fairness opinions, and board presentations.
- Responsible for originating, structuring and executing several complicated recapitalization and divestiture transactions for clients. Representative examples include: the sale of the assets and liabilities of Aurora Bank, a wholly-owned subsidiary of Lehman Bancorp, Inc. and the \$600 million recapitalization of Guaranty Financial Group Inc.
- Provided legal advice to compliance colleagues and assisted in conducting internal reviews and investigating and responding to regulatory requests.
- Managed law firm relationships and coordinated legal budgeting and referrals.
- Assisted capital markets department in the development of policies and procedures for the execution of private placement and PIPE transactions.
- Assisted investment banking department in developing internal training programs.
- Reviewed and negotiated M&A and capital raising engagement letters and confidentiality agreements.
- Led the development of the firm's intranet document library and worked with IT in its implementation.
- Member of Fairness Opinion Committee and Capital Commitment Committee.

COWEN AND COMPANY LLC, New York, NY

Managing Director, Legal Department

March 2006-November 2007

- Provided legal advice to the investment banking, equity capital markets and private equity departments across all industry verticals relating to public and private securities offerings and M&A transactions.
- Managed and oversaw external legal counsel's involvement in lead-managed securities offerings and M&A transactions, including the drafting and review of underwriting agreements, legal opinions, comfort letters, disclosure documents, fairness opinions, and board presentations.
- Provided legal advice relating to compliance policies and procedures impacting the broker-dealer, including research independence rules and sales and trading.
- Reviewed, revised and negotiated M&A and capital raising engagement letters and confidentiality agreements.

SANDLER O'NEILL + PARTNERS, L.P., New York, NY

Managing Director

March 2005-December 2005

*Managing Director, Investment Banking
and Deputy General Counsel*

December 1997-March 2005

Associate Director, Investment Banking and Legal Counsel

November 1996-December 1997

- Provided legal advice and guidance to professionals across all business areas in the broker-dealer.
- Created capital markets execution platform for both debt and equity capital markets, including the creation and implementation of policies and procedures and had supervisory oversight to ensure compliance. Drafted all master form documents, including underwriting agreements, engagement letters, operative documents, prospectus style guidelines, roadshow presentations and syndicate documents.
- Capital markets execution responsibilities (including due diligence and legal documentation) for all public and private securities offerings executed by the firm through 2002. Beginning in the fall of 2002, expanded the capital markets execution team and responsibilities increased to supervising the team.
- Investment banking responsibilities as the execution or relationship banker for clients in connection with public offerings and private placements of debt and equity securities, rights offerings and recapitalizations.
- Member of the team that structured the first collateralized debt obligation of trust preferred securities executed by the firm in 2001. Responsible for the execution and documentation of 17 CDOs of trust preferred securities aggregating approximately \$7 billion and the underlying execution and documentation for over 625 financial institutions issuing the trust preferred securities acquired by the CDO entities.
- Assisted investment banking and capital markets colleagues in structuring and executing securities offerings and M&A transactions.
- Assisted in the drafting and implementation of the firm's policies and procedures for new business lines and operations to ensure the firm's compliance, as a full service broker-dealer, with applicable rules and regulations of the NASD and SEC, including those relating to sales and trading, syndicate and settlement.
- Responded to inquiries from the NASD and SEC regarding the firm's compliance with applicable rules and regulations; including coordinating with examiners during on-site regulatory compliance examinations.
- Reviewed and negotiated M&A and capital raising engagement letters and confidentiality agreements.
- Drafted fairness opinions, proxy and registration statement disclosure and regulatory correspondence associated with mergers and acquisitions.
- Advised Sandler O'Neill Asset Management, L.L.C. on general corporate and securities matters, reviewed subscription agreements and prepared and filed bank regulatory and securities filings.

MULDOON, MURPHY & FAUCETTE, Washington, DC

Senior Associate, Corporate Securities and Banking

June 1993-November 1996

- Represented and advised issuers and underwriters in public offerings and private placements of debt and equity securities, rights offerings and restructurings.
- Represented issuers and underwriters in mutual-to-stock conversions of financial institutions.
- Prepared periodic SEC and bank regulatory filings and handled client interactions with the SEC, FDIC, OTS and Federal Reserve regarding filings, comment letters and other requests for relief.
- Advised clients on the formation and operation of limited liability companies and other private entities.
- Provided advice on securities law, bank regulatory and other general corporate matters to public and privately held companies.

U.S. SECURITIES AND EXCHANGE COMMISSION, Washington, DC

Senior Attorney, Division of Corporation Finance

September 1989-June 1993

- Examined IPO and other registration statements, proxy materials, trust indentures, Exchange Act reports, debt offerings, mergers and acquisitions, proxy contests, tender offers, limited partnership roll-ups, and “going private” transactions and other reporting requirements under the Securities Act of 1933, the Securities Exchange Act of 1934 and the Trust Indenture Act of 1939.
- Prepared responses to no-action letters, shareholder proposals, and interpretive letters.
- Trained entry-level attorneys.

SECURITIES LICENSES

FINRA Series 7 (General Securities Representative); Series 63 (Uniform State Securities Agent); Series 79 (Investment Banking Representative); and Series 24 (General Securities Principal)

COMMITTEES AND AFFILIATIONS

FINRA Series 79 Committee, 2007-Present

Ithaca College Alumni Association Board of Directors, Elected February 2013

BAR AND COURT ADMISSIONS

New York State, Third Judicial Department

U.S. District Court, Northern District of New York

EDUCATION

ALBANY LAW SCHOOL OF UNION UNIVERSITY, Albany, New York

JURIS DOCTOR

ITHACA COLLEGE, Ithaca, New York

BACHELOR OF SCIENCE (Finance)