

PHH CORP  
Form 10-Q/A  
August 23, 2011

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**Form 10-Q/A**  
**Amendment No. 1**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the quarterly period ended June 30, 2011**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the transition period from** \_\_\_\_\_ **to** \_\_\_\_\_  
**Commission File No. 1-7797**

**PHH CORPORATION**

*(Exact name of registrant as specified in its charter)*

**MARYLAND**

*(State or other jurisdiction of incorporation or organization)*

**52-0551284**

*(I.R.S. Employer Identification Number)*

**3000 LEADENHALL ROAD**  
**MT. LAUREL, NEW JERSEY**

*(Address of principal executive offices)*

**08054**

*(Zip Code)*

**856-917-1744**

*(Registrant's telephone number, including area code)*

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting  
company

(Do not check if a smaller  
reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act):  
Yes  No

As of July 22, 2011, 56,330,713 shares of PHH Common stock were outstanding.



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Item 6. Exhibits

SIGNATURES

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EX-101 INSTANCE DOCUMENT

EX-101 SCHEMA DOCUMENT

EX-101 CALCULATION LINKBASE DOCUMENT

EX-101 LABELS LINKBASE DOCUMENT

EX-101 PRESENTATION LINKBASE DOCUMENT

EX-101 DEFINITION LINKBASE DOCUMENT

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**PHH CORPORATION AND SUBSIDIARIES  
EXPLANATORY NOTE**

The sole purpose of this Amendment No. 1 to PHH Corporation's Quarterly Report on Form 10-Q for the period ended June 30, 2011 (the Form 10-Q) is to furnish Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T. Exhibit 101 consists of information from PHH Corporation's Form 10-Q formatted in XBRL (eXtensible Business Reporting Language).

No other changes have been made to the Form 10-Q. This Form 10-Q/A Amendment No. 1 does not reflect subsequent events occurring after the original filing date of the Form 10-Q or modify or update any disclosures made in the Form 10-Q.

**Item 6. Exhibits**

Information in response to this Item is incorporated herein by reference to the Exhibit Index to this Form 10-Q/A.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PHH CORPORATION

By: /s/ Jerome J. Selitto  
Jerome J. Selitto  
President and Chief Executive Officer

Date: August 23, 2011

By: /s/ David Coles  
David Coles  
Interim Executive Vice President and  
Chief Financial Officer  
(Principal Financial Officer and  
Principal Accounting Officer)

Date: August 23, 2011

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| <b>Exhibit No.</b> | <b>Description</b>  | <b>Incorporation by Reference</b>   |
|--------------------|---|---|
| 3.1                | Amended and Restated Articles of Incorporation.   | Incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K filed on February 1, 2005.   |
| 3.2                | Articles Supplementary.   | Incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K filed on March 27, 2008.   |
| 3.3                | Articles of Amendment to the Charter of PHH Corporation effective as of June 12, 2009.  | Incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K filed on June 16, 2009.  |
| 3.4                | Amended and Restated By-Laws.   | Incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K filed on April 2, 2009.  |
| 4.1                | Specimen common stock certificate.  | Incorporated by reference to Exhibit 4.1 to our Annual Report on Form 10-K for the year ended December 31, 2004 filed on March 15, 2005.                              |
| 4.2                | See Exhibits 3.1, 3.2, 3.3 and 3.4 for provisions of the Amended and Restated Articles of Incorporation, as amended, and Amended and Restated By-laws of the registrant defining the rights of holders of common stock of the registrant. | Incorporated by reference to Exhibit 3.1 to our Current Reports on Form 8-K filed on February 1, 2005, March 27, 2008, June 16, 2009 and April 2, 2009, respectively. |
| 4.3                | Indenture dated as of November 6, 2000 between PHH Corporation and The Bank of New York Mellon (formerly known as The Bank of New York, as successor in interest to Bank One Trust Company, N.A.), as Trustee.                            | Incorporated by reference to Exhibit 4.3 to our Annual Report on Form 10-K for the year ended December 31, 2005 filed on November 22, 2006.                           |
| 4.3.1              | Supplemental Indenture No. 1 dated as of November 6, 2000 between PHH Corporation and The Bank of New York Mellon (formerly known as The Bank of New York, as successor in interest to Bank One Trust Company, N.A.), as Trustee.         | Incorporated by reference to Exhibit 4.4 to our Annual Report on Form 10-K for the year ended December 31, 2005 filed on November 22, 2006.                           |
| 4.3.2              | Supplemental Indenture No. 2 dated as of January 30, 2001 between PHH Corporation and The Bank of New York Mellon (formerly known as The Bank of New York, as successor in interest to Bank One Trust Company, N.A.), as Trustee.         | Incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed on February 8, 2001.   |

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| 4.3.3 | Supplemental Indenture No. 3 dated as of May 30, 2002 between PHH Corporation and The Bank of New York Mellon (formerly known as The Bank of New York, as successor in interest to Bank One Trust Company, N.A.), as Trustee. | Incorporated by reference to Exhibit 4.5 to our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2007 filed on August 8, 2007. |
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| <b>Exhibit No.</b> | <b>Description</b>   | <b>Incorporation by Reference</b>   |
|--------------------|--|---|
| 4.3.4              | Supplemental Indenture No. 4 dated as of August 31, 2006 between PHH Corporation and The Bank of New York Mellon (formerly known as The Bank of New York, as successor in interest to Bank One Trust Company, N.A.), as Trustee. | Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on September 1, 2006.   |
| 4.3.5              | Form of PHH Corporation Internotes.  | Incorporated by reference to Exhibit 4.6 to our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2008 filed on May 9, 2008.             |
| 4.3.6              | Form of 7.125% Note due 2013.  | Incorporated by reference to Exhibit 4.5 to our Current Report on Form 8-K filed on February 24, 2003.  |
| 4.4                | Amended and Restated Base Indenture dated as of December 17, 2008 among Chesapeake Finance Holdings LLC, as Issuer, and JP Morgan Chase Bank, N.A., as indenture trustee.  | Incorporated by reference to Exhibit 10.76 to our Annual Report on Form 10-K for the year ended December 31, 2008 filed on March 2, 2009.                     |
| 4.4.1              | Series 2009-1 Indenture Supplement, dated as of June 9, 2009, among Chesapeake Funding LLC, as issuer, and The Bank of New York Mellon, as indenture trustee.  | Incorporated by reference to Exhibit 4.5.11 to our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2009 filed on November 5, 2009. |
| 4.4.2              | Series 2009-2 Indenture Supplement, dated as of September 11, 2009, among Chesapeake Funding LLC, as issuer, and The Bank of New York Mellon, as indenture trustee.  | Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on September 16, 2009.  |
| 4.4.3              | Series 2009-3 Indenture Supplement, dated as of November 18, 2009, among Chesapeake Funding, LLC as issuer and The Bank of New York Mellon, as indenture trustee.  | Incorporated by reference to Exhibit 4.4.3 to our Quarterly Report on Form 10-Q for the period ended June 30, 2010, filed on August 3, 2010.                  |
| 4.4.4              | Form of Series 2009-3 Class A Investor Note  | Incorporated by reference to Exhibit 4.4.4 to our Quarterly Report on Form 10-Q for the period ended June 30, 2010, filed on August 3, 2010.                  |
| 4.4.5              | Form of Series 2009-3 Class B Investor Note  | Incorporated by reference to Exhibit 4.4.5 to our Quarterly Report on Form 10-Q for the period ended June 30, 2010, filed on August 3, 2010.                  |
| 4.4.6              | Form of Series 2009-3 Class C Investor Note  | Incorporated by reference to Exhibit 4.4.6 to our Quarterly Report on Form 10-Q for the period ended June 30, 2010, filed on August 3, 2010.                  |

4.4.7 Series 2009-4 Indenture Supplement, dated as of December 18, 2009 among Chesapeake Funding, LLC as issuer and The Bank of New York Mellon, as indenture trustee. Incorporated by reference to Exhibit 4.4.7 to our Quarterly Report on Form 10-Q for the period ended June 30, 2010, filed on August 3, 2010.

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| <b>Exhibit No.</b> | <b>Description</b>   | <b>Incorporation by Reference</b>   |
|--------------------|--|---|
| 4.4.8              | Form of Series 2009-4 Class A Investor Note  | Incorporated by reference to Exhibit 4.4.8 to our Quarterly Report on Form 10-Q for the period ended June 30, 2010, filed on August 3, 2010.  |
| 4.4.9              | Form of Series 2009-4 Class B Investor Note  | Incorporated by reference to Exhibit 4.4.9 to our Quarterly Report on Form 10-Q for the period ended June 30, 2010, filed on August 3, 2010.  |
| 4.4.10             | Form of Series 2009-4 Class C Investor Note  | Incorporated by reference to Exhibit 4.4.10 to our Quarterly Report on Form 10-Q for the period ended June 30, 2010, filed on August 3, 2010. |
| 4.4.11             | Series 2010-1 Indenture Supplement, dated as of June 1, 2010 among Chesapeake Funding, LLC as issuer and The Bank of New York Mellon, as indenture trustee.  | Incorporated by reference to Exhibit 4.4.11 to our Quarterly Report on Form 10-Q for the period ended June 30, 2010, filed on August 3, 2010. |
| 4.4.12             | Form of Series 2010-1 Floating Rate Asset Backed Variable Funding Investor Notes, Class A.   | Incorporated by reference to Exhibit 4.4.12 to our Quarterly Report on Form 10-Q for the period ended June 30, 2010, filed on August 3, 2010. |
| 4.4.13             | Form of Series 2010-1 Floating Rate Asset Backed Investor Notes, Class B.  | Incorporated by reference to Exhibit 4.4.13 to our Quarterly Report on Form 10-Q for the period ended June 30, 2010, filed on August 3, 2010. |
| 4.4.14             | Amended and Restated Series 2010-1 Indenture Supplement dated as of June 29, 2011, among Chesapeake Funding, LLC, PHH Vehicle Management Services, LLC, JPMorgan Chase Bank, N.A., Certain Non-Conduit Purchasers, Certain CP Conduit Purchaser Groups, Funding Agents for the CP Conduit Purchaser Groups, Certain Class B Note Purchasers and The Bank of New York Mellon. | Incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed on July 6, 2011.   |
| 4.4.15             | Series 2011-1 Indenture Supplement dated as of June 29, 2011, among Chesapeake Funding, LLC, PHH Vehicle Management Services, LLC, JPMorgan Chase Bank, N.A., Certain Non-Conduit Purchasers, Certain CP Conduit Purchaser Groups, Funding Agents for the CP Conduit Purchaser Groups, Certain Class B Note Purchasers and The Bank of New York Mellon.                      | Incorporated by reference to Exhibit 4.2 to our Current Report on Form 8-K filed on July 6, 2011.   |
| 4.5                | Indenture dated as of April 2, 2008, by and between PHH Corporation and The Bank of New York, as Trustee.  | Incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed on April 4, 2008.  |

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| 4.5.1 | Form of Global Note 4.00% Convertible Senior Note Due 2012. | Incorporated by reference to Exhibit 4.2 to our Current Report on Form 8-K filed on April 4, 2008. |
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| <b>Exhibit No.</b> | <b>Description</b>   | <b>Incorporation by Reference</b>  |
|--------------------|--|--|
| 4.6                | Indenture dated as of September 29, 2009, by and between PHH Corporation and The Bank of New York Mellon, as Trustee.  | Incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed on October 1, 2009.   |
| 4.6.1              | Form of Global Note 4.00% Convertible Senior Note Due 2014.  | Incorporated by reference to Exhibit A of Exhibit 4.1 to our Current Report on Form 8-K filed on October 1, 2009.  |
| 4.7                | Trust Indenture dated as of November 16, 2009, between BNY Trust Company of Canada as issuer trustee of Fleet Leasing Receivables Trust and ComputerShare Trust Company Of Canada, as indenture trustee.                     | Incorporated by reference to Exhibit 4.8 to our Annual Report on Form 10-K for the year ended December 31, 2009 filed on March 1, 2010.                    |
| 4.7.1              | Series 2010-1 Supplemental Indenture dated as of January 27, 2010, between BNY Trust Company of Canada as issuer trustee of Fleet Leasing Receivables Trust and ComputerShare Trust Company Of Canada, as indenture trustee. | Incorporated by reference to Exhibit 4.8.1 to our Annual Report on Form 10-K for the year ended December 31, 2009 filed on March 1, 2010.                  |
| 4.7.2              | Fleet Leasing Receivables Trust Series 2010-1 Class A-1a Asset-Backed Note.  | Incorporated by reference to Schedule A-1a of Exhibit 4.8.1 to our Annual Report on Form 10-K for the year ended December 31, 2009 filed on March 1, 2010. |
| 4.7.3              | Fleet Leasing Receivables Trust Series 2010-1 Class A-1b Asset-Backed Note.  | Incorporated by reference to Schedule A-1b of Exhibit 4.8.1 to our Annual Report on Form 10-K for the year ended December 31, 2009 filed on March 1, 2010. |
| 4.7.4              | Fleet Leasing Receivables Trust Series 2010-1 Class A-2a Asset-Backed Note.  | Incorporated by reference to Schedule A-2a of Exhibit 4.8.1 to our Annual Report on Form 10-K for the year ended December 31, 2009 filed on March 1, 2010. |
| 4.7.5              | Fleet Leasing Receivables Trust Series 2010-1 Class A-2b Asset-Backed Note.  | Incorporated by reference to Schedule A-2b of Exhibit 4.8.1 to our Annual Report on Form 10-K for the year ended December 31, 2009 filed on March 1, 2010. |
| 4.7.6              | Fleet Leasing Receivables Trust Series 2010-1 Class B Asset-Backed Note.   | Incorporated by reference to Schedule B of Exhibit 4.8.1 to our Annual Report on Form 10-K for the year ended December 31, 2009 filed on March 1, 2010.    |
| 4.7.7              | Series 2010-2 Supplemental Indenture dated as of August 31, 2010, between BNY Trust Company  | Incorporated by reference to Exhibit 4.7.7 to our Quarterly Report on Form 10-Q for the quarterly  |

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of Canada as issuer trustee of Fleet Leasing  
Receivables Trust and ComputerShare Trust  
Company Of Canada, as indenture trustee.

period ended September 30, 2010 filed on  
November 3, 2010.

4.7.8

Fleet Leasing Receivables Trust Series 2010-2  
Class A Asset-Backed Note.

Incorporated by reference to Exhibit 4.7.8 to our  
Quarterly Report on Form 10-Q for the quarterly  
period ended September 30, 2010 filed on  
November 3, 2010.

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| <b>Exhibit No.</b> | <b>Description</b>   | <b>Incorporation by Reference</b>   |
|--------------------|--|---|
| 4.7.9              | Fleet Leasing Receivables Trust Series 2010-2 Class B Asset-Backed Note.   | Incorporated by reference to Exhibit 4.7.9 to our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2010 filed on November 3, 2010.  |
| 4.8                | Indenture dated as of August 11, 2010 between PHH Corporation, as Issuer, and The Bank of New York Mellon Trust Company, N.A., as Trustee.   | Incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed on August 12, 2010.  |
| 4.8.1              | Form of 9¼% Senior Note Due 2016.  | Incorporated by reference to Exhibit 4.8.1 to our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2011 filed on May 4, 2011.           |
| 10.1               | Amended and Restated Competitive Advance and Revolving Credit Agreement, dated as of January 6, 2006, by and among PHH Corporation and PHH Vehicle Management Services, Inc., as Borrowers, J.P. Morgan Securities, Inc. and Citigroup Global Markets, Inc., as Joint Lead Arrangers, the Lenders referred to therein (the Lenders ), and JPMorgan Chase Bank, N.A., as a Lender and Administrative Agent for the Lenders.   | Incorporated by reference to Exhibit 10.47 to our Annual Report on Form 10-K for the year ended December 31, 2005 filed on November 22, 2006.                 |
| 10.1.1             | Second Amendment, dated as of November 2, 2007, to the Amended and Restated Competitive Advance and Revolving Credit Agreement, as amended, dated as of January 6, 2006, by and among PHH Corporation and PHH Vehicle Management Services, Inc., as Borrowers, J.P. Morgan Securities, Inc. and Citigroup Global Markets, Inc., as Joint Lead Arrangers, the Lenders referred to therein, and JPMorgan Chase Bank, N.A., as a Lender and Administrative Agent for the Lenders. | Incorporated by reference to Exhibit 10.3 to our Current Report on Form 8-K filed on November 2, 2007.  |
| 10.1.2             | Third Amendment, dated as of March 27, 2008, to the Amended and Restated Competitive Advance and Revolving Credit Agreement, as amended, dated as of January 6, 2006, by and among PHH Corporation and PHH Vehicle Management Services, Inc., as Borrowers, J.P. Morgan Securities, Inc. and Citigroup Global Markets, Inc., as Joint Lead Arrangers, the Lenders referred to therein, and JPMorgan Chase Bank, N.A., as a Lender and Administrative                           | Incorporated by reference to Exhibit 10.1.2 to our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2009 filed on November 5, 2009. |

Agent for the Lenders.

- 10.1.3 Fourth Amendment, dated as of June 25, 2010, to the Amended and Restated Competitive Advance and Revolving Credit Agreement, as amended, dated as of January 6, 2006, by and among PHH Corporation and PHH Vehicle Management Services, Inc., as Borrowers, J.P. Morgan Securities, Inc. and Citigroup Global Markets, Inc., as Joint Lead Arrangers, the Lenders referred to therein and JP Morgan Chase Bank, N.A. as a Lender and as a Administrative Agent for the lenders.
- Incorporated by reference to Exhibit 10.1.3 to our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2010 filed on August 3, 2010.



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| <b>Exhibit No.</b> | <b>Description</b>  | <b>Incorporation by Reference</b>  |
|--------------------|---|--|
| 10.2               | Purchase Agreement dated March 27, 2008 by and between PHH Corporation, Citigroup Global Markets Inc., J.P. Morgan Securities Inc. and Wachovia Capital Markets, LLC, as representatives of the Initial Purchasers. | Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on April 4, 2008.  |
| 10.2.1             | Master Terms and Conditions for Convertible Bond Hedging Transactions dated March 27, 2008 by and between PHH Corporation and J.P. Morgan Chase Bank, N.A.  | Incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on April 4, 2008.  |
| 10.2.2             | Master Terms and Conditions for Warrants dated March 27, 2008 by and between PHH Corporation and J.P. Morgan Chase Bank, N.A.   | Incorporated by reference to Exhibit 10.3 to our Current Report on Form 8-K filed on April 4, 2008.  |
| 10.2.3             | Confirmation of Convertible Bond Hedging Transactions dated March 27, 2008 by and between PHH Corporation and J.P. Morgan Chase Bank, N.A.  | Incorporated by reference to Exhibit 10.4 to our Current Report on Form 8-K filed on April 4, 2008.  |
| 10.2.4             | Confirmation of Warrant dated March 27, 2008 by and between PHH Corporation and J.P. Morgan Chase Bank, N.A.  | Incorporated by reference to Exhibit 10.5 to our Current Report on Form 8-K filed on April 4, 2008.  |
| 10.2.5             | Master Terms and Conditions for Convertible Debt Bond Hedging Transactions dated March 27, 2008 by and between PHH Corporation and Wachovia Bank, N.A.  | Incorporated by reference to Exhibit 10.6 to our Current Report on Form 8-K filed on April 4, 2008.  |
| 10.2.6             | Master Terms and Conditions for Warrants dated March 27, 2008 by and between PHH Corporation and Wachovia Bank, N.A.  | Incorporated by reference to Exhibit 10.7 to our Current Report on Form 8-K filed on April 4, 2008.  |
| 10.2.7             | Confirmation of Convertible Bond Hedging Transactions dated March 27, 2008 by and between PHH Corporation and Wachovia Bank, N.A.   | Incorporated by reference to Exhibit 10.8 to our Current Report on Form 8-K filed on April 4, 2008.  |
| 10.2.8             | Confirmation of Warrant dated March 27, 2008 by and between PHH Corporation and Wachovia Bank, N.A.   | Incorporated by reference to Exhibit 10.9 to our Current Report on Form 8-K filed on April 4, 2008.  |
| 10.2.9             | Master Terms and Conditions for Convertible Bond Hedging Transactions dated March 27, 2008 by and between PHH Corporation and Citibank, N.A.  | Incorporated by reference to Exhibit 10.10 to our Current Report on Form 8-K filed on April 4, 2008. |

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| 10.2.10 | Master Terms and Conditions for Warrants dated March 27, 2008 by and between PHH Corporation and Citibank, N.A.              | Incorporated by reference to Exhibit 10.11 to our Current Report on Form 8-K filed on April 4, 2008. |
| 10.2.11 | Confirmation of Convertible Bond Hedging Transactions dated March 27, 2008 by and between PHH Corporation and Citibank, N.A. | Incorporated by reference to Exhibit 10.12 to our Current Report on Form 8-K filed on April 4, 2008. |
| 10.2.12 | Confirmation of Warrant dated March 27, 2008 by and between PHH Corporation and Citibank, N.A.                               | Incorporated by reference to Exhibit 10.13 to our Current Report on Form 8-K filed on April 4, 2008. |

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| <b>Exhibit No.</b> | <b>Description</b>  | <b>Incorporation by Reference</b>  |
|--------------------|---|--|
| 10.3               | Third Amended and Restated Master Repurchase Agreement dated as of June 24, 2011, between The Royal Bank of Scotland PLC, as Buyer, PHH Mortgage Corporation, as Seller.  | Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on June 30, 2011.  |
| 10.3.1             | Third Amended and Restated Guaranty dated as of June 18, 2010, made by PHH Corporation in favor of The Royal Bank of Scotland, PLC.   | Incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on June 23, 2010.  |
| 10.4               | Purchase Agreement dated September 2, 2009 by and among PHH Corporation, PHH Vehicle Management Services, LLC, Chesapeake Funding LLC and J.P. Morgan Securities, Inc, Banc of America Securities LLC and Citigroup Global Markets, Inc., as representatives of several initial purchasers. | Incorporated by reference to Exhibit 10.12 to our Quarterly Report on Form 10-Q/A for the quarterly period ended September 30, 2009 filed on January 12, 2010. |
| 10.5               | Purchase Agreement dated September 23, 2009, by and between PHH Corporation, Citigroup Global Markets Inc., J.P. Morgan Securities Inc. and Wells Fargo Securities, LLC, as representatives of the Initial Purchasers.  | Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on September 29, 2009.   |
| 10.5.1             | Master Terms and Conditions for Convertible Bond Hedging Transactions dated September 23, 2009, by and between PHH Corporation and JPMorgan Chase Bank, National Association, London Branch.  | Incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on September 29, 2009.   |
| 10.5.2             | Master Terms and Conditions for Warrants dated September 23, 2009, by and between PHH Corporation and JPMorgan Chase Bank, National Association, London Branch.   | Incorporated by reference to Exhibit 10.3 to our Current Report on Form 8-K filed on September 29, 2009.   |
| 10.5.3             | Confirmation of Convertible Bond Hedging Transactions dated September 23, 2009, by and between PHH Corporation and JPMorgan Chase Bank, National Association, London Branch.  | Incorporated by reference to Exhibit 10.4 to our Current Report on Form 8-K filed on September 29, 2009.   |
| 10.5.4             | Confirmation of Warrants dated September 23, 2009, by and between PHH Corporation and JPMorgan Chase Bank, National Association, London Branch.   | Incorporated by reference to Exhibit 10.5 to our Current Report on Form 8-K filed on September 29, 2009.   |
| 10.5.5             | Master Terms and Conditions for Convertible Bond Hedging Transactions dated September 23, 2009, by and between PHH Corporation and  | Incorporated by reference to Exhibit 10.6 to our Current Report on Form 8-K filed on September 29, 2009.   |

Wachovia Bank, National Association.

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|--------|---|--|
| 10.5.6 | Master Terms and Conditions for Warrants dated September 23, 2009, by and between PHH Corporation and Wachovia Bank, National Association.              | Incorporated by reference to Exhibit 10.7 to our Current Report on Form 8-K filed on September 29, 2009. |
| 10.5.7 | Confirmation of Convertible Bond Hedging Transactions dated September 23, 2009, by and between PHH Corporation and Wachovia Bank, National Association. | Incorporated by reference to Exhibit 10.8 to our Current Report on Form 8-K filed on September 29, 2009. |

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| <b>Exhibit No.</b> | <b>Description</b>  | <b>Incorporation by Reference</b>   |
|--------------------|---|---|
| 10.5.8             | Confirmation of Warrants dated September 23, 2009, by and between PHH Corporation and Wachovia Bank, National Association.  | Incorporated by reference to Exhibit 10.9 to our Current Report on Form 8-K filed on September 29, 2009.  |
| 10.5.9             | Master Terms and Conditions for Convertible Bond Hedging Transactions dated September 23, 2009, by and between PHH Corporation and Citibank, N.A.                                     | Incorporated by reference to Exhibit 10.10 to our Current Report on Form 8-K filed on September 29, 2009. |
| 10.5.10            | Master Terms and Conditions for Warrants dated September 23, 2009, by and between PHH Corporation and Citibank, N.A.  | Incorporated by reference to Exhibit 10.11 to our Current Report on Form 8-K filed on September 29, 2009. |
| 10.5.11            | Confirmation of Convertible Bond Hedging Transactions dated September 23, 2009, by and between PHH Corporation and Citibank, N.A.   | Incorporated by reference to Exhibit 10.12 to our Current Report on Form 8-K filed on September 29, 2009. |
| 10.5.12            | Confirmation of Warrants dated September 23, 2009, by and between PHH Corporation and Citibank, N.A.  | Incorporated by reference to Exhibit 10.13 to our Current Report on Form 8-K filed on September 29, 2009. |
| 10.5.13            | Amendment to Convertible Bond Hedging Transaction Confirmation dated September 29, 2009, by and between PHH Corporation and JPMorgan Chase Bank, National Association, London Branch. | Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on October 1, 2009.     |
| 10.5.14            | Confirmation of Additional Warrants dated September 29, 2009, by and between PHH Corporation and JPMorgan Chase Bank, National Association, London Branch.                            | Incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on October 1, 2009.     |
| 10.5.15            | Amendment to Convertible Bond Hedging Transaction Confirmation dated September 29, 2009, by and between PHH Corporation and Wachovia Bank, National Association.                      | Incorporated by reference to Exhibit 10.3 to our Current Report on Form 8-K filed on October 1, 2009.     |
| 10.5.16            | Confirmation of Additional Warrants dated September 29, 2009, by and between PHH Corporation and Wachovia Bank, National Association.   | Incorporated by reference to Exhibit 10.4 to our Current Report on Form 8-K filed on October 1, 2009.     |
| 10.5.17            | Amendment to Convertible Bond Hedging Transaction Confirmation dated September 29, 2009, by and between PHH Corporation and Citibank, N.A.  | Incorporated by reference to Exhibit 10.5 to our Current Report on Form 8-K filed on October 1, 2009.     |

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| 10.5.18 | Confirmation of Additional Warrants dated September 29, 2009, by and between PHH Corporation and Citibank, N.A. | Incorporated by reference to Exhibit 10.6 to our Current Report on Form 8-K filed on October 1, 2009. |
| 10.6    | Form of Indemnification Agreement.  | Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on August 20, 2010. |
| 10.6.1  | PHH Corporation Unanimous Written Consent of the Board of Directors effective August 18, 2010.                  | Incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on August 20, 2010. |

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| <b>Exhibit No.</b> | <b>Description</b>  | <b>Incorporation by Reference</b>  |
|--------------------|---|--|
| 10.6.2             | PHH Corporation Management Incentive Plan.  | Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on April 6, 2010.  |
| 10.6.3             | Form of PHH Corporation Management Incentive Plan Award Notice.   | Incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on April 6, 2010.  |
| 10.6.4             | Amended and Restated 2005 Equity and Incentive Plan (as amended and restated through June 17, 2009).  | Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on June 22, 2009.  |
| 10.6.5             | First Amendment to the PHH Corporation Amended and Restated 2005 Equity and Incentive Plan, effective August 18, 2010.                                | Incorporated by reference to Exhibit 10.3 to our Current Report on Form 8-K filed on August 20, 2010.  |
| 10.6.6             | Form of PHH Corporation 2005 Equity and Incentive Plan Non-Qualified Stock Option Agreement, as amended.  | Incorporated by reference to Exhibit 10.28 to our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2005 filed on May 16, 2005.   |
| 10.6.7             | Form of PHH Corporation 2005 Equity and Incentive Plan Non-Qualified Stock Option Conversion Award Agreement.   | Incorporated by reference to Exhibit 10.29 to our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2005 filed on May 16, 2005.   |
| 10.6.8             | Form of PHH Corporation 2005 Equity and Incentive Plan Non-Qualified Stock Option Award Agreement, as revised June 28, 2005.                          | Incorporated by reference to Exhibit 10.36 to our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2005 filed on August 12, 2005. |
| 10.6.9             | Form of PHH Corporation 2005 Equity and Incentive Plan Restricted Stock Unit Award Agreement, as revised June 28, 2005.                               | Incorporated by reference to Exhibit 10.37 to our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2005 filed on August 12, 2005. |
| 10.6.10            | Form of 2009 Performance Unit Award Notice and Agreement for Certain Executive Officers, as approved by the Compensation Committee on March 25, 2009. | Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on March 31, 2009.   |
| 10.6.11            | Transition Services and Separation Agreement by and between PHH Corporation and Terence W. Edwards dated August 5, 2009.                              | Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on August 5, 2009.   |
| 10.6.12            | Amendment to the Transition Services and Separation Agreement by and between PHH  | Incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on   |

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Corporation and Terence W. Edwards dated as of September 11, 2009. September 16, 2009.

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| 10.6.13 | Release by and between PHH Corporation and Terence W. Edwards dated as of September 11, 2009.     | Incorporated by reference to Exhibit 10.3 to our Current Report on Form 8-K filed on September 16, 2009. |
| 10.6.14 | Employment Agreement dated as of October 26, 2009, between Jerome J. Selitto and PHH Corporation. | Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on October 30, 2009.   |



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| <b>Exhibit No.</b> | <b>Description</b>   | <b>Incorporation by Reference</b>   |
|--------------------|--|---|
| 10.6.15            | Separation Agreement between PHH Corporation and Mark R. Danahy dated as of August 4, 2010.  | Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on August 4, 2010.  |
| 10.6.16            | Letter Agreement between PHH Corporation and Alvarez & Marsal North America, LLC dated March 1, 2011.  | Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on March 4, 2011.   |
| 10.6.17            | Separation Agreement by and between Sandra Bell and PHH Corporation dated as of May 6, 2011.   | Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on May 9, 2011.   |
| 10.7               | Trust Purchase Agreement dated January 27, 2010 between Fleet Leasing Receivables Trust, as purchaser, PHH Fleet Lease Receivables L.P., as seller, PHH Vehicle Management Services Inc., as servicer and PHH Corporation, as performance guarantor.   | Incorporated by reference to Exhibit 10.15 to our Annual Report on Form 10-K for the year ended December 31, 2009 filed on March 1, 2010.   |
| 10.7.1             | Agency Agreement dated as of January 25, 2010, between BNY Trust Company of Canada as trustee of Fleet Leasing Receivables Trust, PHH Vehicle Management Services Inc., as financial services agent of Fleet Leasing Receivables Trust and as originator, PHH Fleet Lease Receivables L.P., as seller and Merrill Lynch Canada Inc., CIBC World Markets Inc., RBC Dominion Securities Inc. and Scotia Capital Inc., as agents. | Incorporated by reference to Exhibit 10.15.1 to our Annual Report on Form 10-K for the year ended December 31, 2009 filed on March 1, 2010. |
| 10.7.2             | Agency Agreement dated as of January 25, 2010, between BNY Trust Company of Canada as trustee of Fleet Leasing Receivables Trust, PHH Vehicle Management Services Inc., as financial services agent of Fleet Leasing Receivables Trust and as originator, PHH Fleet Lease Receivables L.P., as seller and Merrill Lynch Canada Inc. and Banc of America Securities LLC, as agents.   | Incorporated by reference to Exhibit 10.15.2 to our Annual Report on Form 10-K for the year ended December 31, 2009 filed on March 1, 2010. |
| 10.8               | Mortgage Loan Participation Purchase and Sale Agreement dated as of July 23, 2010, between PHH Mortgage Corporation, as seller, and Bank of America, N.A., as purchaser.   | Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on July 29, 2010.   |
| 10.8.1             | Amendment No. 2 to Mortgage Loan Participation Purchase and Sale Agreement dated as of July 14, 2011, between Bank of America, N.A. and PHH Mortgage Corporation.  | Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on July 20, 2011.   |

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|------|--|--|
| 10.9 | Purchase Agreement, dated August 6, 2010, by and between PHH Corporation, Banc of America Securities LLC, Citigroup Global Markets Inc., J.P. Morgan Securities Inc., and RBS Securities Inc., as representatives of the Initial Purchasers. | Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on August 9, 2010. |
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| <b>Exhibit No.</b> | <b>Description</b>   | <b>Incorporation by Reference</b>  |
|--------------------|--|--|
| 10.10              | Registration Rights Agreement, dated August 11, 2010, by and between PHH Corporation and Banc of America Securities LLC, Citigroup Global Markets Inc., J.P. Morgan Securities Inc., and RBS Securities Inc., as representatives of several initial purchasers of the notes. | Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on August, 12, 2010.                                     |
| 10.11              | Mortgage Loan Participation Sale Agreement dated as of September 2, 2010, between PHH Mortgage Corporation, as seller, and JPMorgan Chase Bank, National Association, as purchaser.  | Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on September 3, 2010.                                    |
| 10.12              | Letter Agreement between Fannie Mae and PHH Mortgage Corporation dated December 16, 2010.  | Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on December 22, 2010.                                    |
| 31.1               | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  | Incorporated by reference to Exhibit 31.1 to our Quarterly Report on Form 10-Q for the period ended June 30, 2011, filed on July 29, 2011. |
| 31.2               | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  | Incorporated by reference to Exhibit 31.2 to our Quarterly Report on Form 10-Q for the period ended June 30, 2011, filed on July 29, 2011. |
| 32.1               | Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  | Incorporated by reference to Exhibit 32.1 to our Quarterly Report on Form 10-Q for the period ended June 30, 2011, filed on July 29, 2011. |
| 32.2               | Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  | Incorporated by reference to Exhibit 32.2 to our Quarterly Report on Form 10-Q for the period ended June 30, 2011, filed on July 29, 2011. |
| 101.INS            | XBRL Instance Document   | Furnished herewith.  |
| 101.SCH            | XBRL Taxonomy Extension Schema Document  | Furnished herewith.  |
| 101.CAL            | XBRL Taxonomy Extension Calculation Linkbase Document  | Furnished herewith.  |
| 101.LAB            | XBRL Taxonomy Extension Labels Linkbase Document   | Furnished herewith.  |
| 101.PRE            | XBRL Taxonomy Extension Presentation Linkbase Document   | Furnished herewith.  |
| 101.DEF            | XBRL Taxonomy Extension Definition Linkbase Document   | Furnished herewith.  |

Confidential treatment has been requested for certain portions of this Exhibit pursuant to Rule 24b-2 of the Exchange Act which portions have been omitted and filed separately with the Commission.

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Confidential treatment has been granted for certain portions of this Exhibit pursuant to an order under the Exchange Act which portions have been omitted and filed separately with the Commission.

Management or compensatory plan or arrangement required to be filed pursuant to Item 601(b)(10) of Regulation S-K.