# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### **SCHEDULE 13D/A**

Under the Securities Exchange Act of 1934 (Amendment No. 5)\*

## OCWEN FINANCIAL CORPORATION

(Name of Issuer)

Common stock

(Title of Class of Securities)

675746 30 9

(CUSIP Number)

William C. Erbey 2002 Summit Boulevard, Suite 600 Atlanta, Georgia 30319 (561) 682-8000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 18, 2009; December 31, 2009; December 16, 20101

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person';s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<sup>1</sup> This constitutes a late filing due to administrative oversight on the part of the reporting persons.

675746 30 9

_	NAMES	OF R	REPORTING PERSONS
1	William	C Erl	hev
	· · · · · · · · · · · · · · · · · · ·	C. LII	, and the second se
	CHECK	THE	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
2	(a)		
	(a) 🖭		
	SEC US	E ON	LY
3			
	SOURC	E OE	FUNDS (SEE INSTRUCTIONS)
4	JOOKC	L OI	PONDS (SEE INSTRUCTIONS)
	N/A		
_	CHECK	IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
5	0		
		NSHII	P OR PLACE OF ORGANIZATION
6			
	U.S.A.		COLE MOTERIC POLITIC
		7	SOLE VOTING POWER
NUMI	BER OF	•	0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)
SHA	ARES		SHARED VOTING POWER
BENEF	ICIALLY	8	18,876,983 <sup>2</sup> (as of August 18, 2009); 18,911,508 <sup>3</sup> (as of December 31, 2009); 19,185,345 <sup>4</sup> (as of December
OWN	ED BY		16, 2010); 19,635,345 <sup>5</sup> (as of September 1, 2011)
	ACH	•	SOLE DISPOSITIVE POWER
	RTING RSON	9	0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)
	TTH		SHARED DISPOSITIVE POWER
"		10	
		10	18,876,983 <sup>2</sup> (as of August 18, 2009); 18,911,508 <sup>3</sup> (as of December 31, 2009); 19,185,345 <sup>4</sup> (as of December 16, 2010); 19,635,345 <sup>5</sup> (as of September 1, 2011)
	AGGRE	GATE	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11			
		,	s of August 18, 2009); 18,911,508 (as of December 31, 2009); 19,185,345 (as of December 16, 2010); s of September 1, 2011)
			HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
12	GILLOI		2 110 01 2 01 2 1 1 1 0 0 1 1 2 1 0 1 0
	0		
4.5	PERCE	NT OF	F CLASS REPRESENTED BY AMOUNT IN ROW (11)
13	18.7%*	(as of	August 18, 2009); 18.7%** (as of December 31, 2009); 18.8%*** (as of December 16, 2010); 19.1%**** (as
	of Septe	`	
1 4	TYPE C	F REI	PORTING PERSON (SEE INSTRUCTIONS)
14	IN		
2 7 . 1 . 1	1	20.045	R charge held by FF Plaza I imited Partnership ("FF Plaza") a Delaware partnership of which the partners are

<sup>&</sup>lt;sup>2</sup> Includes (i) 12,329,943 shares held by FF Plaza Limited Partnership ("<u>FF Plaza</u>"), a Delaware partnership of which the partners are William C. Erbey, his spouse E. Elaine Erbey and Delaware Permanent Corporation ("<u>Delaware Permanent</u>"), a corporation whollyowned by William C. Erbey, (ii) 5,409,704 shares held by Erbey Holding Corporation ("<u>Erbey Holding</u>"), a corporation whollyowned by William C. Erbey and (iii) options to acquire 1,137,336 shares held by FF Plaza, which were exercisable on or within 60 days after August 18, 2009.

<sup>&</sup>lt;sup>3</sup> Includes (i) 11,229,943 shares held by FF Plaza, (ii) 5,409,704 shares held by Erbey Holding, (iii) 1,100,000 shares held by Caritas Partners, LLC ("<u>Caritas</u>"), a Georgia limited liability company with FF Plaza as its sole member and Mr. Erbey as manager, and (iv) options to acquire 1,171,861 shares held by FF Plaza, which were exercisable on or within 60 days after December 31, 2009.

<sup>&</sup>lt;sup>4</sup> Includes (i) 36,585 shares held jointly by William C. Erbey and E. Elaine Erbey, (ii) 9,888,716 shares held by FF Plaza, (iii) 5,409,704 shares held by Erbey Holding, (iv) 2,440,000 shares held by Caritas, with the Caritas Charitable Remainder Trust ("<u>Trust</u>"), Mr. Erbey, and Mrs. Erbey as members, and Mr. Erbey as manager, and (v) options to acquire 1,410,340 shares held by FF Plaza, which were exercisable on or within 60 days after December 16, 2010.

<sup>&</sup>lt;sup>5</sup> Includes (i) 36,585 shares held jointly by William C. Erbey and E. Elaine Erbey, (ii) 9,888,716 shares held by FF Plaza, (iii) 5,409,704 shares held by Erbey Holding, (iv) 2,440,000 shares held by Caritas, with the Trust, Mr. Erbey, and Mrs. Erbey as members, and Mr. Erbey as manager, and (v) options to acquire 1,860,340 shares held by FF Plaza, which were exercisable on or within 60 days after September 1, 2011.

	NAMES	OF R	EPORTING PERSONS
1	E. Elain	e Erbe	y
2	CHECK  (a) ☑ (b) o	THE	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
3	SEC US	E ON	LY
4	SOURC N/A	E OF	FUNDS (SEE INSTRUCTIONS)
5		IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6	U.S.A.	NSHII	OR PLACE OF ORGANIZATION
	BER OF	7	SOLE VOTING POWER  0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  SHARED VOTING POWER
BENEF	ICIALLY ED BY	8	13,467,279 <sup>6</sup> (as of August 18, 2009); 12,401,804 <sup>7</sup> (as of December 31, 2009); 13,775,641 <sup>8</sup> (as of December 16, 2010); 14,225,641 <sup>9</sup> (as of September 1, 2011)
REPO	ACH PRTING RSON	9	SOLE DISPOSITIVE POWER  0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)
	ITH	10	SHARED DISPOSITIVE POWER  13,467,2796 (as of August 18, 2009); 12,401,8047 (as of December 31, 2009); 13,775,6418 (as of December 16, 2010); 14,225,6419 (as of September 1, 2011)
11	13,467,2	279 (as	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  of August 18, 2009); 12,401,804 (as of December 31, 2009); 13,775,641 (as of December 16, 2010); of September 1, 2011)
12			IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
13		(as of	CLASS REPRESENTED BY AMOUNT IN ROW (11)  August 18, 2009); 12.3%** (as of December 31, 2009); 13.5%*** (as of December 16, 2010); 13.8%**** (as 1, 2011)
14	-		PORTING PERSON (SEE INSTRUCTIONS)

<sup>&</sup>lt;sup>6</sup> Includes (i) 12,329,943 shares held by FF Plaza and (ii) options to acquire 1,137,336 shares held by FF Plaza, which were exercisable on or within 60 days after August 18, 2009.

 $<sup>^7</sup>$  Includes (i) 11,229,943 shares held by FF Plaza and (ii) options to acquire 1,171,861 shares held by FF Plaza, which were exercisable on or within 60 days after December 31, 2009.

<sup>&</sup>lt;sup>8</sup> Includes (i) 36,585 shares held jointly by William C. Erbey and E. Elaine Erbey, (ii) 9,888,716 shares held by FF Plaza, (iii) 2,440,000 shares held by Caritas, with the Trust, Mr. Erbey, and Mrs. Erbey as members, and Mr. Erbey as manager, and (iv) options to acquire 1,410,340 shares held by FF Plaza, which were exercisable on or within 60 days after December 16, 2010.

<sup>&</sup>lt;sup>9</sup> Includes (i) 36,585 shares held jointly by William C. Erbey and E. Elaine Erbey, (ii) 9,888,716 shares held by FF Plaza, (iii) 2,440,000 shares held by Caritas, with the Trust, Mr. Erbey, and Mrs. Erbey as members, and Mr. Erbey as manager, and (iv) options

1	NAMES	OF R	REPORTING PERSONS
•	FF Plaza	a Limi	ted Partnership
	CHECK	THE	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
2	(a) ☑ (b) o		
3	SEC US	E ON	LY
4	SOURC	E OF	FUNDS (SEE INSTRUCTIONS)
	N/A		
5	CHECK	IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
	0		
6	CITIZE	NSHII	P OR PLACE OF ORGANIZATION
	Delawai	e.	
		7	SOLE VOTING POWER
NUMI	BER OF	,	0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)
	ARES		SHARED VOTING POWER
	TICIALLY	8	13,467,279 <sup>10</sup> (as of August 18, 2009); 13,501,804 <sup>11</sup> (as of December 31, 2009); 11,299,056 <sup>12</sup> (as of
	IED BY ACH		December 16, 2010); 11,749,056 <sup>13</sup> (as of September 1, 2011) SOLE DISPOSITIVE POWER
REPC	ORTING	9	
	RSON		0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)
l w	TTH	10	SHARED DISPOSITIVE POWER
	_	10	13,467,279 <sup>10</sup> (as of August 18, 2009); 13,501,804 <sup>11</sup> (as of December 31, 2009); 11,299,056 <sup>12</sup> (as of December 16, 2010); 11,749,056 <sup>13</sup> (as of September 1, 2011)
	AGGRE	EGATE	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11			s of August 18, 2009); 13,501,804 (as of December 31, 2009); 11,299,056 (as of December 16, 2010); s of September 1, 2011)
10	CHECK	IF TH	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
12	0		
	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)
13	13.3%* of Septe		August 18, 2009); 13.4%** (as of December 31, 2009); 11.1%*** (as of December 16, 2010); 11.4%**** (as 1, 2011)
1.4	TYPE C	F REI	PORTING PERSON (SEE INSTRUCTIONS)
14	PN		
10 malu			2 charge held by EE Dlage and (ii) antique to acquire 1 127 226 charge held by EE Dlage which wave

 $<sup>^{10}</sup>$  Includes (i) 12,329,943 shares held by FF Plaza and (ii) options to acquire 1,137,336 shares held by FF Plaza, which were exercisable on or within 60 days after August 18, 2009.

 $<sup>^{11}</sup>$  Includes (i) 11,229,943 shares held by FF Plaza, (ii) 1,100,000 shares held by Caritas, and (iii) options to acquire 1,171,861 shares held by FF Plaza, which were exercisable on or within 60 days after December 31, 2009.

 $<sup>^{12}</sup>$  Includes (i) 9,888,716 shares held by FF Plaza, and (ii) options to acquire 1,410,340 shares held by FF Plaza, which were exercisable on or within 60 days after December 16, 2010.

<sup>&</sup>lt;sup>13</sup> Includes (i) 9,888,716 shares held by FF Plaza and (ii) options to acquire 1,860,340 shares held by FF Plaza, which were exercisable on or within 60 days after September 1, 2011.

675746 30 9

4	NAMES	OF R	REPORTING PERSONS
1	Delawai	re Pern	nanent Corporation
	CHECK	THE	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
2	(a) ☑		
	(b) o		
	SEC US	E ON	LY
3			
	SOURC	E OF	FUNDS (SEE INSTRUCTIONS)
4	Journal	01	
	N/A		
5	CHECK	IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
3	0		
	CITIZE	NSHII	P OR PLACE OF ORGANIZATION
6	D 1		
	Delawai	re	SOLE VOTING POWER
		7	SOLE VOTING FOWER
NUMI	BER OF	_	0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)
	ARES		SHARED VOTING POWER
BENEF	ICIALLY	8	13,467,279 <sup>14</sup> (as of August 18, 2009); 13,501,804 <sup>15</sup> (as of December 31, 2009); 11,299,056 <sup>16</sup> (as of
OWN	ED BY		December 16, 2010); 11,749,056 <sup>17</sup> (as of September 1, 2011)
	ACH		SOLE DISPOSITIVE POWER
	RTING RSON	9	0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)
	ITH		SHARED DISPOSITIVE POWER
		10	
		10	13,467,279 <sup>14</sup> (as of August 18, 2009); 13,501,804 <sup>15</sup> (as of December 31, 2009); 11,299,056 <sup>16</sup> (as of December 16, 2010); 11,749,056 <sup>17</sup> (as of September 1, 2011)
	AGGRE	EGATE	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11			
		`	s of August 18, 2009); 13,501,804 (as of December 31, 2009); 11,299,056 (as of December 16, 2010); s of September 1, 2011)
			HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
12			
	0		
4.5	PERCE	NT OF	F CLASS REPRESENTED BY AMOUNT IN ROW (11)
13	13.3%* of Septe		August 18, 2009); 13.4%** (as of December 31, 2009); 11.1%*** (as of December 16, 2010); 11.4%**** (as
			PORTING PERSON (SEE INSTRUCTIONS)
14	1111	, I I I I I	. 51121. 5 1 21.651 (622 21.611.65)
	CO		
14 -			2 shares hald by EE Dlags and (ii) entires to aggin 1 127 226 shares hald by EE Dlags which wave

<sup>&</sup>lt;sup>14</sup> Includes (i) 12,329,943 shares held by FF Plaza and (ii) options to acquire 1,137,336 shares held by FF Plaza, which were exercisable on or within 60 days after August 18, 2009.

<sup>&</sup>lt;sup>15</sup> Includes (i) 11,229,943 shares held by FF Plaza, (ii) 1,100,000 shares held by Caritas, and (iii) options to acquire 1,171,861 shares held by FF Plaza, which were exercisable on or within 60 days after December 31, 2009.

 $<sup>^{16}</sup>$  Includes (i) 9,888,716 shares held by FF Plaza, and (ii) options to acquire 1,410,340 shares held by FF Plaza, which were exercisable on or within 60 days after December 16, 2010.

<sup>&</sup>lt;sup>17</sup> Includes (i) 9,888,716 shares held by FF Plaza and (ii) options to acquire 1,860,340 shares held by FF Plaza, which were exercisable on or within 60 days after September 1, 2011.

1	NAMES	S OF R	EPORTING PERSONS				
1	Caritas 1	Partnei	rs, LLC				
	CHECK	THE	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
2	(a) 🗹						
	(b) o SEC US	'E ONI	T.V.				
3	SEC US	E OIV	Li				
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)						
4	N/A						
_	CHECK	IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
5	0						
		NSHII	P OR PLACE OF ORGANIZATION				
6	Georgia						
	deorgia		SOLE VOTING POWER				
NILINAI	DED OF	7	0 (ac of August 10, 2000 December 21, 2000 December 10, 2010 and September 1, 2011)				
	BER OF ARES		0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011) SHARED VOTING POWER				
	ICIALLY	8					
OWN	ED BY	U	0 (as of August 18, 2009); 1,100,000 (as of December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)				
EA	ACH	_	SOLE DISPOSITIVE POWER				
	RTING RSON	9	0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)				
	ITH		SHARED DISPOSITIVE POWER				
		10					
			0 (as of August 18, 2009); 1,100,000 (as of December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)				
	AGGRE	EGATE	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	0 (as of 2011)	Augus	t 18, 2009); 1,100,000 (as of December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1,				
10	CHECK	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12	0						
	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13	0%* (as Septeml		gust 18, 2009); 1.1%** (as of December 31, 2009); 2.4%*** (as of December 16, 2010); 2.4%**** (as of 2011)				
1.4	TYPE C	F REI	PORTING PERSON (SEE INSTRUCTIONS)				
14	СО						

AMMES OF REPORTING PERSONS Caritas Charitable Remainder Trust  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) ② (b) 0  SEC USE ONLY  SOURCE OF FUNDS (SEE INSTRUCTIONS)  N/A  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  OTITIZENSHIP OR PLACE OF ORGANIZATION  Georgia  TO  SOLE VOTING POWER  O (as of August 18, 2009). December 31, 2009). December 16, 2010, and September 1, 2011)  SHARED VOTING POWER  O(AS OF August 18, 2009). December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  SHARED DISPOSITIVE POWER  10  O(AS OF August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  O(AS OF August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  11  O(AS OF August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  O(**) O(*	Caritas Charitable Remainder Trust  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) [2] (b) 0  SEC USE ONLY  SOURCE OF FUNDS (SEE INSTRUCTIONS)  N/A  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  CITIZENSHIP OR PLACE OF ORGANIZATION  Georgia  TO (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  SHARES  BENNEFICIALLY  8		NAME	COED	DEDODTING DEDCONG
Caritas Charitable Remainder Trust  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  3 SEC USE ONLY  3 SOURCE OF FUNDS (SEE INSTRUCTIONS) N/A  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  6 CITIZENSHIP OR PLACE OF ORGANIZATION Georgia  7 SOLE VOTING POWER O(as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  SHARED VOTING POWER 0 (as of August 18, 2009 and December 31, 2009); 2.440,00018 (as of December 16, 2010 and September 1, 2011)  9 OLE DISPOSITIVE POWER 10 (as of August 18, 2009 and December 31, 2009); 2.440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 (as of August 18, 2009 and December 31, 2009); 2.440,00018 (as of December 16, 2010 and September 1, 2011)  11 O(as of August 18, 2009 and December 31, 2009); 2.440,00018 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11)  12 O(** (as of August 18, 2009); 0%** (as of December 31, 2009); 2.44%**** (as of December 16, 2010); 2.4%***** (as of September 1, 2011)  13 O(** (as of August 18, 2009); 0%** (as of December 31, 2009); 2.44%***** (as of December 16, 2010); 2.4%***** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	Caritas Charitable Remainder Trust  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a)	1	NAMES	OF R	REPORTING PERSONS
3 SEC USE ONLY  3 SEC USE ONLY  4 SOURCE OF FUNDS (SEE INSTRUCTIONS) N/A  5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) o CITIZENSHIP OR PLACE OF ORGANIZATION Georgia  7 Osole VOTING POWER O(as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011) SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER O (as of August 18, 2009, December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011) SHARED DISPOSITIVE POWER O (as of August 18, 2009 and December 31, 2009), December 16, 2010, and September 1, 2011) SHARED DISPOSITIVE POWER O (as of August 18, 2009 and December 31, 2009), December 16, 2010, and September 1, 2011) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) OSCIPLOSE OF REPORTING PERSON (SEE INSTRUCTIONS) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	3 SEC USE ONLY  3 SEC USE ONLY  4 N/A  5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  6 CITIZENSHIP OR PLACE OF ORGANIZATION  6 Georgia  7 O (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  8 OUNDED BY EACH REPORTING PERSON WITH  10 SOLE DISPOSITIVE POWER 10 (as of August 18, 2009, December 31, 2009), December 16, 2010, and September 1, 2011)  SHARED DISPOSITIVE POWER 10 (as of August 18, 2009 and December 31, 2009), December 16, 2010, and September 1, 2011)  SHARED DISPOSITIVE POWER 10 (as of August 18, 2009 and December 31, 2009), December 16, 2010, and September 1, 2011)  SHARED DISPOSITIVE POWER 10 (as of August 18, 2009 and December 31, 2009), 2,440,00018 (as of December 16, 2010 and September 1, 2011)  SHARED DISPOSITIVE POWER 10 (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  13 O%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2,44%**** (as of December 16, 2010); 2,4%***** (as of September 1, 2011)  17 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	-	Caritas	Charita	able Remainder Trust
2 (a) IZ (b) o SEC USE ONLY  3 SOURCE OF FUNDS (SEE INSTRUCTIONS) N/A  5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) o CITIZENSHIP OR PLACE OF ORGANIZATION Georgia  7 O(as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011) SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10 SHARED JOSEPH DOWER 10 (as of August 18, 2009, December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011) SHARED DISPOSITIVE POWER 0 (as of August 18, 2009, December 31, 2009), December 16, 2010, and September 1, 2011)  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  13 O%* (as of August 18, 2009); 0%*** (as of December 31, 2009); 2,44***** (as of December 16, 2010); 2,44****** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	3 SEC USE ONLY  3 SEC USE ONLY  4 N/A  5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  6 CITIZENSHIP OR PLACE OF ORGANIZATION  6 Georgia  7 O (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  8 OUNDED BY EACH REPORTING PERSON WITH  10 SOLE DISPOSITIVE POWER 10 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  SHARED DISPOSITIVE POWER 10 (as of August 18, 2009 and December 31, 2009), December 16, 2010, and September 1, 2011)  SHARED DISPOSITIVE POWER 10 (as of August 18, 2009 and December 31, 2009), December 16, 2010, and September 1, 2011)  SHARED DISPOSITIVE POWER 10 (as of August 18, 2009 and December 31, 2009), 2,440,00018 (as of December 16, 2010 and September 1, 2011)  SHARED DISPOSITIVE POWER 10 (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  13 O%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2,44%**** (as of December 16, 2010); 2,4%***** (as of September 1, 2011)  17 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				
3 SEC USE ONLY  SOURCE OF FUNDS (SEE INSTRUCTIONS)  N/A  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  CITIZENSHIP OR PLACE OF ORGANIZATION  Georgia  7 SOLE VOTING POWER  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  10 (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  SHARED DISPOSITIVE POWER  10 (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  SHARED DISPOSITIVE POWER  10 (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  SHARED DISPOSITIVE POWER  10 (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT BROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  13 OW* (as of August 18, 2009); 0%** (as of December 31, 2009); 2,44%*** (as of December 16, 2010); 2,4%**** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	3 SEC USE ONLY  4 SOURCE OF FUNDS (SEE INSTRUCTIONS) N/A  5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 0 CITIZENSHIP OR PLACE OF ORGANIZATION Georgia  5 OCCURRENCE OF STARKES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10 SHARED JOIN DISPOSITIVE POWER 10 (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011) SHARED DISPOSITIVE POWER 0 (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 0 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 12 OWN (as of August 18, 2009): 0%** (as of December 13, 2009); 2,44%**** (as of December 16, 2010); 2,4%**** (as of September 1, 2011)  13 OWN (as of August 18, 2009): 0%*** (as of December 31, 2009); 2,44***** (as of December 16, 2010); 2,4%***** (as of September 1, 2011)  14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		CHECK	THE	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
SEC USE ONLY  SEC USE ONLY  SEC USE ONLY  SOURCE OF FUNDS (SEE INSTRUCTIONS)  N/A  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  CITIZENSHIP OR PLACE OF ORGANIZATION  Georgia  TO  SOLE VOTING POWER  O(as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  O(as of August 18, 2009, December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  SHARED DISPOSITIVE POWER  O(as of August 18, 2009, December 31, 2009), December 16, 2010, and September 1, 2011)  SHARED DISPOSITIVE POWER  O(as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  O(as of August 18, 2009 and December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  O(%* (as of August 18, 2009); 0%*** (as of December 31, 2009); 2.4%**** (as of December 16, 2010); 2.4%***** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	SCURCE OF FUNDS (SEE INSTRUCTIONS)  A  SOURCE OF FUNDS (SEE INSTRUCTIONS)  N/A  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  CITIZENSHIP OR PLACE OF ORGANIZATION  Georgia  7  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  10  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  O (as of August 18, 2009 and December 31, 2009), December 16, 2010, and September 1, 2011)  SHARED DISPOSITIVE POWER  O (as of August 18, 2009 and December 31, 2009), December 16, 2010, and September 1, 2011)  SHARED DISPOSITIVE POWER  O (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  O (as of August 18, 2009 and December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  O%* (as of August 18, 2009): 0%*** (as of December 31, 2009); 2,44%**** (as of December 16, 2010); 2,4%***** (as of September 1, 2011)  17YPE OF REPORTING PERSON (SEE INSTRUCTIONS)	2	(a) 🗹		
SOURCE OF FUNDS (SEE INSTRUCTIONS)  N/A  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  CITIZENSHIP OR PLACE OF ORGANIZATION  Georgia  7  SOLE VOTING POWER  O (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  10  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  O (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  11  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  O (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  13  O%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2,44**** (as of December 16, 2010); 2,44***** (as of September 1, 2011)  Type OF REPORTING PERSON (SEE INSTRUCTIONS)	SOURCE OF FUNDS (SEE INSTRUCTIONS)  N/A  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  CITIZENSHIP OR PLACE OF ORGANIZATION  Georgia  TO  SOLE VOTING POWER  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  O(as of August 18, 2009 and December 31, 2009), December 16, 2010, and September 1, 2011)  SHARED VOTING POWER  O(as of August 18, 2009 and December 31, 2009), December 16, 2010, and September 1, 2011)  SHARED DISPOSITIVE POWER  O(as of August 18, 2009 pecember 31, 2009, December 16, 2010, and September 1, 2011)  SHARED DISPOSITIVE POWER  O(as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  O(as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  O%* (as of August 18, 2009); 0%*** (as of December 31, 2009); 2,44%**** (as of December 16, 2010); 2,44%**** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		` '		
SOURCE OF FUNDS (SEE INSTRUCTIONS)  N/A  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  o  CITIZENSHIP OR PLACE OF ORGANIZATION Georgia  7  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  10  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  0 (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  11  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  10  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  13  O%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2,44***** (as of December 16, 2010); 2,44***** (as of December 16, 2010); 2,44****** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	SOURCE OF FUNDS (SEE INSTRUCTIONS)  N/A  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  o  CITIZENSHIP OR PLACE OF ORGANIZATION Georgia  7  SOLE VOTING POWER  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  10  AGGREGATE AMOUNT BENEFICIALLY OWNED BY 10 (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  SHARED DISPOSITIVE POWER  10  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0%* (as of August 18, 2009); 0%*** (as of December 16, 2010); 2.4%***** (as of September 1, 2011)  11  12  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		SEC US	E ON	LY
4 N/A  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  6 CITIZENSHIP OR PLACE OF ORGANIZATION  Georgia  7 O (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  10 SHARED DISPOSITIVE POWER  10 (as of August 18, 2009, December 31, 2009), December 16, 2010, and September 1, 2011)  SHARED DISPOSITIVE POWER  10 (as of August 18, 2009) and December 31, 2009), December 16, 2010, and September 1, 2011)  SHARED DISPOSITIVE POWER  10 (as of August 18, 2009) and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  11 CHECK IF THE AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  12 O PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  13 O%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2,44%**** (as of December 16, 2010); 2,4%***** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  CITIZENSHIP OR PLACE OF ORGANIZATION  Georgia  7  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  10  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING POWER  10  (as of August 18, 2009 and December 31, 2009), 2,440,00018 (as of December 1, 2011)  SHARED DISPOSITIVE POWER  10  (as of August 18, 2009 and December 31, 2009), 2,440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  13  O%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2,44%**** (as of December 16, 2010); 2,4%***** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	3			
4 N/A  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  6 CITIZENSHIP OR PLACE OF ORGANIZATION  Georgia  7 O (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  10 SHARED DISPOSITIVE POWER  10 (as of August 18, 2009, December 31, 2009), December 16, 2010, and September 1, 2011)  SHARED DISPOSITIVE POWER  10 (as of August 18, 2009) and December 31, 2009), December 16, 2010, and September 1, 2011)  SHARED DISPOSITIVE POWER  10 (as of August 18, 2009) and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  11 CHECK IF THE AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  12 O PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  13 O%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2,44%**** (as of December 16, 2010); 2,4%***** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  CITIZENSHIP OR PLACE OF ORGANIZATION  Georgia  7  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  10  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING POWER  10  (as of August 18, 2009 and December 31, 2009), 2,440,00018 (as of December 1, 2011)  SHARED DISPOSITIVE POWER  10  (as of August 18, 2009 and December 31, 2009), 2,440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  13  O%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2,44%**** (as of December 16, 2010); 2,4%***** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		SOLIDO	E OE	ELINDS (SEE INSTRUCTIONS)
THE AGGREGATE AMOUNT BENEFICIALLY OWNED BY AGGREGATE AMOUNT BENEFICIALLY Owned and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY Owned BY EACH REPORTING PERSON  O (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY Owned BY EACH REPORTING PERSON  O (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  O (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  13  O%* (as of August 18, 2009); 0%*** (as of December 31, 2009); 2.44%**** (as of December 16, 2010); 2.4%***** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  CITIZENSHIP OR PLACE OF ORGANIZATION Georgia  SOLE VOTING POWER  O (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  O(as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  SOLE DISPOSITIVE POWER  O (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  SHARED DISPOSITIVE POWER  O (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  O (as of August 18, 2009 and December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  O%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2,44%**** (as of December 16, 2010); 2.4%***** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	4	SOURC	LE OF	FUNDS (SEE INSTRUCTIONS)
6 CITIZENSHIP OR PLACE OF ORGANIZATION Georgia  7 SOLE VOTING POWER 0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  8 OWNED BY EACH REPORTING PERSON WITH  10 (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  SHARED DISPOSITIVE POWER 0 (as of August 18, 2009, December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  11 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  13 O%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2.49%*** (as of December 16, 2010); 2.4%**** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	CITIZENSHIP OR PLACE OF ORGANIZATION Georgia  SOLE VOTING POWER  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  O (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  O (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  O (as of August 18, 2009 and December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  O%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2,44%**** (as of December 16, 2010); 2,44%**** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	•	N/A		
6 CITIZENSHIP OR PLACE OF ORGANIZATION Georgia  7 O(as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  8 O(as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  9 O(as of August 18, 2009 and December 31, 2009, December 16, 2010, and September 1, 2011)  10 SHARED DISPOSITIVE POWER PORTING PERSON WITH  10 O(as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  SHARED DISPOSITIVE POWER O(as of August 18, 2009, December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  11 O(as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  12 O(as of August 18, 2009 and December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)  13 O(** (as of August 18, 2009); 0*** (as of December 31, 2009); 2.4%**** (as of December 16, 2010); 2.4%***** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	6 CITIZENSHIP OR PLACE OF ORGANIZATION  Georgia  7 SOLE VOTING POWER  0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  8 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  10 (as of August 18, 2009, December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  SHARED DISPOSITIVE POWER  10 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  SHARED DISPOSITIVE POWER  10 (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  11 (as of August 18, 2009 and December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)  12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  0 (PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  13 0%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2.44%**** (as of December 16, 2010); 2.44%***** (as of September 1, 2011)  14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		CHECK	IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
CITIZENSHIP OR PLACE OF ORGANIZATION  Georgia  T  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  AGGREGATE AMOUNT BENEFICIALLY O (as of August 18, 2009) and December 31, 2009), 2,440,00018 (as of December 16, 2010 and September 1, 2011)  SHARED VOTING POWER 0 (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  SOLE DISPOSITIVE POWER 10  O (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  O%* (as of August 18, 2009); 0%*** (as of December 31, 2009); 2.49%**** (as of December 16, 2010); 2.49***** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	CITIZENSHIP OR PLACE OF ORGANIZATION  Georgia  Type Of Record of August 18, 2009; December 31, 2009, December 16, 2010, and September 1, 2011)  SOLE VOTING POWER  O (as of August 18, 2009, December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  SHARED VOTING POWER  O (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  SHARED DISPOSITIVE POWER  10  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  O (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  O (as of August 18, 2009 and December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  O%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2.49%**** (as of December 16, 2010); 2.4%***** (as of September 1, 2011)  Type OF REPORTING PERSON (SEE INSTRUCTIONS)	5			
SOLE VOTING POWER  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  O (as of August 18, 2009, December 31, 2009), December 16, 2010, and September 1, 2011)  SHARED DISPOSITIVE POWER  O (as of August 18, 2009, December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  SHARED DISPOSITIVE POWER  O (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  SHARED DISPOSITIVE POWER  O (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  O (as of August 18, 2009 and December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  O%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2.4%**** (as of December 16, 2010); 2.4%***** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	SOLE VOTING POWER O( as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  O( as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  SHARED DISPOSITIVE POWER  10  O( as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  SHARED DISPOSITIVE POWER  10  O( as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  O(** (as of August 18, 2009); 0*** (as of December 31, 2009); 2.49**** (as of December 16, 2010); 2.49***** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			NCIIII	DOD DI ACE OF ODC ANIZATION
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  13  O%* (as of August 18, 2009); 0%*** (as of December 31, 2009); 2.44***** (as of December 16, 2010); 2.4******* (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	Sole Voting Power   Sole Voting Power   O (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)	6	CITIZE	NSHII	P OR PLACE OF ORGANIZATION
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  AGGREGATE AMOUNT BENEFICIALLY O(as of August 18, 2009) and December 31, 2009); 2,440,00018 (as of December 16, 2010) and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  0 (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010) and September 1, 2011)  11  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0%* (as of August 18, 2009); 0%*** (as of December 31, 2009); 2.44%**** (as of December 16, 2010); 2.4%***** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  10  AGGREGATE AMOUNT BENEFICIALLY O(as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  11  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  13  O(** (as of August 18, 2009); 0%*** (as of December 31, 2009); 2.44***** (as of December 16, 2010); 2.4****** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	•	Georgia		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  AGGREGATE AMOUNT BENEFICIALLY OWNED BY 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  O (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  O (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  O%* (as of August 18, 2009); 0%*** (as of December 31, 2009); 2.44%**** (as of December 16, 2010); 2.4%***** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  AGGREGATE AMOUNT BENEFICIALLY 0 (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  0 (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  11  OWNED BY EACH REPORTING PERSON  WITH  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  O (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  OWNED BY				SOLE VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING POWER  11  CHECK IF THE AGGREGATE AMOUNT IN ROW (11)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  O%* (as of August 18, 2009); 0%*** (as of December 31, 2009); 2.4%**** (as of December 16, 2010); 2.4%***** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  SHARED VOTING POWER  0 (as of August 18, 2009 and December 31, 2009); 2,440,000¹8 (as of December 16, 2010 and September 1, 2011)  12  O** (as of August 18, 2009); 0%*** (as of December 31, 2009); 2.4%**** (as of December 16, 2010); 2.4%***** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  AGGREGATE AMOUNT BENEFICIALLY OWNED BY 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11)  Ow* (as of August 18, 2009); 0%*** (as of December 31, 2009); 2.4%**** (as of December 16, 2010); 2.4%***** (as of September 1, 2011)  13  Ow* (as of August 18, 2009); 0%*** (as of December 31, 2009); 2.4%**** (as of December 16, 2010); 2.4%***** (as of September 1, 2011)  Type of Reporting Person (SEE INSTRUCTIONS)	NITING	DED OF	7	0 (a. 16 A. r. 110, 2000, D. r. da 21, 2000, D. r. da 16, 2010, a.d.C. ta da 1, 2011)
BENEFICIALLY OWNED BY CACH REPORTING PERSON WITH  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING POWER  10  CHECK IF THE AGGREGATE AMOUNT IN ROW (11)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  Ow* (as of August 18, 2009); 0%*** (as of December 31, 2009); 2.4%**** (as of December 16, 2010); 2.4%***** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  SOLE DISPOSITIVE POWER  0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  SHARED DISPOSITIVE POWER  0 (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  11  Ow* (as of August 18, 2009 and December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	BENEFICIALLY OWNED BY CACH REPORTING PERSON WITH  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  0 (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  11  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  O%* (as of August 18, 2009); 0%*** (as of December 31, 2009); 2.44%**** (as of December 16, 2010); 2.4%***** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				
OWNED BY EACH REPORTING PERSON WITH  O (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  SOLE DISPOSITIVE POWER  O (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  SHARED DISPOSITIVE POWER  O (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  O (as of August 18, 2009 and December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  O%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2.4%**** (as of December 16, 2010); 2.4%***** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	OWNED BY EACH REPORTING PERSON WITH  O (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  SOLE DISPOSITIVE POWER  O (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  SHARED DISPOSITIVE POWER  O (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  O (as of August 18, 2009 and December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  O%* (as of August 18, 2009); 0%*** (as of December 31, 2009); 2.4%**** (as of December 16, 2010); 2.4%***** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			_	SHARED VOTING POWER
EACH REPORTING PERSON WITH  10  SOLE DISPOSITIVE POWER  0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  SHARED DISPOSITIVE POWER  10  0 (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  0 (as of August 18, 2009 and December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2.4%**** (as of December 16, 2010); 2.4%***** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	EACH REPORTING PERSON WITH  10 SOLE DISPOSITIVE POWER  0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  SHARED DISPOSITIVE POWER  0 (as of August 18, 2009 and December 31, 2009); 2,440,000¹8 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  0 (as of August 18, 2009 and December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2.49%**** (as of December 16, 2010); 2.4%**** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			Ø	0 (as of August 18, 2009 and December 31, 2009); 2,440,000 <sup>18</sup> (as of December 16, 2010 and September 1,
REPORTING PERSON WITH  10  O (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  SHARED DISPOSITIVE POWER  10  O (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  O (as of August 18, 2009 and December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  O%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2.4%**** (as of December 16, 2010); 2.4%**** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	REPORTING PERSON WITH  10 0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  SHARED DISPOSITIVE POWER  10 0 (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  0 (as of August 18, 2009 and December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2.4%**** (as of December 16, 2010); 2.4%***** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				,
PERSON WITH  10  SHARED DISPOSITIVE POWER  10  (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  SHARED DISPOSITIVE POWER  (as of August 18, 2009 and December 31, 2009); 2,440,000¹8 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  (as of August 18, 2009 and December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2.4%*** (as of December 16, 2010); 2.4%**** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	PERSON WITH  10 SHARED DISPOSITIVE POWER 10 O (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON O (as of August 18, 2009 and December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2.4%**** (as of December 16, 2010); 2.4%**** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			a	SOLE DISPOSITIVE POWER
WITH  SHARED DISPOSITIVE POWER  10  (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  (as of August 18, 2009 and December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2.4%*** (as of December 16, 2010); 2.4%**** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	WITH  SHARED DISPOSITIVE POWER  10  (as of August 18, 2009 and December 31, 2009); 2,440,00018 (as of December 16, 2010 and September 1, 2011)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  (as of August 18, 2009 and December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  (as of August 18, 2009); 0%** (as of December 31, 2009); 2.4%*** (as of December 16, 2010); 2.4%**** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			9	0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  11 0 (as of August 18, 2009 and December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2.4%**** (as of December 16, 2010); 2.4%**** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  11	W	'ITH		
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  11 0 (as of August 18, 2009 and December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2.4%**** (as of December 16, 2010); 2.4%**** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  11			10	
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  0 (as of August 18, 2009 and December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  13  0%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2.4%*** (as of December 16, 2010); 2.4%**** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  0 (as of August 18, 2009 and December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2.4%**** (as of December 16, 2010); 2.4%**** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			10	
11 0 (as of August 18, 2009 and December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)  12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  13 0%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2.4%*** (as of December 16, 2010); 2.4%**** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	11 0 (as of August 18, 2009 and December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)  12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2.4%*** (as of December 16, 2010); 2.4%**** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		AGGRE	EGATE	*
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2.4%*** (as of December 16, 2010); 2.4%**** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2.4%*** (as of December 16, 2010); 2.4%**** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	11			
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2.4%*** (as of December 16, 2010); 2.4%**** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  13  0%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2.4%*** (as of December 16, 2010); 2.4%**** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		`		
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2.4%*** (as of December 16, 2010); 2.4%**** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  13  0%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2.4%*** (as of December 16, 2010); 2.4%**** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	12	CHECK	IF TH	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2.4%*** (as of December 16, 2010); 2.4%**** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2.4%*** (as of December 16, 2010); 2.4%**** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	12	0		
13 0%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2.4%*** (as of December 16, 2010); 2.4%*** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	13 0%* (as of August 18, 2009); 0%** (as of December 31, 2009); 2.4%*** (as of December 16, 2010); 2.4%**** (as of September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			NT OF	F CLASS REPRESENTED BY AMOUNT IN ROW (11)
September 1, 2011)  TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	14 September 16, 2010); 0%** (as of December 31, 2009); 2.4%**** (as of December 16, 2010); 2.4%***** (as of December 16, 2010); 2.4%***** (as of December 16, 2010); 2.4%****** (as of December 16, 2010); 2.4%********** (as of December 16, 2010); 2.4%********** (as of December 16, 2010); 2.4%*************** (as of December 16, 2010); 2.4%************************************	13			
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  14				
	14				·
14		14			
			00		

<sup>18</sup> Includes 2,440,000 shares held by Caritas, with the Trust, Mr. Erbey, and Mrs. Erbey as members, and Mr. Erbey as manager.

675746 30 9

1	NAMES	S OF R	EPORTING PERSONS
1	Erbey H	Iolding	Corporation
	CHECK	THE	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
2	(a) 🗸		
	(b) o		
3	SEC US	SE ON	LY
_	SOURC	E OF	FUNDS (SEE INSTRUCTIONS)
4	N/A		
		IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
5			
	O CITIZE	NSHII	OR PLACE OF ORGANIZATION
6	CITIZE		
	Delawai	re	
		7	SOLE VOTING POWER
NUMI	BER OF		0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)
	ARES	o	SHARED VOTING POWER
	TCIALLY IED BY	8	5,409,704 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)
	ACH		SOLE DISPOSITIVE POWER
	ORTING RSON	9	0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)
	TTH		SHARED DISPOSITIVE POWER
		10	
	A C C D I		5,409,704 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)
11	AGGRE	LGAIE	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	5,409,70	04 (as	of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)
12	CHECK	IF TH	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
12	0		
	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)
13	5.4%*(a Septeml		ugust 18, 2009); 5.4%** (as of December 31, 2009); 5.4%*** (as of December 16, 2010); 5.4%**** (as of 2011)
	_		PORTING PERSON (SEE INSTRUCTIONS)
14	СО		
			rage for each Reporting Person, as defined below, as of August 18, 2000 is based upon 90,713,111 shares

<sup>\*</sup> The ownership percentage for each Reporting Person, as defined below, as of August 18, 2009 is based upon 99,713,111 shares outstanding according to the Issuer's Form 10-Q for period ended June 30, 2009 and the Issuer's Form 8-K dated August 18, 2009, reporting the issuance of 32,200,000 shares of common stock of the Issuer.

<sup>\*\*</sup> The ownership percentage for each Reporting Person as of December 31, 2009 is based upon 99,835,097 shares outstanding according to the Issuer's Form 10-Q for the period ended September 30, 2009.

<sup>\*\*\*</sup> The ownership percentage for each Reporting Person as of December 16, 2010 is based upon 100,496,378 shares outstanding according to the Issuer's Form 10-Q for the period ended September 30, 2010.

<sup>\*\*\*\*</sup> The ownership percentage for each Reporting Person as of September 1, 2011 is based upon 100,948,647 shares outstanding according to the Issuer's Form 10-Q for the period ended June 30, 2011.

This Amendment No. 5 amends and supplements the Schedule 13D, filed by William C. Erbey, his spouse E. Elaine Erbey, FF Plaza, Delaware Permanent and Erbey Holding (together with Caritas and Caritas Trust, each a "Reporting Person", and together, the "Reporting Persons") with the Securities and Exchange Commission on November 4, 1997, as amended by Amendment No. 1 filed on January 14, 2008, Amendment No. 2 filed on March 11, 2008, Amendment No. 3 filed on April 1, 2009, and Amendment No. 4 filed on April 7, 2009.

### ITEM 1. Security and Issuer.

Item 1 is amended and restated in its entirety as follows.

The securities to which this Amendment No. 5 relates are the shares of common stock, par value \$0.01 per share ("Common Stock"), of Ocwen Financial Corporation (the "Issuer"). The principal executive offices of the Issuer are located at 2002 Summit Boulevard, 6th Floor, Atlanta, GA 30319.

#### ITEM 2. Identity and Background.

Item 2 is amended and restated in its entirety as follows.

- (a) This Amendment No. 5. is filed jointly by each of the Reporting Persons. The partners of FF Plaza are Mr. and Mrs. Erbey and Delaware Permanent. Delaware Permanent and Erbey Holding are wholly-owned by Mr. Erbey. Caritas' members are Trust, Mr. Erbey, and Mrs. Erbey, and Mr. Erbey is its sole manager.
- (b) Mr. and Mrs. Erbey's business address is 2002 Summit Boulevard, 6th Floor, Atlanta, Georgia 30319. The principal office of each of FF Plaza, a Delaware limited partnership, Delaware Permanent, a Delaware corporation, and Erbey Holding, a Delaware corporation, is 2002 Summit Boulevard, 6th Floor, Atlanta, Georgia 30319. The principal office of each of Caritas, a Georgia limited liability company, and Trust is 75 14th Street NE, Suite 2710, Atlanta, Georgia 30309.
- (c) Mr. Erbey is Executive Chairman of the Issuer, a global financial services company, and Chairman of the Board of Altisource Portfolio Solutions S.A., a financial services company organized under the laws of Luxembourg. Mrs. Erbey is retired. Each of FF Plaza, Delaware Permanent, Erbey Holding and Caritas is a holding company for the investment of securities. The Trust is a charitable remainder unitrust.
- (d) None of the Reporting Persons have, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) None of the Reporting Persons have, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which they were or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or a finding of any violation with respect to such laws.
- (f) Mr. and Mrs. Erbey are United States citizens.

#### ITEM 5. Interest in Securities of the Issuer.

(a) As of August 18, 2009, William C. Erbey beneficially owns: (i) 12,329,943 shares held by FF Plaza, (ii) 5,409,704 shares held by Erbey Holding, and (iii) options to acquire 1,137,336 shares held by FF Plaza, which were exercisable on or within 60 days after August 18, 2009. E. Elaine Erbey, FF Plaza, and Delaware Permanent beneficially own: (i) 12,329,943 shares held by FF Plaza and (ii) options to acquire 1,137,336 shares held by FF Plaza, which were exercisable on or within 60 days after August 18, 2009. Caritas and Trust beneficially own 0 shares. Erbey Holding beneficially owns 5,409,704 shares of Common Stock.

For purposes of this Schedule 13D, the ownership percentage for each Reporting Person as of August 18, 2009 is based upon 99,713,111 shares outstanding according to the Issuer's Form 10-Q for period ended June 30, 2009 and the Issuer's Form 8-K dated August 18, 2009, reporting the issuance of 32,200,000 shares of common stock of the Issuer. William C. Erbey beneficially owns 18.7% of the Common Stock. E. Elaine Erbey, FF Plaza, and Delaware Permanent beneficially own 13.3% of the Common Stock. Caritas and Trust beneficially own 0% of the Common Stock. Erbey Holding beneficially owns 5.4% of the Common Stock.

As of December 31, 2009, William C. Erbey beneficially owns: (i) 11,229,943 shares held by FF Plaza, (ii) 5,409,704 shares held by Erbey Holding, (iii) 1,100,000 shares held by Caritas, with FF Plaza as its sole member and Mr. Erbey as manager, and (iv) options to acquire 1,171,861 shares held by FF Plaza, which were exercisable on or within 60 days after December 31, 2009. E. Elaine Erbey beneficially owns (i) 11,229,943 shares held by FF Plaza and (ii) options to acquire 1,171,861 shares held by FF Plaza, which were exercisable on or within 60 days after December 31, 2009. FF Plaza and Delaware Permanent beneficially own (i) 11,229,943 shares held by FF Plaza, (ii) 1,100,000 shares held by Caritas, and (iii) options to acquire 1,171,861 shares held by FF Plaza, which were exercisable on or within 60 days after December 31, 2009. Caritas beneficially owns 1,100,000 shares. Trust beneficially owns 0 shares. Erbey Holding beneficially owns 5,409,704 shares of Common Stock.

For purposes of this Schedule 13D, the ownership percentage for each Reporting Person as of December 31, 2009 is based upon 99,835,097 shares outstanding according to the Issuer's Form 10-Q for the period ended September 30, 2009. William C. Erbey beneficially owns 18.7% of the Common Stock. E. Elaine Erbey beneficially owns 12.3% of the Common Stock. FF Plaza and Delaware Permanent beneficially own 13.4% of the Common Stock. Caritas beneficially owns 1.1% of the Common Stock. Trust beneficially owns 0% of the Common Stock. Erbey Holding beneficially owns 5.4% of the Common Stock.

As of December 16, 2010, William C. Erbey beneficially owns: (i) 36,585 shares held jointly by William C. Erbey and E. Elaine Erbey, (ii) 9,888,716 shares held by FF Plaza, (iii) 5,409,704 shares held by Erbey Holding, (iv) 2,440,000 shares held by Caritas, with the Trust, Mr. Erbey, and Mrs. Erbey as members, and Mr. Erbey as manager, and (v) options to acquire 1,410,340 shares held by FF Plaza, which were exercisable on or within 60 days after December 16, 2010. E. Elaine Erbey beneficially owns (i) 36,585 shares held jointly by William C. Erbey and E. Elaine Erbey, (ii) 9,888,716 shares held by FF Plaza, (iii) 2,440,000 shares held by Caritas, and (iv) options to acquire 1,410,340 shares held by FF Plaza, which were exercisable on or within 60 days after December 16, 2010. FF Plaza, and Delaware Permanent beneficially own: (i) 9,888,716 shares held by FF Plaza, and (ii) options to acquire 1,410,340 shares held by FF Plaza, which were exercisable on or within 60 days after December 16, 2010. Caritas and Trust beneficially own 2,440,000 shares held by Caritas. Erbey Holding beneficially owns 5,409,704 shares of Common Stock.

For purposes of this Schedule 13D, the ownership percentage for each Reporting Person as of December 16, 2010 is based upon 100,496,378 shares outstanding according to the Issuer's Form 10-Q for the period ended September 30, 2010. William C. Erbey beneficially owns 18.8% of the Common Stock. E. Elaine Erbey beneficially owns 13.5% of the Common Stock. FF Plaza and Delaware Permanent beneficially own 11.1% of the Common Stock. Caritas and Trust beneficially own 2.4% of the Common Stock. Erbey Holding beneficially owns 5.4% of the Common Stock.

As of September 1, 2011, William C. Erbey beneficially owns: (i) 36,585 shares held jointly by William C. Erbey and E. Elaine Erbey, (ii) 9,888,716 shares held by FF Plaza, (iii) 5,409,704 shares held by Erbey Holding, (iv) 2,440,000 shares held by Caritas, with the Trust, Mr. Erbey, and Mrs. Erbey as members, and Mr. Erbey as manager, and (v) options to acquire 1,860,340 shares held by FF Plaza, which were exercisable on or within 60 days after September 1, 2011. E. Elaine Erbey beneficially owns: (i) 36,585 shares held jointly by William C. Erbey and E. Elaine Erbey, (ii) 9,888,716 shares held by FF Plaza, (iii) 2,440,000 shares held by Caritas, and (iv) options to acquire 1,860,340 shares held by FF Plaza, which were exercisable on or within 60 days after September 1, 2011. FF Plaza and Delaware Permanent beneficially own: (i) 9,888,716 shares held by FF Plaza and (ii) options to acquire 1,860,340 shares held by FF Plaza, which were exercisable on or within 60 days after September 1, 2011. Caritas and Trust beneficially own 2,440,000 shares held by Caritas. Erbey Holding beneficially owns 5,409,704 shares of Common Stock.

For purposes of this Schedule 13D, the ownership percentage for each Reporting Person as of September 1, 2011 is based upon 100,948,647 shares outstanding according to the Issuer's Form 10-Q for the period ended June 30, 2011. William C. Erbey beneficially owns 19.1% of the Common Stock. E. Elaine Erbey beneficially owns 13.8% of the Common Stock. FF Plaza and Delaware Permanent beneficially own 11.4% of the Common Stock. Caritas and Trust beneficially own 2.4% of the Common Stock. Erbey Holding beneficially owns 5.4% of the Common Stock.

### (b) William C. Erbey:

- (1) Sole Voting Power: 0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)
- (2) Shared Voting Power: 18,876,983 (as of August 18, 2009); 18,911,508 (as of December 31, 2009); 19,185,345 (as of December 16, 2010); 19,635,345 (as of September 1, 2011)
  - (3) Sole Dispositive Power: 0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)

(4) Shared Dispositive Power: 18,876,983 (as of August 18, 2009); 18,911,508 (as of December 31, 2009); 19,185,345 (as of December 16, 2010); 19,635,345 (as of September 1, 2011)

#### E. Elaine Erbey:

- (1) Sole Voting Power: 0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)
- (2) Shared Voting Power: 13,467,279 (as of August 18, 2009); 12,401,804 (as of December 31, 2009); 13,775,641 (as of December 16, 2010); 14,225,641 (as of September 1, 2011)
  - (3) Sole Dispositive Power: 0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)
- (4) Shared Dispositive Power: 13,467,279 (as of August 18, 2009); 12,401,804 (as of December 31, 2009); 13,775,641 (as of December 16, 2010); 14,225,641 (as of September 1, 2011)

#### FF Plaza Limited Partnership and Delaware Permanent Corporation:

- (1) Sole Voting Power: 0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)
- (2) Shared Voting Power: 13,467,279 (as of August 18, 2009); 13,501,804 (as of December 31, 2009); 11,299,056 (as of December 16, 2010); 11,749,056 (as of September 1, 2011)
  - (3) Sole Dispositive Power: 0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)
- (4) Shared Dispositive Power: 13,467,279 (as of August 18, 2009); 13,501,804 (as of December 31, 2009); 11,299,056 (as of December 16, 2010); 11,749,056 (as of September 1, 2011)

#### Caritas Partners, LLC:

- (1) Sole Voting Power: 0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)
- (2) Shared Voting Power: 0 (as of August 18, 2009); 1,100,000 (as of December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)
  - (3) Sole Dispositive Power: 0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)
- (4) Shared Dispositive Power: 0 (as of August 18, 2009); 1,100,000 (as of December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)

### **Caritas Charitable Remainder Trust:**

- (1) Sole Voting Power: 0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)
- (2) Shared Voting Power: 0 (as of August 18, 2009 and December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)
  - (3) Sole Dispositive Power: 0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)
- (4) Shared Dispositive Power: 0 (as of August 18, 2009 and December 31, 2009); 2,440,000 (as of December 16, 2010 and September 1, 2011)

### **Erbey Holding Corporation:**

- (1) Sole Voting Power: 0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)
- (2) Shared Voting Power: 5,409,704 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)
- (3) Sole Dispositive Power: 0 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)
- (4) Shared Dispositive Power: 5,409,704 (as of August 18, 2009, December 31, 2009, December 16, 2010, and September 1, 2011)
- (c) Transactions within past 60 days of August 18, 2009: None.

Transactions within past 60 days of December 31, 2009:

	Date	Reporting Person	Transaction	Number of Shares	Price per Share
2.	12/31/2009	FF Plaza	Transfer to Caritas	1,100,000	n/a
3.	12/31/2009	Caritas	Transfer from FF Plaza	1,100,000	n/a

Transactions within past 60 days of December 16, 2010:

	Date	Reporting Person	Transaction	Number of Shares	Price	per Share
1.	11/11/2010	FF Plaza	Stock Option Exercise	158,030	\$	2.46
2.	11/11/2010	FF Plaza	Stock Option Exercise	39,507	\$	4.46
3.	11/12/2010	FF Plaza	Disposition	118,800	\$	9.11
4.	11/12/2010	FF Plaza	Disposition	150,000	\$	9.12
5.	11/15/2010	FF Plaza	Disposition	7,110	\$	9.04
6.	12/1/2010	FF Plaza	Disposition	9,450	\$	9.01
7.	12/3/2010	FF Plaza	Disposition	30,977	\$	9.01
8.	12/16/2010	FF Plaza	Transfer to Caritas	1,340,000		n/a
9.	12/16/2010	Caritas	Transfer from FF Plaza	1,340,000		n/a

Transactions within past 60 days of September 1, 2011: None.

- (d) Not applicable.
- (e) Not applicable.

### ITEM 7. Material to Be Filed as Exhibits.

Description
Joint Filing Agreement, dated September 1, 2011, by and among William C. Erbey, E. Elaine Erbey, FF Plaza Limited Partnership, Delaware Permanent Corporation, Erbey Holding Corporation, Caritas and Trust.

### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 1, 2011 William C. Erbey

/s/ William C. Erbey

William C. Erbey

Dated: September 1, 2011 E. Elaine Erbey

/s/ E. Elaine Erbey

E. Elaine Erbey

Dated: September 1, 2011 FF Plaza Limited Partnership

By: /s/ William C. Erbey

Delaware Permanent Corporation, general partner

Name: William C. Erbey

Title: President

Dated: September 1, 2011 Delaware Permanent Corporation

By: /s/ William C. Erbey

Name: William C. Erbey

Title: President

Dated: September 1, 2011 Erbey Holding Corporation

By: /s/ William C. Erbey

Name: William C. Erbey

Title: President

Dated: September 1, 2011 Caritas Partners, LLC

By: /s/ William C. Erbey

Name: William C. Erbey

Title: Manager

Dated: September 1, 2011 Caritas Charitable Remainder Trust

By: /s/ William C. Erbey

Name: William C. Erbey Title: Co-Trustee

Dated: September 1, 2011 By: /s/ E. Elaine Erbey

Name: E. Elaine Erbey Title: Co-Trustee

### **Joint Filing Agreement**

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the "<u>Exchange Act</u>"), the undersigned hereby agree to the joint filing on behalf of each of them of a Statement on Schedule 13D (including any and all amendments thereto, the "<u>Schedule 13D</u>") relating to the shares of common stock, par value \$0.01 per share, of Ocwen Financial Corporation, which may be deemed necessary pursuant to Regulation 13D or 13G promulgated under the Exchange Act.

The undersigned further agree that each party hereto is responsible for the timely filing of the Schedule 13D, and for the accuracy and completeness of the information concerning such party contained therein; provided, however, that no party is responsible for the accuracy or completeness of the information concerning any other party, unless such party knows or has a reason to believe that such information is inaccurate.

It is understood and agreed that a copy of this Joint Filing Agreement shall be attached as an exhibit to the Schedule 13D, filed on behalf of each of the parties hereto.

[Signature Page Follows]

**IN WITNESS WHEREOF**, each of the undersigned has executed this Joint Filing Agreement as of the 1st day of September, 2011.

### William C. Erbey

/s/ William C. Erbey

William C. Erbey

### E. Elaine Erbey

/s/ E. Elaine Erbey

E. Elaine Erbey

### FF Plaza Limited Partnership

By: /s/ William C. Erbey

Delaware Permanent Corporation, general partner

Name: William C. Erbey

Title: President

### **Delaware Permanent Corporation**

By: /s/ William C. Erbey

Name: William C. Erbey

Title: President

### **Erbey Holding Corporation**

By: /s/ William C. Erbey

Name: William C. Erbey
Title: President

### Caritas Partners, LLC

By: /s/ William C. Erbey

Name: William C. Erbey

Title: Manager

### **Caritas Charitable Remainder Trust**

By: /s/ William C. Erbey

Name: William C. Erbey

Title: Co-Trustee

By: /s/ E. Elaine Erbey

Name: E. Elaine Erbey Title: Co-Trustee