



Silvergate Bank New Correspondent Application

4250 Executive Square, Suite 300
La Jolla, California 92037-1492
Phone: 858-362-6300

Thank you for your interest in becoming an approved correspondent client with Silvergate Bank. In order to make the application process as customer-friendly as possible, we have outlined the documents and information we will need to have executed and returned to our Client Eligibility Group. If you have any questions or require assistance in completing this package, please don't hesitate to contact us at the number referenced below. Thank you for considering Silvergate Bank's Correspondent Services Group as your business partner.

Contents of the Application Package

- Correspondent Client Application
- Credit and Background Check Authorization for all owners >25% (page 6)
- Resolution of Board of Directors (Page 7)
- Compliance Controls Questionnaire (Page 8)
- W-9 Form (fill-out instructions found at <https://www.irs.gov/pub/irs-pdf/fw9.pdf>) (Page 11)
- LoanNEX User Agreement (Page 12)

Additional Documents to Provide

Please provide the following Client-specific information as described in the Correspondent Client Application:

- Articles of Incorporation or other applicable business documents
- Copies of agency approval letters
- Recent performance Scorecards from investors
- Most recent quarterly financial statement and last 2 full years of audited financial statements
- Copies of Errors and Omissions & Fidelity Bond Policies (note: minimum of \$300,000 in coverage)
- Copy of Quality Control Policies and Procedures with most recent 3 months' audit results with management responses
- Copy of Mortgage Loan Originator Compensation Agreement
- Copy of all compliance policies and procedures
- Resumes of Principals, Key Management Team, and Underwriters
- Listing of all loan repurchases with explanations, make whole demands and indemnification requests received in preceding 2 years
- AML/SAR Program Policy
- Volume projections for next 12 months (Page 6)
- Organizational Chart
- Corporate resume or narrative of company history and scope of operations

INSTRUCTIONS FOR SUBMISSION

Please forward all information to the address below, or via email to csg@silvergatebank.com

Silvergate Bank – Correspondent Services
Group 4250 Executive Square, Suite 300
La Jolla, CA 92037
Phone: 858-362-6300

CORRESPONDENT CLIENT APPLICATION



PROGRAM APPROVALS REQUESTED:
 FORWARD MORTGAGES MANDATORY DELIVERIES DELEGATED UNDERWRITING

PRODUCT APPROVALS: FHA VA CONFORMING JUMBO NON-QM

COMPANY NAME: _____ (herein "Client") DBA'S: _____

PARENT COMPANY: _____ CORPORATE WEB ADDRESS: _____

CORPORATE ADDRESS: _____ CITY, STATE, ZIP: _____

DATE ESTABLISHED: _____ DATE OF FORMATION: / INCORPORATION: _____ STATE OF FORMATION: _____

FEDERAL TAX ID: _____ CORPORATE NMLS NUMBER: _____

C CORP S CORP INDIVIDUAL PROPRIETORSHIP PARTNERSHIP LLC OTHER: _____

STATE OR FEDERALLY CHARTERED INSTITUTION STATE: _____ FEDERAL UNDER FDIC OCC FRB NCUSIF

PERMISSION TO COMMUNICATE VIA PHONE AND EMAIL

PRIMARY CONTACT: _____ PHONE NO: _____

MAILING ADDRESS: _____ CITY, STATE, ZIP: _____ EMAIL: _____

OWNERSHIP INFORMATION: (Please attach supplemental pages if more space is needed. Applicants with Net Worth less than \$1MM or Client ownership >25% are subject to credit background and personal guarantee requirements.)

FISCAL YEAR END: _____		NAME OF PARENT COMPANY: _____	
NAME: _____	EMAIL: _____	ADDRESS: _____	
TITLE: _____	PHONE NO: _____	OWNERSHIP INTEREST: _____ %	
NAME: _____	EMAIL: _____	ADDRESS: _____	
TITLE: _____	PHONE NO: _____	OWNERSHIP INTEREST: _____ %	
NAME: _____	EMAIL: _____	ADDRESS: _____	
TITLE: _____	PHONE NO: _____	OWNERSHIP INTEREST: _____ %	

MANAGEMENT TEAM CONTACT INFORMATION (Please provide manager names, email and telephone numbers.)

CHIEF EXECUTIVE OFFICER:	EMAIL ADDRESS:	PHONE NO.:
CHIEF FINANCIAL OFFICER/CONTROLLER:	EMAIL ADDRESS:	PHONE NO.:
OPERATIONS MANAGER:	EMAIL ADDRESS:	PHONE NO.:
SECONDARY MARKETING:	EMAIL ADDRESS:	PHONE NO.:
UNDERWRITING:	EMAIL ADDRESS:	PHONE NO.:
COMPLIANCE:	EMAIL ADDRESS:	PHONE NO.:
QUALITY CONTROL:	EMAIL ADDRESS:	PHONE NO.:



INVESTOR APPROVALS (Indicate by Checking Box)	YES	NO	MORTGAGEE APPROVAL NUMBER	APPROVAL DATE
HUD Mortgagee				
VA				
Ginnie Mae				
Fannie Mae				
Freddie Mac				
Other:				
Other:				

APPROVAL LETTERS: Please provide copies of the following, where applicable:

- HUD Mortgagee Approval Letter
- VA Approval Letter
- Ginnie Mae Approval Letter
- Fannie Mae and/or Freddie Mac Approval Letter(s)

INSURANCE:

ERRORS AND OMISSIONS: \$ _____	INSURER: _____	DEDUCTIBLE: _____	POLICY EXPIRATION DATE: _____
FIDELITY BOND: \$ _____	INSURER: _____	DEDUCTIBLE: _____	POLICY EXPIRATION DATE: _____

QUALITY CONTROL

DOES CLIENT OUTSOURCE ITS QC? <input type="checkbox"/> YES <input type="checkbox"/> NO	VENDOR(S) USED FOR OUTSOURCED QC: _____	PLEASE INDICATE PERCENTAGE OUTSOURCED: _____ %
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DOES CLIENT UTILIZE 3RD PARTY SERVICE PROVIDERS TO CONDUCT INDEPENDENT QUALITY AND/OR COMPLIANCE AUDITS?

YES NO

IF SO, PLEASE INDICATE FIRMS USED, SCOPE OF AUDITS, AND FREQUENCY OF TESTING: _____

DOES CLIENT OWN AN INTEREST IN THE QUALITY CONTROL OUTSOURCING COMPANY? YES NO

VENDORS AND VENDOR MANAGEMENT PLEASE PROVIDE THE FOLLOWING VENDOR / SYSTEMS INFORMATION:

LOAN ORIGINATIONS SYSTEM(S) USED: _____

DOCUMENT PREPARATION PROVIDER(S): _____

PRICING ENGINE ESTABLISHING INVESTOR PRICING AND/OR RATE LOCKING: _____

NON-QM INVESTOR INFORMATION: IF APPLICABLE, PLEASE PROVIDE YOUR CURRENT NON-QM INVESTOR INFORMATION:

DOES CLIENT CURRENTLY ENGAGE IN NON-QM BUSINESS WITH OTHER INVESTORS? YES NO

IF YES, PLEASE LIST CLIENT'S NON-QM INVESTORS: _____

PLEASE LIST TOTAL MONTHLY NON-QM VOLUME: \$ _____



INVESTORS: Please list 3 existing Correspondent or Investor relationships and complete the fields below. Please indicate for each investor if you have been approved for Delegated Underwriting.

INVESTOR NAME: _____ CONTACT: _____ NUMBER: _____

EMAIL ADDRESS: _____ YEARS ACTIVE: _____ ANNUAL VOLUME(\$): _____
 Products Sold: FHA VA Conforming Conventional Jumbo 2nds/HELOCs Non-QM DELEGATED UW? YES NO

INVESTOR NAME: _____ CONTACT: _____ NUMBER: _____

EMAIL ADDRESS: _____ YEARS ACTIVE: _____ ANNUAL VOLUME(\$): _____
 Products Sold: FHA VA Conforming Conventional Jumbo 2nds/HELOCs Non-QM DELEGATED UW? YES NO

INVESTOR NAME: _____ CONTACT: _____ NUMBER: _____

EMAIL ADDRESS: _____ YEARS ACTIVE: _____ ANNUAL VOLUME(\$): _____
 Products Sold: FHA VA Conforming Conventional Jumbo 2nds/HELOCs Non-QM DELEGATED UW? YES NO

WAREHOUSE LINES OF CREDIT AND FUNDING SOURCES: Please list existing warehouse facility relationships and complete the fields below.

FINANCIAL INSTITUTION: _____ CONTACT: _____

EMAIL ADDRESS: _____ INITIAL APPROVAL DATE: _____ RENEWAL DATE: _____

TELEPHONE NO.: _____ AMOUNT \$ _____

Facility Type: Warehouse Line Early Purchase Facility Self Fund Repurchase Line Other Non-QM Approved? YES NO

FINANCIAL INSTITUTION: _____ CONTACT: _____

EMAIL ADDRESS: _____ INITIAL APPROVAL DATE: _____ RENEWAL DATE: _____

TELEPHONE NO.: _____ AMOUNT \$ _____

Facility Type: Warehouse Line Early Purchase Facility Self Fund Repurchase Line Other Non-QM Approved? YES NO

FINANCIAL INSTITUTION: _____ CONTACT: _____

EMAIL ADDRESS: _____ INITIAL APPROVAL DATE: _____ RENEWAL DATE: _____

TELEPHONE NO.: _____ AMOUNT \$ _____

Facility Type: Warehouse Line Early Purchase Facility Self Fund Repurchase Line Other Non-QM Approved? YES NO

PERCENTAGE OF CLOSINGS YEAR-TO-DATE THAT ARE WHOLESAL VS. RETAIL: _____% WHOLESAL _____% RETAIL

PERCENTAGE OF VARIOUS METHODS FOR DELIVERY OF LOAN PRODUCTION: _____% BEST EFFORTS _____% MANDATORY _____% BULK

DELEGATED UNDERWRITING AUTHORITY:

DOES THE COMPANY HAVE DELEGATED UNDERWRITING AUTHORITY WITH ANY INVESTORS? YES NO

PLEASE PROVIDE RESUMES OF UNDERWRITERS.



STATEMENTS AND REPRESENTATIONS
 (Completed by Corporate Officer)

My name is _____, and I am an officer for the Company. I acknowledge that this statement shall become a part of said application and shall be attached thereto. I hereby certify that the responses to the following are true and correct.

Please answer the following questions. If answers are "yes" (other than obtaining criminal background checks and Insured Closing Letters), please provide explanations in area provided on following page, or as a separate attachment.

1. Has any officer or employee of Client been convicted of a crime other than a misdemeanor (e.g. traffic violation)? Yes No
2. Has any officer or employee pleaded guilty, pleaded no contest, or entered into a deferred adjudication agreement regarding criminal charges? Yes No
3. Has any principal of Client ever been a party to a bankruptcy? Yes No
4. Does Client obtain criminal background checks on Company employees prior to employment? Yes No
5. Does Client obtain Insured Closing Letters on each mortgage transaction? Yes No
6. Does any officer, shareholder, employee or agent of our organization (hereinafter "principal") or any member of principal's immediate family or any business controlled or with a substantial interest held by any principal have a financial interest in a settlement, closing or escrow company? Yes No

If so, please provide the following information: Name of Company: _____ Address: _____

Agent for (Title Underwriter): _____ Date _____
 Founded: _____ Contact: _____

Email: _____ Telephone: _____ Employee with ownership in this company: _____

7. Does your organization share employees, managers or officers with the above settlement, closing or escrow companies? Yes No
 (If yes, please indicate which employees and job functions as well as how conflict of interest is avoided in section below.)

8. Has the VA or HUD performed any investigation or addressed any adverse finding with the Company? Yes No
9. Has Client's approval with GNMA, FNMA, FHLMC, HUD or VA been suspended or withdrawn in the past five years? Yes No
10. Has Client's good standing record or approval with private investor; private mortgage insurance company or federally insured financial institution been suspended or withdrawn in the past five years? Yes No
11. Has Client been shown to be out of compliance from any exam or audit with any agency or regulator within the past five years? Yes No
12. Has Client shown any adverse changes to its financial position during the past year? Yes No
13. Has Client or any of its officers been the subject to any fine, investigation, administrative action or license revocation by any federal regulatory, state or municipal agency? Yes No
14. Has Client or any of its officers been involved in any lawsuit or arbitration relating to the origination, sale or servicing of mortgage loans? Yes No
15. Do Fidelity Bond or Errors and Omissions insurance coverage policies exclude any officers or employees? Yes No
16. Has your organization been required to indemnify, make whole or repurchase any loans within the past 2 years? (If so, please provide a letter of explanation as an attachment to this application.) Yes No
17. Please attach a schedule to this application containing all unresolved or unsatisfied indemnifications, make whole demands or repurchase demands with investor name, date of demand, product, and cause for demand and amount of potential liability (as illustrated below).

Investor	Demand Date	Product Type	Demand Amount	Cause Cited for Demand	Potential Liability
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By: _____ Date: _____

Name: _____

Title: _____



LOAN PRODUCTION				
PRODUCT TYPE	FISCAL YEAR ENDING:	FISCAL YEAR ENDING:	YEAR TO DATE AS OF:	12-MONTH PROJECTED PRODUCTION:
	UNITS / \$ VOLUME	UNITS / \$ VOLUME	UNITS / \$ VOLUME	UNITS / \$ VOLUME
FHA / VA	_____	_____	_____	_____
CONVENTIONAL	_____	_____	_____	_____
JUMBO	_____	_____	_____	_____
HELOCS/ SECONDS	_____	_____	_____	_____
PORTFOLIO	_____	_____	_____	_____
NON-QM	_____	_____	_____	_____
TOTALS	_____	_____	_____	_____

FORM OF INDIVIDUAL CREDIT REPORT AUTHORIZATION AND BACKGROUND REPORT

I, _____, as an individual owner or officer of a company applying to become an approved correspondent lender client of Silvergate Bank (the "Bank"), hereby grant continuing authorization to the following activities being conducted by employees or agents of Bank: (a) request and receive my loan, depository and credit information from anyone including creditors and credit reporting agencies; (b) request and receive loan depository and credit information regarding any affiliates and or any business ventures in which I am now or previously associated, from anyone, including creditors and credit reporting agencies; and, (c) request and receive background information from my previous employers; law enforcement agencies; state and or federal agencies; educational institutions; and private information bureaus or repositories. I hereby authorize Bank to (1) use a copy of this authorization for the purpose of obtaining any of the items described above, and (2) share copies of any of the items described above that it obtains with its owners, credit providers, and regulatory authorities, as applicable.

 Signature of Individual

Date: _____

DOB: _____

Company Name _____

SS # _____

Home Street Address _____

Home City, State, Zip _____

Home Telephone No. _____



RESOLUTION OF BOARD OF DIRECTORS OF

[Name of Client]

RESOLVED THAT,

(Name) the (Title) (Signature), and

(Name) the (Title) (Signature), and

(Name) the (Title) (Signature), and

(Name) the (Title) (Signature), and

of this corporation, or any one or more of them or their duly election or appointed successors in office, be and each of them is, authorized and empowered in the name of and on behalf of this corporation and under its corporate seal, from time to time while this resolution is in effect, to originate and sell mortgage loans to Silvergate Bank and to execute all agreements, documents, and to furnish any information required or deemed necessary or proper by Silvergate Bank in connection with the foregoing.

Certification

I HEREBY CERTIFY that the foregoing is a true and correct copy of a resolution that was adopted by the Board of Directors of , a corporation on , 201_, and that such resolution is duly recorded in the minute book of this corporation; that the officers named in said resolution have been duly elected or appointed to, and are present incumbents of the respective offices set forth after their respective names, and that such resolution remains in full force and effect as of the date hereof.

IN WITNESS HEREOF, I set my hand and affix the seal of said corporation on , 201_.

[Corporate Seal]

Secretary

NOTE: Companies not organized as corporations should modify the form above to be consistent with their structure (limited liability company, limited partnership, general partnership, etc.) and its relevant governing documents (articles of organization, operating agreement, partnership agreement, etc.), and have the certification completed by an appropriate authorized person (managing member, general partner, etc.) For further guidance on this please consult your company legal counsel.



NEW LENDER APPLICATION COMPLIANCE CONTROLS QUESTIONNAIRE

***If "Internal Policies and Procedures" is selected, please provide a copy for our review.**

FAIR LENDING

What controls does the company have in place to ensure compliance with existing, new or amended mortgage lending laws and regulations, including but not limited to, high cost home loan/ anti-predatory lending laws? (Check all that apply)

- Training
- Systems / Technology
- Internal Policies and Procedures (e.g. QC Plan, Operating Policy and Procedures)*
- Onsite Reference Copies of Current Published Laws, Regulations & Guidelines
- Internal or external compliance specialist, management and/or legal counsel
- Other (please explain) _____

What controls does the company have in place to ensure lending activities, including but not limited to, marketing, advertising, pricing, and underwriting, comply with fair lending laws and regulations? (Check all that apply)

- Training
- Systems / Technology
- Internal Policies and Procedures (e.g. QC Plan, Operating Policy and Procedures)*
- Onsite Reference Copies of Current Published Laws, Regulations & Guidelines
- Internal or external compliance specialist, management and/or legal counsel
- Other (please explain) _____

What controls does the company have in place to ensure lending activities, including but not limited to, loan term, product disclosures and borrower's 'ability to repay' comply with responsible lending regulatory guidance and principles? (Check all that apply)

- Training
- Systems / Technology
- Internal Policies and Procedures (e.g. QC Plan, Operating Policy and Procedures)*
- Onsite Reference Copies of Current Published Laws, Regulations & Guidelines
- Internal or external compliance specialist, management and/or legal counsel
- Other (please explain) _____

What controls does the company have in place to ensure loans are priced in compliance with fair and responsible lending principles such as federal/state/municipal high cost home loan/predatory lending laws, ordinances and regulations? (Check all that apply)

- Training
- Systems / Technology
- Internal Policies and Procedures (e.g. QC Plan, Operating Policy and Procedures)*
- Onsite Reference Copies of Current Published Laws, Regulations & Guidelines
- Internal or external compliance specialist, management and/or legal counsel
- Other (please explain) _____

CONSUMER PRIVACY

What controls does the company have in place to ensure confidential and personal consumer information is safeguarded? (Check all that apply)

- Training
- Systems / Technology
- Internal Policies and Procedures (e.g. QC Plan, Operating Policy and Procedures)*
- Onsite Reference Copies of Current Published Laws, Regulations & Guidelines
- Internal or external compliance specialist, management and/or legal counsel
- Other (please explain) _____



SAFE ACT

What controls does the company have in place to ensure compliance with the Safe Act? (Check all that apply)

- Training
- System / Technology (e.g. NMLS)
- Internal Policies and Procedures (e.g. QC Plan, Operating Policy and Procedures)*
- Onsite Reference Copies of Current Published Laws, Regulations & Guidelines
- Internal or external compliance specialist, management and/or legal counsel
- Other (please explain) _____

APPRAISALS

What controls does the company have in place to ensure appraisal activities, including but not limited to appraiser selection, independence, fee compensation and appraisal availability are in compliance with Regulations B and Z? (Check all that apply)

- Training
- System/Technology
- Internal Policies and or Procedures (e.g. QC Plan, Operating Policy and Procedures)*
- Appraisal Management Company
- Other (please explain) _____

MLO COMPENSATION

What controls does the company have in place to ensure compliance with the loan originator compensation rules set forth in Regulation Z and the Truth in Lending Act? (Check all that apply)

- Training
- System/Technology
- Internal Policies and or Procedures (e.g. QC Plan, Operating Policy and Procedures)*
- Onsite Reference Copies of Current Published Laws, Regulations & Guidelines
- Other (please explain) _____

THIRD-PARTY SERVICE PROVIDERS & ORIGINATORS

What controls does the company have in place to ensure third party service providers conduct business in compliance with fair lending laws? (Check all that apply)

- Training
- Initial & Ongoing Due Diligence & Monitoring
- Systems / Technology
- Third-party compliance attestation
- Other (Please explain) _____

What controls does the company have in place to ensure third party originators comply with MLO compensation rules? (Check all that apply)

- Training
- Loan level review
- QC testing and monitoring
- Review of Third Party Originator Policy & Procedure Reviews
- Third Party Originator compliance attestation
- Contractual Representations and Warrants
- Other (Please explain) _____

What controls does the company have in place to ensure approved third party originators remain in compliance with the SAFE Act? (Check all that apply)

- Training
- Internal Policies and or Procedures (e.g. QC Plan, Operating Policy and Procedures) *
- System/Technology
- Loan level reviews
- Third Party Originator compliance attestation



Other (please explain) _____

CONSUMER COMPLAINTS

What controls does the company have in place to ensure consumer complaints are logged and tracked and handled promptly, fairly, and ethically in compliance with consumer protection laws and regulations? (Check all that apply)

- Training
- System / Technology
- Internal Policies and Procedures (e.g. QC Plan, Operating Policy and Procedures)*
- Onsite Reference Copies of Current Published Laws, Regulations & Guidelines
- Internal or external compliance specialist, management and/or legal counsel
- Other (please explain) _____

ADVERTISING / MARKETING

What controls does the company have in place to ensure advertising and marketing, including but not limited, Internet, mailings, TV and print, are not, false, misleading or deceptive and comply with TILA, state, and other consumer protection regulations? (Check all that apply)

- Training
- Internal Policies and Procedures (e.g. QC Plan, Operating Policy and Procedures)*
- Onsite Reference Copies of Current Published Laws, Regulations & Guidelines
- Internal or external compliance specialist, management and/or legal counsel
- Other (please explain) _____

QUALITY CONTROL

What controls does the company have in place to ensure errors are detected, reported, and corrected in compliance with regulatory and investor requirements? (Check all that apply)

- Training
- Systems / Technology
- Internal Policies and Procedures (e.g. QC Plan, Operating Policy and Procedures)*
- Onsite Reference Copies of Current Published Laws, Regulations & Guidelines
- Internal or external compliance specialist, management and/or legal counsel
- Other (please explain) _____

ANTI MONEY LAUNDERING & SUSPICIOUS ACTIVITY REPORT

Does the company have in place a written anti-money laundering program approved by senior management that complies with the final rule published by the U.S. Department of the Treasury's Financial Crimes Enforcement Network requiring non-bank residential lenders to establish an anti-money laundering program and to file suspicious activity reports (SARs) on transaction of \$5,000 or more that the company determines to be suspicious under the Bank Secrecy Act?

Yes No (Please explain) _____

CROSS-SELLING

Does the company have controls, firewalls, or other safeguards in place regarding the sale of other products or services to a HECM borrower that comply with the prohibitions and exceptions set forth in the Housing and Economic Recovery Act?

Yes No (Please explain) _____

THE UNDERSIGNED CERTIFIES THAT ALL INFORMATION PROVIDED IS TRUE, CORRECT AND COMPLETE.

COMPANY NAME: _____

DATE: _____

BY: _____

PRINTED NAME: _____

TITLE: _____

Request for Taxpayer Identification Number and Certification

**Give Form to the
requester. Do not
send to the IRS.**

Print or type See Specific Instructions on page 2.	Name (as shown on your income tax return)	
	Business name/disregarded entity name, if different from above	
	Check appropriate box for federal tax classification: <input type="checkbox"/> Individual/sole proprietor <input type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ _____ <input type="checkbox"/> Other (see instructions) ▶ _____	
	<input type="checkbox"/> Exempt payee	
	Address (number, street, and apt. or suite no.)	Requester's name and address (optional)
City, state, and ZIP code		
List account number(s) here (optional)		

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on the "Name" line to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Social security number									

Note. If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

Employer identification number									

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
3. I am a U.S. citizen or other U.S. person (defined below).

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 4.

Sign Here	Signature of U.S. person ▶	Date ▶
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General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Purpose of Form

A person who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income.

Note. If a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States,
- An estate (other than a foreign estate), or
- A domestic trust (as defined in Regulations section 301.7701-7).

Special rules for partnerships. Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax on any foreign partners' share of income from such business. Further, in certain cases where a Form W-9 has not been received, a partnership is required to presume that a partner is a foreign person, and pay the withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid withholding on your share of partnership income.

Loan NEX[®]

Exchange Sell Side User Agreement

Company Information

Client Name: _____ NMLS: _____
Address: _____ Telephone: _____
State Licenses: _____
Branches: _____ MLOs: _____

Primary Contact(s) Information

Name	Title	Email Address	Telephone	Notes

Description of Services:

The LoanNEX platform (“LoanNEX” or the “System”) is an on-line mortgage marketplace that connects Buyers and Sellers of whole loan requests. Access to the platform is free for originators of mortgage loans (“MLOs), and provides MLOs the ability to 1) test loan-level borrower and property details against investor credit requirements and pricing from approved buy side counterparties, 2) select a product and price, 3) submit loans for review and approval to approved buy side counterparties , and 4) request and record the lock with the selected buyer

Client and its registered users may input, scenario test and lock an unlimited number of loans and prospective loans on the LoanNEX Platform for the purpose of obtaining product and pricing to transact a loan. Client agrees that it is the Client’s responsibility to manage all aspects of the content, accuracy and completeness of the credit details of each individual borrower and/or loan that is input into the System for pricing and eligibility.



Summary of Terms

This Sell-Side User Agreement describes the relationship between Mortgage NEKS, LLC d/b/a LoanNex (“LoanNEX”) and the client identified herein (“Client”) for the Client’s use of the products and services identified below by its employees (“User(s)”). LoanNEX hereby agrees to offer to Client the Loan Exchange services described herein. Other LoanNEX services requested by Client and not described herein are not covered by this Agreement and will require a separate agreement among the parties. All LoanNEX services are subject to Client agreement and acceptance of the LoanNEX Terms of Use Agreement which is made available on the LoanNEX website.

Client’s loan submissions on the System will return pricing only from Client’s approved buy side Counterparties that are clients of LoanNEX (“Counterparties”). Client is responsible for identifying their approved Counterparties to LoanNEX. In order to support the process of adding Client Counterparties to the LoanNEX Exchange, Client authorizes LoanNEX to use Client name as a reference in contacting Client Counterparties for consideration of becoming a LoanNEX Exchange user. Client understands and agrees that its name will be disclosed to approved Counterparties as part of the LoanNEX Exchange. LoanNEX is not a party to the Counterparty relationships by and between the Client and its Counterparties.

Client Onboarding and User Management:

Client Requirements for account set up:	<ul style="list-style-type: none"> • Completion of User Set up Documents, attached • Registration by each user including the review and acceptance to the Terms of Use as provided on the LoanNEX website www.loannex.com.
Account Management	<ul style="list-style-type: none"> • Client is required to appoint an Administrator(s) for managing Client User access to specific functions and authorizations as required based on LoanNEX services being utilized. • Client is responsible for managing its employee access as Registered Users and is solely responsible for disabling any employee User that is no longer an authorized user as an agent of the Client.
User Registration:	<ul style="list-style-type: none"> • User registration is available through the LoanNEX website and can be requested directly by Client employees once the Client account has been established. All Users requesting registration will be required to have an NMLS number and provide their NMLS number as part of their registration, as well as will be required to identify their company NMLS. • Each User’s access will be confirmed with Client prior to becoming a registered user and given access to the Exchange as an agent of the Client.
Approved Counterparty Management	<ul style="list-style-type: none"> • Client is responsible for identifying their approved counterparties, and updating such information as it may change from time to time. Client acknowledges that it is solely responsible for the management of all Counterparty relationships and the corresponding business processes.

Disclaimers

USE OF THE SERVICES, SYSTEM OR SYSTEM CONTENT IS AT CLIENT’S SOLE RISK. TO THE MAXIMUM EXTENT ALLOWED UNDER APPLICABLE LAW. THE SERVICES, SYSTEM AND ALL CONTENT GENERATED BY OR OTHERWISE ACCESSIBLE FROM THE SYSTEM (“SYSTEM CONTENT”) ARE PROVIDED AS-IS AND ON AN AS AVAILABLE BASIS, AND LOANNEX MAKES NO WARRANTY, EXPRESS OR IMPLIED, WITH RESPECT TO THE SERVICES, SYSTEM OR SYSTEM CONTENT, OR AS TO ANY USE OF THE SERVICES, SYSTEM OR SYSTEM CONTENT, AND ALL OTHER WARRANTIES, WHETHER EXPRESS OR IMPLIED, ARE HEREBY DISCLAIMED, INCLUDING, WITHOUT LIMITATION, THE IMPLIED WARRANTIES OF MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE OR NON-INFRINGEMENT OF THIRD PARTY RIGHTS.



LoanNEX does not guarantee the accuracy of any Loan Data or Performance Data, including but not limited to pricing and credit requirements and guidelines, which are the sole responsibility of the User that input the data or requested LoanNEX input the data on user's behalf. Although we provide rules for User conduct and postings, we do not control and are not responsible for what Users post on the System and are not responsible for any offensive, inappropriate, obscene, unlawful or otherwise objectionable content you may encounter on the System. LoanNEX is not responsible for the conduct, whether online or offline, of any User. LoanNEX does not guarantee and does not promise any specific results with respect to any Subject Loan or otherwise from the use of the System to sell or buy a loan.

Indemnification

Client agrees to release, hold, harmless and indemnify LoanNEX, and its members, managers, employees, agents and affiliates, from and against any losses, liabilities, costs (including reasonable attorneys' fees) or damages resulting from, arising out of or in connection with (i) Client's use of a Service, the System or System Content, (ii) Client's Loan Data and Performance Data or other content Client posts or shares on or through the System, (iii) Client's reliance on or use of another user's Loan Data or Performance Data, including, without limitation, pricing, and credit requirements and guidelines as provided for on the System, (iv) Client's conduct in connection with the System or with other users of the System, including, without limitation, any transaction involving a Subject Loan, regardless of whether or not such information was input by the User or by LoanNEX; (v) Client's Counterparty relationships and Client agrees LoanNEX is not a party to any agreement between Client and its Counterparties.

Sell-Side User Agreement Acceptance:

Signature below constitutes acceptance for the LoanNEX products and services identified in Description of Services, subject to the terms of this Sell-Side User Agreement.

IN WITNESS THEREOF, the Parties have executed this agreement by and through their duly authorized representatives, as of this ____ day of _____, 2017 ("Effective Date").

Client: _____
Signature: _____
Print: _____
Title: _____
Date: _____

MortgageNEKS, LLC* d/b/a LoanNEX
Signature: _____
Print: _____
Title: _____
Date: _____

* MortgageNEKS, LLC ("MortgageNEKS"), a Missouri limited liability company, does business as "LoanNEX" and owns the LoanNEX platform and associated systems/functionality, which are patent pending. MortgageNEKS also asserts its trademark on its proprietary term "NEXscore™."

Please remit signed agreement via facsimile to LoanNEX Sales: sales@loanex.com and mail the signed original agreement to:

MortgageNEKS, LLC
16 North Central Avenue
Clayton, MO 63105

