



Harbour Equity Partners

Phone 888.943.4443

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Affiliate Disclosure

DATE 10/15/2009

Re: MOU for Affiliate origination of residential and asset based transactions

Dear Affiliate:

This MOU will serve to confirm our understanding of the process by which our business will work together with you to originate and process loans for private equity and private banking clients. In the process of financing your deal, it is necessary that when a transactions moves forward and disclosures are being drawn that we speak directly to the borrower, we ask that you as the affiliate make the introductions so as management is not having to cold call your client. It is important to the process that you, as the affiliate realize your roll is now as a consultant with Harbour Equity Partners, and to inform the client that Harbour Equity Partners and their affiliate bankers, investment advisors and staff, will be calling directly to start the financing process. Also be aware that our account executives, processors, agents, managers, title and/or fund manager will need to deal with the borrower at various times in the process until the transaction has funded. It is imperative to our process that you, as the affiliate try to learn this process, so as to help represent team work and team effort while accomplishing the clients financial goal. We may also need you to assist in working together with other affiliates and bankers who are diligently trying to provide financing for your client's loan so we all get a commission.

How you can help

It is important that you do not sell the borrower on programs in detail, as this may mislead the client and cause us to undo any anticipations which is disappointing to borrowers.

We will determine where the borrower fits and discuss the borrower's goals with him/her directly and apply the program that fits, or customize or combine the financing for that particular client to accommodate the borrower's needs. It is important that you do not call the various affiliates and agents for Harbour Equity Partners, as that will only confuse the parties involved and slow down the process. If your borrower speaks to an agent it is not necessary to follow up, we would rather you use Brokerupdate@HarbourEquityPartners.com to track files and updates.

It is important that your brokers and 3rd party referrals do not interfere with the process in any way, which has in the past resulted in confusion and losing a deal and equates to all of us losing money. Brokers should be referred to Brokerupdate@HarbourEquityPartners.com to track files and updates. It is important that you are aware that we are a rare resource, and if every broker called every day for updates in addition to the clients that need to call our office, there would be no time to help clients and/or close loans. Also there are no "play by play" updates it disrupts our process greatly and we have since added the broker update system to help you track your loans and give our agents better processing time without phone calls that may put our process off balance. It is important that you as the affiliate follow these steps to insure that the deals flow smoothly. Please note that we reserve the right to cancel any deals that we feel do not fit for

private banking, not all borrowers are compliant and easy to work with. Again, these measures are in place because they work. Having any interference is just adding obstacles to an already sophisticated process. It would be useful to make periodical contact with your borrower to see if the process is working smoothly, and if there is an issue, then contact the office, this would be very helpful!

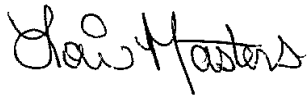
It is important to know that we have built up a well oiled machine and at times 3rd parties or broker involvement has cost us time and money on deals. Individuals that are difficult are profiled on our "DO NOT DEAL WITH LIST" so as we can check them by phone number or email as to the difficulties we have had in the past. If a broker on this list should be on your deal we will notify you of that, just be aware, that broker would not be accepted here directly or may be blocked from emailing the company. Note, if you have someone to add to the 'DO NOT DEAL WITH' list, we would be happy to add the profile and or block them from your email at your request. Although this practice of handling difficult brokers sounds cruel or maybe unnecessary, we have found that over some years to be necessary and productive. Remember we are all about turning deals, and we are very quick to find solutions to obstacles, and the DO NOT DEAL WITH LIST, works.

It is important that you are aware of the unbelievable potential that our relationship can offer you if you let it, and work with our process while not try to reinvent your own. This disclosure is to identify the issues and your roll in the process and that it is not in the affiliate's or broker's best interest to call each office or agent of our fund. In fact it is not acceptable, nor permitted. Your goal is our goal, and we would like to share with you how we can accomplish it together, you do your part by bringing transactions to the table, our staff has their independent jobs to close the deal and pay you, its very simple.

Please follow the advise of this agreement and acclimate yourself to allowing us to do the work needed. There are many variables to each deal that only our staff and resources can work through and if allowed I sincerely feel that you will prosper in an industry that has many difficulties and at the same time has no limits.

If this MOU properly sets forth our understanding and agreement, please return a copy to us at your earliest convenience to, affiliate@HarbourEquityPartners.com or fax to 631-343-4205

Sincerely,



Lori Masters
VP Business Development

ACCEPTED AND AGREED

Print Accepting Affiliate Name