

LETTER OF DIRECTION

TO:

D+H Limited Partnership ("D+H")

939 Eglinton Avenue East, Suite 201

Toronto, Ontario

M4G 4H7

RE: Approval of and Direction Copy of Deal Data from D+H Expert®

We, _____ <Old Mortgage Brokerage Name> (the "**Broker of Record**"), acknowledge that a former agent -- _____ <AGENT NAME>, **Firm Code:** _____, **Login ID:** _____ (the "**Agent**") has requested the complete copy of **his/her** D+H Expert deal data from **his/her** D+H Expert account with the Broker of Record to **his/her** new D+H Expert account with **MA A Better Way (ABWT)** (the "**Copy**").

By signing this Letter of Direction we, the Broker of Record:

1. authorize and direct D+H to perform the Copy;
2. acknowledge and agree that we will continue to have D+H Expert online access to (a) deals in connection with the Agent, including lender submission history and transaction change logs and (b) related D+H Exchange™ documents (if any);
3. represent and warrant to and in favour of D+H that we and the Agent have each (a) complied with all applicable laws (including without limitation privacy laws) in connection with the Copy and (b) obtained all necessary consents in connection with the Copy; and
4. will indemnify, defend and hold harmless D+H, its affiliates and their respective directors, officers, employees and contractors from and against any and all claims, fines, penalties, losses, liabilities (including without limitation settlements and judgments), costs and expenses (including without limitation interest, court costs and legal fees and expenses) in connection with the Copy.

We will from time to time execute and deliver all such further documents and instruments and do all acts and things as D+H may reasonably require to carry out, better evidence or perfect the full intent and meaning of this Letter of Direction. This Letter of Direction will ensure to the benefit of and be binding upon the respective successors and permitted assigns of D+H and the Broker of Record. This Letter of Direction will be governed by and construed in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein without regard to conflict of law principles.

Firm Name: _____

Registered Firm Name and D+H Expert Firm Code

Per: _____

(authorized signatory)

Name and Title:

Date:
