

AO 120 (Rev. 2/99)

SOLICITOR

TO: Mail Stop 8 Director of the U.S. Patent & Trademark Office P.O. Box 1450 Alexandria, VA 22313-1450	AUG 13 2009 U.S. PATENT & TRADEMARK OFFICE	REPORT ON THE FILING OR DETERMINATION OF AN ACTION REGARDING A PATENT OR TRADEMARK
---	---	---

In Compliance with 35 § 290 and/or 15 U.S.C. § 1116 you are hereby advised that a court action has been
 filed in the U.S. District Court Northern District of California on the following ☐ Patents or ☒ Trademarks:

DOCKET NO. CV 09-03600 SBA	DATE FILED August 6, 2009	U.S. DISTRICT COURT 1301 Clay Street, RM 400S, Oakland, CA 94612
PLAINTIFF MORTGAGE ELECTRONIC REGISTRATION SYSTEMS INC.		DEFENDANT JOHN BROSNAN, ET. AL.
PATENT OR TRADEMARK NO.	DATE OF PATENT OR TRADEMARK	HOLDER OF PATENT OR TRADEMARK
1 2,084,831		See Attached
2		
3		
4		
5		

In the above—entitled case, the following patent(s) have been included:

DATE INCLUDED	INCLUDED BY <input type="checkbox"/> Amendment <input type="checkbox"/> Answer <input type="checkbox"/> Cross Bill <input type="checkbox"/> Other Pleading	
PATENT OR TRADEMARK NO.	DATE OF PATENT OR TRADEMARK	HOLDER OF PATENT OR TRADEMARK
1		See Attached
2		
3		
4		
5		

In the above—entitled case, the following decision has been rendered or judgement issued:

DECISION/JUDGEMENT		
CLERK Richard W. Wieking	(BY) DEPUTY CLERK	DATE

Copy 1—Upon initiation of action, mail this copy to Commissioner Copy 3—Upon termination of action, mail this copy to Commissioner
 Copy 2—Upon filing document adding patent(s), mail this copy to Commissioner Copy 4—Case file copy

1 CARLA B. OAKLEY, Cal. State Bar No. 130092
2 AHREN C. HOFFMAN, Cal. State Bar No. 250469
3 LEIGHA E. WILBUR, Cal. State Bar No. 251795
4 MORGAN, LEWIS & BOCKIUS LLP
5 One Market, Spear Street Tower
6 San Francisco, CA 94105-1126
7 Tel: 415.442.1000
8 Fax: 415.442.1001
9 E-mail: coakley@morganlewis.com
10 ahoffman@morganlewis.com
11 lwilbur@morganlewis.com

12 Attorneys for Plaintiff
13 Mortgage Electronic Registration Systems, Inc.

14 UNITED STATES DISTRICT COURT
15 NORTHERN DISTRICT OF CALIFORNIA

SBA

16 MORTGAGE ELECTRONIC
17 REGISTRATION SYSTEMS, INC., a
18 Delaware corporation,

19 Plaintiff,

20 vs.

21 JOHN BROSNAN, MORTGAGE
22 ELECTRONIC REGISTRATION
23 SYSTEMS, INC., a California corporation,
24 and ROBERT JACOBSEN,

25 Defendants.

Page 89

36007

COMPLAINT FOR TRADEMARK
INFRINGEMENT, FALSE DESIGNATION
OF ORIGIN, UNFAIR BUSINESS
PRACTICES, AND RELATED CLAIMS

DEMAND FOR JURY TRIAL

26 Plaintiff Mortgage Electronic Registration Systems, Inc., a Delaware corporation
27 ("Plaintiff" or "MERS"), by and through its undersigned counsel, alleges as follows against
28 defendants John Brosnan, Mortgage Electronic Registration Systems, Inc., a California
corporation, and Robert Jacobsen (collectively "Defendants"):

NATURE OF CASE

1. This is an action for trademark infringement, false designation of origin and
related causes of action arising from Defendants' unauthorized use of Plaintiff's well-established
and well-known MORTGAGE ELECTRONIC REGISTRATION SYSTEMS name and mark, as

COMPLAINT FOR TRADEMARK
INFRINGEMENT, FALSE DESIGNATION
AND UNFAIR BUSINESS PRACTICES

1 well as the federally registered and incontestible MERS® mark.

2 2. Plaintiff has used the MORTGAGE ELECTRONIC REGISTRATION SYSTEMS
3 and MERS names and marks for about thirteen years in connection with its real estate mortgage
4 related services in California and throughout the United States.

5 3. Defendants knowingly and willfully selected the name "Mortgage Electronic
6 Registration Systems, Inc." for corporations in California, Washington, Oregon, Arizona and
7 Texas, and use the MERS® brand as part of an email address in connection with one or more of
8 said businesses, all without authorization from MERS. Defendants' unlawful activities continue
9 despite knowledge that the use is unauthorized and despite objections by MERS. As Defendants
10 are aware, their unauthorized use of "Mortgage Electronic Registration Systems, Inc." as a
11 business name already has caused confusion and mistake and has deceived the public into
12 believing that Defendants are or represent MERS, or at the very least are associated with or
13 sponsored or approved by MERS when they are not.

14 4. MERS is informed and believes, and on that basis alleges, that Defendants' use of
15 the identical name "Mortgage Electronic Registration Systems, Inc." as a business name
16 registered with various Secretaries of State already has resulted in Defendants being served with
17 legal documents that were intended for MERS. Defendants accepted service of these documents
18 and then demanded that MERS entered into a fee arrangement for forwarding the documents to
19 MERS.

20 5. Defendants' continued unauthorized use of "Mortgage Electronic Registration
21 Systems, Inc." as a business name, as well as use of the MERS® brand, and refusal to send to
22 MERS court documents clearly intended for MERS all have caused substantial harm to MERS
23 and to the borrowers, other lien holders and other persons or entities who seek to take action in
24 relation to property in California and other states for which MERS holds title to mortgage liens as
25 the mortgagee or beneficiary. To the extent Defendants have been conducting the business
26 described in their corporate and trademark filings, consumers are likely to be confused that they
27 are MERS, or that they are affiliated with, sponsored by or endorsed by MERS, when they are
28 not, given the use of an identical name and given MERS' prominence in the real estate financing

1 field. Defendants' actions have necessitated this action for trademark infringement, false
2 designation of origin, unfair business practices and related claims.

3 6. By this lawsuit, MERS seeks to enjoin Defendants from any further unauthorized
4 use of or applications to register MORTGAGE ELECTRONIC REGISTRATION SYSTEMS or
5 MERS as a name, domain name, service mark, trademark, email address or otherwise, and their
6 further unfair, unlawful and misleading business practices. MERS also seeks an order requiring
7 Defendants to turn over all documents and things that they have received that were intended for
8 MERS and enjoining Defendants from accepting service of documents intended for MERS.
9 MERS further seeks to recover damages, including Defendants' profits, treble damages and
10 punitive damages, restitution, reasonable attorneys' fees, costs and disbursements and such other
11 and further relief as the Court deems just and proper against Defendants' willful violation of
12 federal statutory and California statutory and common law.

13 PARTIES

14 7. Plaintiff Mortgage Electronic Registration Systems, Inc., also known as MERS, is
15 a Delaware corporation with its principal place of business at 1818 Library Street, Suite 300
16 Reston, Virginia 20190. MERS has long offered real estate mortgage related services using the
17 MORTGAGE ELECTRONIC REGISTRATION SYSTEMS and MERS names and marks.

18 8. MERS is informed and believes, and on that basis alleges, that defendant
19 Mortgage Electronic Registration Systems, Inc. is a California corporation established effective
20 June 1, 2009, with offices located at 3321 Vincent Road, Pleasant Hill, California 94523. MERS
21 is informed and believes, and on that basis alleges, that Defendant does business under the name
22 Mortgage Electronic Registration Systems, Inc. in California and in this District, and also uses the
23 email address "mersservice@gmail.com."

24 9. MERS is informed and believes, and on that basis alleges, that Defendant John
25 Brosnan is the CEO of defendant Mortgage Electronic Registration Systems, Inc. He filed a
26 federal application to register MORTGAGE ELECTRONIC REGISTRATION SYSTEM [sic] as
27 a service mark (Serial No. 77744933) on May 26, 2009, identifying himself as the applicant and
28 owner of the mark, claiming use of the mark in commerce as of the date of filing, and specifying

1 the following address: 3321 Vincent Road, Pleasant Hill, California 94523. MERS is informed
2 and believes, and on that basis alleges, that Mr. Brosnan does business in California and in this
3 District using "Mortgage Electronic Registration Systems, Inc." and using MERS in the email
4 address "mersservice@gmail.com."

5 10. MERS is informed and believes, and on that basis alleges, that defendant Robert E.
6 Jacobsen is a licensed as a broker with the California Department of Real Estate, and is the
7 president of companies formed May 29, 2009, June 1, 2009, and June 3, 2009, respectively, in
8 Texas, Oregon and Washington, using the name "Mortgage Electronic Registration Systems,
9 Inc." He is designated as the agent for service of process for each entity, with the address of P.O.
10 Box 1386, Lafayette, California, and he also is identified as a director of the Texas entity. MERS
11 is informed and believes, and on that basis alleges, that Mr. Jacobsen resides in this District in
12 California.

13 JURISDICTION

14 11. This action is one for injunctive relief and for damages and restitution for
15 trademark infringement, false designation of origin and unfair business practices, and arises under
16 the Lanham Act, 15 U.S.C. §§ 1114(1) and 1125, as well as claims for trademark infringement,
17 unfair competition, and false advertising under California Business and Professions
18 Code §§ 14245, 17200 *et seq.* and 17500 *et seq.*, and conversion, trespass and unfair competition
19 under California common law.

20 12. This Court has subject matter jurisdiction over the federal claims in this action for
21 trademark infringement and false designation of origin under 15 U.S.C. § 1121, 28 U.S.C. § 1331,
22 and 28 U.S.C. § 1338(a) and (b).

23 13. This Court has supplemental jurisdiction over the claims that arise under
24 California law, pursuant to 28 U.S.C. § 1367(a), because such claims are so related to the federal
25 claims brought herein that they form part of the same case or controversy.

26 14. MERS is informed and believes, and on that basis alleges, that this Court has
27 personal jurisdiction over defendant Mortgage Electronic Registration Systems, Inc. (the
28 California corporation) and venue is proper in this district pursuant to 28 U.S.C. § 1391 (b)-(c)

1 because Defendant conducts business in California and has purposely availed itself of the benefits
2 of conducting business in California by promoting its services to businesses and individuals in
3 California, including residents in this District. MERS is further informed and believes, and on
4 that basis alleges, that Defendant has its primary place of business in California and is subject to
5 personal jurisdiction in California. MERS is informed and believes, and on that basis alleges that
6 the events giving rise to the claims alleged in this complaint have a substantial effect in California
7 and in this District.

8 15. MERS is informed and believes, and on that basis alleges, that this Court has
9 personal jurisdiction over defendants John Brosnan and Robert Jacobsen because they have
10 purposefully directed their activities to California and availed themselves of the privileges of
11 California by, among other things, doing business and/or residing in California and in this
12 District.

13 **INTRADISTRICT ASSIGNMENT**

14 16. MERS is informed and believes, and on that basis alleges, that assignment to the
15 San Francisco Division is proper pursuant to Civil Local Rule 3-2 because a substantial part of
16 the events or omissions which give rise to the claims herein occurred in the county of San
17 Francisco.

18 **PLAINTIFF'S RIGHTS IN THE WELL-KNOWN NAMES AND MARKS** 19 **"MORTGAGE ELECTRONIC REGISTRATION SYSTEMS" and "MERS"**

20 17. Plaintiff Mortgage Electronic Registration Systems, Inc. is a special purpose
21 Delaware corporation commonly known as MERS, which for more than a decade has acted as the
22 mortgagee or beneficiary for millions of mortgages and Deeds of Trust. MERSCORP, Inc., the
23 parent company of MERS, operates a database that tracks when the mortgage servicing rights and
24 beneficial ownership interests are bought and sold between MERS members, which include some
25 of the nation's largest mortgage companies and banks. There are approximately 60 million
26 mortgages and Deeds of Trust registered in its database for properties across the country, and
27 MERS is named as the mortgagee or beneficiary of the vast majority of these mortgages and
28 Deeds of Trust. When named as the mortgagee or beneficiary, MERS holds legal title to the

1 mortgage or Deed of Trust while the beneficial ownership interests and servicing rights are
2 bought and sold. MERS eliminates the need for mortgage lien assignments when servicing rights
3 and beneficial note ownership rights are bought and sold because the mortgage lien remains with
4 MERS as the mortgagee or beneficiary for the note-owner. This reduces cost and increases
5 efficiency for the entire mortgage industry and consumers.

6 18. MERS has offered its real estate mortgage and Deed of Trust related services using
7 the MORTGAGE ELECTRONIC REGISTRATION SYSTEMS and MERS names and marks for
8 approximately thirteen years throughout the United States and in California.

9 19. MERS is federally registered service mark, Reg. No. 2084831, which issued on
10 July 29, 1997, and that registration is incontestible. MERSCORP owns the registration and
11 MERS is its exclusive licensee for the services that MERS provides.

12 20. MERS, as original mortgagee or beneficiary, is approved by, among others, the
13 California Housing Finance Agency, as well as Wall Street rating agencies.

14 21. MERS is well known in the real estate and financing industry and there are 4,593
15 member lenders and servicers that have used MERS, including 1,934 members that have
16 registered loans in the MERS database for properties in California.

17 22. MERS serves as the mortgagee or beneficiary on more than 60 million mortgages
18 or Deeds of Trust for properties throughout the United States, more than 9.7 million of which are
19 located in California. Millions more are located in Washington, Oregon, Texas and Arizona.

20 23. Fannie Mae and Freddie Mac have authorized language for incorporation in
21 security instruments that expressly refers to the plaintiff, Mortgage Electronic Registration
22 Systems, Inc. As a result, the name "Mortgage Electronic Registration Systems, Inc.," the
23 Delaware corporation, is in Deeds of Trust recorded in California, Washington, Oregon, Texas
24 and Arizona.

25 24. MERS has extensively marketed, advertised, promoted and sold its services
26 through various marketing channels using both the MORTGAGE ELECTRONIC
27 REGISTRATION SYSTEMS and MERS names and marks throughout the United States,
28 including print publications, MERS User Conferences and other industry conferences. MERS

1 services are promoted under the MORTGAGE ELECTRONIC REGISTRATION SYSTEMS and
2 MERS names and marks on the Internet at a web site at "www.mersinc.org."

3 **DEFENDANTS' UNAUTHORIZED USE OF THE IDENTICAL NAMES AND MARKS**

4 25. MERS is informed and believes, and on that basis alleges, that one or more of the
5 Defendants are using and claiming rights to the identical name, "Mortgage Electronic
6 Registration Systems, Inc.," the mark MORTGAGE ELECTRONIC REGISTRATION SYSTEM
7 [sic], and the "mersservice@gmailcom" email address, all for real estate financing or related
8 services that are likely to be considered related, complementary or competitive to the services
9 long offered by MERS under the identical MORTGAGE ELECTRONIC REGISTRATION
10 SYSTEMS and MERS names and marks.

11 26. MERS is informed and believes that Mr. Brosnan filed to establish a California
12 corporation on June 1, 2009, using the name "Mortgage Electronic Registration Systems, Inc."
13 and on May 26, 2009, filed an application to federally register MORTGAGE ELECTRONIC
14 REGISTRATION SYSTEM. In his application, Mr. Brosnan identified himself as the owner and
15 applicant, and claimed under penalty of perjury to have been using the mark in commerce in
16 connection with providing "real estate financing services" since at least as early as May 26, 2009.
17 MERS is informed and believes that defendant Mr. Brosnan filed to establish an Arizona
18 corporation on June 8, 2009, also using the name "Mortgage Electronic Registration Systems,
19 Inc." and that application is pending.

20 27. MERS is informed and believes that Mr. Jacobsen filed to establish companies on
21 May 29, 2009, June 1, 2009, and June 3, 2009, in Texas, Oregon and Washington, respectively,
22 using the name "Mortgage Electronic Registration Systems, Inc." He told MERS that he is the
23 president of each of the three companies. In the articles of incorporation filed in connection with
24 the Oregon entity, the business is described as mortgage and nonmortgage loan brokers.

25 28. Defendants' use of MORTGAGE ELECTRONIC REGISTRATION SYSTEMS
26 (with or without an "s" on "system") and use of the "mersservice@gmail.com" as an email
27 address for a company promoted as providing related services creates a likelihood of confusing
28 the public into believing that Defendants are MERS, or that Defendants' business and the services

1 they offer are somehow endorsed by, sponsored by or authorized by MERS when they are not.

2 29. MERS is informed and believes, and on that basis alleges, that Defendants are
3 acting in concert, are agents of each other, have induced each other's actions and have conspired
4 to infringe the MORTGAGE ELECTRONIC REGISTRATION SYSTEMS and MERS marks
5 and names, and to demand payments from MERS for their wrongful acceptance of and delivery to
6 MERS of legal papers intended to be served upon MERS. MERS is informed and believes, and
7 on that basis alleges, that the individual defendants are the alter egos of the entities each has
8 formed using the name "Mortgage Electronic Registration Systems, Inc." Like Mr. Brosnan
9 before him, Mr. Jacobsen contacted MERS on July 21, 2009, and demanded payment for
10 accepting summonses and legal filings naming MERS and for sending those documents to
11 MERS. The demand from Mr. Jacobsen used language nearly identical to that used by Mr.
12 Brosnan in his communications to MERS one month earlier. MERS is informed and believes,
13 and on that basis alleges, that Mr. Brosnan and Mr. Jacobsen have been involved in numerous
14 business dealings together, including REJ Properties, Inc., a company originally formed by Mr.
15 Jacobsen and the assets of which Mr. Brosnan acquired before filing *in pro per* for bankruptcy on
16 behalf of the company. Mr. Brosnan alleged in a complaint filed in August 2008 in this court that
17 Robert Jacobsen is his loan broker, and he obtained advice from him. Most recently, Mr. Brosnan
18 filed a *pro per* complaint asserting claims allegedly acquired from Mr. Jacobsen's wife and
19 pertaining to three properties in Texas.

20 30. Defendants are not authorized by MERS or MERSCORP to use "Mortgage
21 Electronic Registration Systems" as a mark or name, or to use MERS for any purpose.

22 31. Defendants knew of MERS' well-established and prior rights in the MORTGAGE
23 ELECTRONIC REGISTRATION SYSTEMS and MERS marks and names prior to their use of
24 these terms as alleged above. Defendants have continued their unauthorized use, despite MERS
25 providing Defendants with multiple written notices of its objections and repeated demands that
26 Defendants cease the illegal conduct alleged in this complaint.

27 32. In California alone, registration with the California Secretary of State of a new
28 company with the identical Mortgage Electronic Registration Systems, Inc. business name

1 already has resulted in wrongful acceptance of service of more than 200 summonses and other
2 legal documents that were intended for Plaintiff Mortgage Electronic Registration Systems, Inc.,
3 the Delaware corporation. Defendants knew or should have known that the documents were not
4 intended for the California entity, which had only been established as of June 1, 2009.
5 Nonetheless, Mr. Brosnan told MERS that the legal documents he wrongfully accepted might be
6 thrown away unless MERS entered into a "fee arrangement" for forwarding the documents to
7 MERS. MERS is informed and believes, and on that basis alleges, that Defendants continue to
8 accept service of process of documents that, on their face, are intended for MERS, a Delaware
9 corporation.

10 33. Likewise, defendant Jacobsen advised MERS by email dated July 21, 2009, that
11 "my company has received numerous legal filings since I attained the name." He said that he
12 would charge MERS \$1000 to review documents he accepted improperly, as well as charges
13 ranging from \$25 to \$1000 for accepting and sending the documents, rush service fees, etc.

14 34. MERS is informed and believes and on that basis alleges that Defendants'
15 unlawful conduct is knowing, deliberate and willful.

16 35. MERS has no adequate remedy at law. Defendants' conduct, as described herein,
17 has caused and, if not enjoined, will continue to cause irreparable damage to MERS' rights in its
18 MORTGAGE ELECTRONIC REGISTRATION SYSTEMS and MERS marks and names, as
19 well as the business, reputation and goodwill of MERS.

20 36. This is an exceptional case within the meaning of 15 U.S.C. § 1117 and MERS is
21 accordingly entitled to an award of reasonable attorneys' fees.

22 **FIRST CAUSE OF ACTION**

23 **(Trademark Infringement — 15 U.S.C. § 1114(1))**

24 37. MERS incorporates by reference and realleges each and every allegation in
25 paragraphs 1 through 36 as if fully set forth herein.

26 38. The above acts of Defendants' constitute infringement of the MERS® mark in
27 violation of Section 32(1) of the Lanham Act, 15 U.S.C. § 1114(1).

28 39. MERS is informed and believes, and on that basis alleges, that Defendants have

1 used and continue to use MERS as part of an email address in connection with the sale, offering
2 for sale, distribution, or advertising of real estate financing services and/or related services
3 without authorization from MERS or its parent and licensor, MERSCORP.

4 40. MERS is informed and believes, and on that basis alleges, that Defendants have
5 reproduced, copied or imitated the federally registered MERS® mark as part of an email address
6 intended to be used in commerce in connection with the sale, offering for sale, distribution, or
7 advertising of services without MERS' consent or the consent of MERSCORP.

8 41. Defendants' infringing activities are likely to cause confusion, mistake and
9 deception among the general consuming public and trade as to the origin and quality of services
10 they purport to offer or of MERS' services.

11 42. Defendants' unlawful conduct has been knowing, deliberate and willful.

12 43. Defendants have been and are likely to continue to be unjustly enriched by their
13 infringing conduct.

14 44. MERS has been harmed and continues to be harmed by Defendants' unlawful acts.

15 45. MERS has no adequate remedy at law. Defendants' conduct, as described herein,
16 has caused and, if not enjoined, will continue to cause irreparable damage to MERS. As a result
17 of Defendants' conduct, MERS is entitled to injunctive relief and damages in an amount to be
18 determined at trial.

19 **SECOND CAUSE OF ACTION**

20 **(False Designation of Origin — 15 U.S.C. § 1125(a)(1)(A))**

21 46. MERS incorporates by reference and realleges each and every allegation in
22 paragraphs 1 through 42 as if fully set forth herein.

23 47. The above acts of Defendants constitute false designation of origin in violation of
24 Section 43(a)(1) of the Lanham Act, 15 U.S.C. § 1125(a)(1).

25 48. The above acts of Defendants, including use of the terms MORTGAGE
26 ELECTRONIC REGISTRATION SYSTEM (plural or singular) and MERS, are likely to cause
27 confusion, or to cause mistake, or to deceive as to the true identity of Defendants, or at the very
28 least as to the affiliation, connection, or association of Defendants or Defendants' services or

1 commercial activities with MERS or MERS' services. Defendants Brosnan and Jacobsen are
2 directly liable for their actions and actions of their companies, and also are working in concert
3 and have contributed to and/or induced the infringement of each other and the companies each
4 has established in various states and, as such, each is indirectly liable for the acts of the other and
5 each of the businesses established with identical names.

6 49. Defendants' unlawful conduct has been knowing, deliberate and willful.

7 50. MERS is informed and believes, and on that basis alleges, that Defendants have
8 been and are likely to continue to be unjustly enriched by their unlawful conduct.

9 51. MERS has no adequate remedy at law. Defendants' conduct, as described herein,
10 has caused and, if not enjoined, will continue to cause irreparable damage to MERS. As a result
11 of Defendants' conduct, MERS is entitled to injunctive relief and damages in an amount to be
12 determined at trial.

13 **THIRD CAUSE OF ACTION**

14 **(Unlawful, Unfair and Fraudulent Bus. Practices — Cal. Bus. & Prof. Code § 17200 *et. seq.*)**

15 52. MERS incorporates by reference each and every allegation contained in
16 Paragraphs 1 through 51 as if fully set forth herein.

17 53. The above acts and practices of Defendants constitute unlawful, unfair and
18 fraudulent business practices in violation of California Business and Professions Code
19 section 17200 *et. seq.*

20 54. MERS is informed and believes, and on that basis alleges, that Defendants are
21 unfairly, fraudulently and unlawfully interfering with the process or proceedings of a court within
22 the meaning of California Civil Procedure Code section 1209(a)(8) by routinely and as a regular
23 business practice accepting service of summonses and other legal documents that belong to
24 MERS and refusing to turn the documents over to MERS. In addition, on information and belief,
25 Defendants have conspired to establish and use of identical names in various states and to demand
26 payment from MERS for acceptance of service of documents clearly intended for MERS.

27 55. MERS is informed and believes, and on that basis alleges, that Defendants falsely
28 and unlawfully impersonated MERS by accepting service of process on its behalf and as a regular

1 business practice, in violation of California Penal Code section 529. Defendants also have
2 unlawfully demanded money from MERS for accepting service of process intended for MERS, in
3 violation of California Penal Code sections 518, 523.

4 56. MERS is informed and believes, and on that basis alleges, that Defendants are
5 engaged in fraudulent, unfair and misleading business practices by using the term MORTGAGE
6 ELECTRONIC REGISTRATION SYSTEM (with or without an "S") as a name and mark, and by
7 using MERS as part of an email address, as further alleged above.

8 57. MERS is entitled to relief against Defendants, including full restitution and/or
9 disgorgement of all profits and benefits that may have been obtained by Defendants as a result of
10 such unlawful, unfair and/or fraudulent business practices.

11 58. Defendants' conduct, as described herein, has caused and, if not enjoined, will
12 continue to cause irreparable harm to MERS. As a result of Defendants' conduct, MERS is
13 entitled to injunctive relief.

14 **FOURTH CAUSE OF ACTION**

15 **(Deceptive, False and Misleading Advertising — Cal. Bus. & Prof. Code §§ 17500 *et seq.*)**

16 59. MERS incorporates by reference each and every allegation contained in
17 Paragraphs 1 through 58 as if fully set forth herein.

18 60. MERS is informed and believes, and on that basis alleges that Defendants adopted
19 and are using the MORTGAGE ELECTRONIC REGISTRATION SYSTEMS (with or without
20 the "S") as a name and mark and using MERS as part of an email address, all with the intent to
21 directly or indirectly promote and sell Defendants' services.

22 61. The above acts of Defendants constitute untrue and misleading advertising as
23 defined by California Business & Professions Code § 17500 *et seq.*

24 62. MERS is entitled to relief against Defendants, including full restitution and/or
25 disgorgement of all profits and benefits that may have been obtained by Defendants as a result of
26 such untrue and misleading advertising. Defendants' unlawful conduct caused injury to MERS
27 resulting in loss of money or property and caused injury in fact to MERS.

63. MERS has no adequate remedy at law. Defendants' conduct, as described herein, has caused and, if not enjoined, will continue to cause irreparable damage to MERS. As a result of Defendants' conduct, MERS is entitled to injunctive relief and damages in an amount to be determined at trial.

FIFTH CLAIM FOR RELIEF

(Trademark Infringement — Cal. Bus. & Prof. Code § 14245)

64. MERS incorporates by reference each and every allegation contained in Paragraphs 1 through 63 as if fully set forth herein.

65. MERS is informed and believes, and on that basis alleges, that Defendants have used, and continue to use, MORTGAGE ELECTRONIC REGISTRATION SYSTEM (with and without an “S”) and to use MERS as part of an email address for Defendants’ services for the purpose of enhancing the commercial value of Defendants’ services.

66. MERS has no adequate remedy at law. Defendants' conduct, as described herein, has caused and, if not enjoined, will continue to cause irreparable damage to MERS. As a result of Defendants' conduct, MERS is entitled to injunctive relief and damages in an amount to be determined at trial.

SIXTH CLAIM FOR RELIEF

(Common Law Conversion)

67. MERS incorporates by reference each and every allegation contained in Paragraphs 1 through 66 as if fully set forth herein.

68. MERS is informed and believes, and on that basis alleges, that by their wrongful act of accepting legal documents that belong to MERS and subsequently refusing to turn the documents over to MERS, Defendants have converted or disposed of property that MERS owned or had the right to possess at the time of the conversion.

69. Defendants' conduct caused injury to MERS resulting in loss of money or property and caused injury in fact to MERS.

70. MERS is entitled to relief against Defendants, including recovery of its property and damages for the detention of its property.

1 71. MERS has no adequate remedy at law. Defendants' conduct, as described herein,
2 has caused and, if not enjoined, will continue to cause irreparable damage to MERS. As a result
3 of Defendants' conduct, MERS is entitled to injunctive relief and damages in an amount to be
4 determined at trial.

5 **SEVENTH CLAIM FOR RELIEF**

6 **(Common Law Trespass to Personal Property)**

7 72. MERS incorporates by reference each and every allegation contained in
8 Paragraphs 1 through 71 as if fully set forth herein.

9 73. MERS is informed and believes, and on that basis alleges, that by their wrongful
10 act of accepting service of legal documents that belong to MERS and subsequently refusing to
11 turn the documents over to MERS, Defendants have intermeddled or interfered with or used
12 property that belongs to MERS or that MERS had the right to possess at the time of the trespass.

13 74. Defendants' conduct caused injury to MERS resulting in loss of money or property
14 and caused injury in fact to MERS.

15 75. MERS is entitled to relief against Defendants, including recovery of its property
16 and damages for the detention of its property.

17 76. MERS has no adequate remedy at law. Defendants' conduct, as described herein,
18 has caused and, if not enjoined, will continue to cause irreparable damage to MERS. As a result
19 of Defendants' conduct, MERS is entitled to injunctive relief and damages in an amount to be
20 determined at trial.

21 **EIGHTH CLAIM FOR RELIEF**

22 **(Common Law Unfair Competition)**

23 77. MERS incorporates by reference each and every allegation contained in
24 Paragraphs 1 through 76 as if fully set forth herein.

25 78. In addition to its rights under the Lanham Act and state statutory law, MERS also
26 has valid and existing common law rights with respect to the MORTGAGE ELECTRONIC
27 REGISTRATION SYSTEMS name and mark and MERS name and mark.

28 79. The above acts of Defendants constitute unfair competition under common law.

- 1 1. That Defendants be held to have infringed, directly or indirectly, the federally
2 registered MERS® mark within the meaning of 15 U.S.C. § 1114(1).
- 3 2. That Defendants be held to have, directly and indirectly, falsely designated the
4 origin, affiliation, endorsement, qualities, nature or characteristics of services by using "Mortgage
5 Electronic Registration Systems" (with or without an "s") and MERS within the meaning of 15
6 U.S.C. § 1125(a), and that such actions were willful and intentional;
- 7 3. That Defendants be held to have engaged in trademark infringement, unfair,
8 unlawful and deceptive trade practices within the meaning of California Business and Professions
9 Code §§ 14245, 17200 *et seq.* and 17500 *et seq.*;
- 10 4. That Defendants be held to have engaged in conversion within the meaning of
11 California common law;
- 12 5. That Defendants be held to have engaged in trespass within the meaning of
13 California common law;
- 14 6. That Defendants be held to have engaged in unfair competition within the meaning
15 of California common law;
- 16 7. That the Court grant a preliminary and permanent injunction prohibiting
17 Defendants and their officers, partners, agents, subcontractors, employees, subsidiaries,
18 successors, assigns, and related companies or entities, and all others acting in concert or
19 participating with them or with actual notice of such order from directly or indirectly using or
20 applying to register MORTGAGE ELECTRONIC REGISTRATION SYSTEMS (with or without
21 an "S"), MERS or any confusingly similar designations, as a mark, business name, domain name,
22 email address, meta-tag or otherwise, and also prohibiting acceptance of service of process
23 intended for MERS and to provide to MERS all documents and things that either of them has
24 received that were intended for MERS;
- 25 8. That Defendants be required to destroy all advertising, marketing, or other
26 promotional materials bearing "Mortgage Electronic Registration Systems, Inc.," (with or without
27 "Inc."), MORTGAGE ELECTRONIC REGISTRATION SYSTEM (singular or plural), or
28 "mersservice@gmail.com," along with the means for making the same;

1 9. That each Defendant immediately take steps to change its name or the name of
2 corporations they have established using the name "Mortgage Electronic Registration Systems,
3 Inc." to a name that is not confusingly similar thereto or to MERS;

4 10. That Mr. Brosnan immediately take steps to withdraw his application to federally
5 register MORTGAGE ELECTRONIC REGISTRATION SYSTEM;

6 11. That Defendants be required to file with the Court and serve on MERS' counsel
7 within 30 days after service of the order requiring the actions specified above, a written report,
8 sworn under oath, setting forth in detail the manner and form in which Defendants have complied
9 with the injunction;

10 12. That MERS have an accounting for damages and for all of Defendants' profits
11 from their actions complained of herein;

12 13. That the Court award MERS actual and trebled damages to the full extent allowed
13 under 15 U.S.C. § 1117, in an amount to be determined at trial;

14 14. That the Court award MERS all actual damages suffered by MERS by reason of
15 Defendants' conduct, as well as any profits of Defendants' and restitution that are attributable to
16 Defendants' infringing activities, unfair competition, false designation of origin, unfair business
17 practices and false advertising not taken into account in computing the actual damages, and that
18 punitive damages be awarded as authorized under the law;

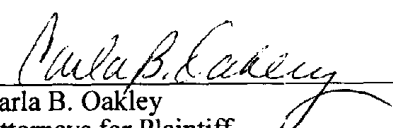
19 15. That MERS be awarded reasonable attorneys' fees, expenses and costs associated
20 with this action pursuant to 17 U.S.C. § 505, 15 U.S.C. § 1117; and

21 16. Such other and further relief as this Court determines to be just and equitable.

22 Dated: August 4, 2009

MORGAN, LEWIS & BOCKIUS LLP

23
24 By


Carla B. Oakley
Attorneys for Plaintiff
Mortgage Electronic Registration
Systems, Inc., a Delaware corporation

- 1
- 2
- 3
- 4
- 5
- 6
- 7
- 8
- 9
- 10
- 11
- 12
- 13
- 14
- 15
- 16
- 17
- 18
- 19
- 20
- 21
- 22
- 23
- 24
- 25
- 26
- 27
- 28

Dated: August 6, 2009

By

**Attorneys for Plaintiff
Mortgage Electronic Registration
Systems, Inc., a Delaware corporation**



UNITED STATES PATENT AND TRADEMARK OFFICE

Commissioner for Trademarks
P.O. Box 1451
Alexandria, VA 22313-1451
www.uspto.gov

REGISTRATION NO: 2084831 SERIAL NO: 75/031300 MAILING DATE: 08/29/2007
REGISTRATION DATE: 07/29/1997
MARK: MERS
REGISTRATION OWNER: MERSCORP, Inc.

CORRESPONDENCE ADDRESS:

Sharon McGann Horstkamp
MERSCORP, INC.
1595 SPRING HILL RD
SUITE 310
VIENNA, VA 22182

NOTICE OF ACCEPTANCE

15 U.S.C. Sec. 1058(a)(3)

THE COMBINED AFFIDAVIT AND RENEWAL APPLICATION FILED FOR THE ABOVE-IDENTIFIED REGISTRATION MEETS THE REQUIREMENTS OF SECTION 8 OF THE TRADEMARK ACT, 15 U.S.C. Sec. 1058.

ACCORDINGLY, THE SECTION 8 AFFIDAVIT IS ACCEPTED.

NOTICE OF RENEWAL

15 U.S.C. Sec. 1059(a)

THE COMBINED AFFIDAVIT AND RENEWAL APPLICATION FILED FOR THE ABOVE-IDENTIFIED REGISTRATION MEETS THE REQUIREMENTS OF SECTION 9 OF THE TRADEMARK ACT, 15 U.S.C. Sec. 1059.

ACCORDINGLY, THE REGISTRATION IS RENEWED.

THE REGISTRATION WILL REMAIN IN FORCE FOR CLASS(ES):
036.

ROBERSON, FAITH
PARALEGAL SPECIALIST
POST-REGISTRATION DIVISION
571-272-9500

**PLEASE SEE THE REVERSE SIDE OF THIS NOTICE FOR INFORMATION
CONCERNING REQUIREMENTS FOR MAINTAINING THIS REGISTRATION**
ORIGINAL

REQUIREMENTS FOR MAINTAINING A FEDERAL TRADEMARK REGISTRATION

I) SECTION 8: AFFIDAVIT OF CONTINUED USE

The registration shall remain in force for 10 years, except that the registration shall be canceled for failure to file an Affidavit of Continued Use under Section 8 of the Trademark Act, 15 U.S.C. Sec. 1058, at the end of each successive 10-year period following the date of registration.

Failure to file the Section 8 Affidavit will result in the cancellation of the registration.

II) SECTION 9: APPLICATION FOR RENEWAL

The registration shall remain in force for 10 years, subject to the provisions of Section 8, except that the registration shall expire for failure to file an Application for Renewal under Section 9 of the Trademark Act, 15 U.S.C. Sec. 1059, at the end of each successive 10-year period following the date of registration.

Failure to file the Application for Renewal will result in the expiration of the registration.

NO FURTHER NOTICE OR REMINDER OF THESE REQUIREMENTS WILL BE SENT TO THE REGISTRANT BY THE PATENT AND TRADEMARK OFFICE. IT IS RECOMMENDED THAT THE REGISTRANT CONTACT THE PATENT AND TRADEMARK OFFICE APPROXIMATELY ONE YEAR BEFORE THE EXPIRATION OF THE TIME PERIODS SHOWN ABOVE TO DETERMINE APPROPRIATE REQUIREMENTS AND FEES.

Combined Declaration of Use In Commerce & Application For Renewal of Registration of A Mark Under Sections 8 & 9

The table below presents the data as entered.

Input Field	Entered
REGISTRATION NUMBER	2084831
REGISTRATION DATE	07/29/1997
SERIAL NUMBER	75031300
MARK SECTION	
MARK	MERS
OWNER SECTION (current)	
NAME	Mortgage Electronic Registration Systems, Inc.
STREET	1125 15th Street, NW
CITY	Washington
STATE	District of Columbia
ZIP/POSTAL CODE	20005
COUNTRY	United States
OWNER SECTION (proposed)	
NAME	MERSCORP, Inc.
STREET	1595 Spring Hill Road, Suite 310
CITY	Vienna
STATE	Virginia
ZIP/POSTAL CODE	22182
COUNTRY	United States
PHONE	703-761-1270
FAX	703-748-0183
EMAIL	mers@mersinc.org
AUTHORIZED TO COMMUNICATE VIA E-MAIL	Yes

GOODS AND/OR SERVICES SECTION	
INTERNATIONAL CLASS	036
GOODS OR SERVICES	KEEP ALL LISTED
SPECIMEN FILE NAME(S)	\\TICRS2\EXPORT13\750\313\75031300\xml2\S890002.JP G
	\\TICRS2\EXPORT13\750\313\75031300\xml2\S890003.JP G
	\\TICRS2\EXPORT13\750\313\75031300\xml2\S890004.JP G
	\\TICRS2\EXPORT13\750\313\75031300\xml2\S890005.JP G
	\\TICRS2\EXPORT13\750\313\75031300\xml2\S890006.JP G
	\\TICRS2\EXPORT13\750\313\75031300\xml2\S890007.JP G
	\\TICRS2\EXPORT13\750\313\75031300\xml2\S890008.JP G
	\\TICRS2\EXPORT13\750\313\75031300\xml2\S890009.JP G
	\\TICRS2\EXPORT13\750\313\75031300\xml2\S890010.JP G
	\\TICRS2\EXPORT13\750\313\75031300\xml2\S890011.JP G
	\\TICRS2\EXPORT13\750\313\75031300\xml2\S890012.JP G
	\\TICRS2\EXPORT13\750\313\75031300\xml2\S890013.JP G
	\\TICRS2\EXPORT13\750\313\75031300\xml2\S890014.JP G
	\\TICRS2\EXPORT13\750\313\75031300\xml2\S890015.JP G
	\\TICRS2\EXPORT13\750\313\75031300\xml2\S890016.JP G
	\\TICRS2\EXPORT13\750\313\75031300\xml2\S890017.JP G

SPECIMEN DESCRIPTION	Brochures (2) explaining MERS services and membership application for utilizing MERS services.
PAYMENT SECTION	
NUMBER OF CLASSES	1
NUMBER OF CLASSES PAID	1
SUBTOTAL AMOUNT	500
TOTAL FEE PAID	500
SIGNATURE SECTION	
SIGNATURE	/Sharon M. Horstkamp/
SIGNATORY'S NAME	Sharon McGann Horstkamp
SIGNATORY'S POSITION	Vice President & General Counsel
DATE SIGNED	07/16/2007
PAYMENT METHOD	CC
FILING INFORMATION	
SUBMIT DATE	Mon Jul 16 11:33:41 EDT 2007
TEAS STAMP	USPTO/S08N09-66.239.151.2 -20070716113341746586-208 4831-3801f7734694ef29f0af ca2bf545982290-CC-5440-20 070716105452267854

**Combined Declaration of Use In Commerce & Application For Renewal of
Registration of A Mark Under Sections 8 & 9
To the Commissioner for Trademarks:**

REGISTRATION NUMBER: 2084831

REGISTRATION DATE: 07/29/1997

MARK: MERS

The owner, MERSCORP, Inc., having an address of
1595 Spring Hill Road, Suite 310
Vienna, Virginia 22182
United States

is filing a Combined Declaration of Use In Commerce & Application For Renewal of Registration of A Mark Under Sections 8 & 9.

For International Class 036, the mark is in use in commerce on or in connection with **all** goods or services listed in the existing registration for this specific class; or, the owner is making the listed excusable nonuse claim.

The owner is submitting one specimen showing the mark as used in commerce on or in connection with any item in this class, consisting of a(n) Brochures (2) explaining MERS services and membership application for utilizing MERS services..

[Specimen File1](#)

[Specimen File2](#)

[Specimen File3](#)

[Specimen File4](#)

[Specimen File5](#)

[Specimen File6](#)

[Specimen File7](#)

[Specimen File8](#)

[Specimen File9](#)

[Specimen File10](#)

[Specimen File11](#)

[Specimen File12](#)

[Specimen File13](#)

[Specimen File14](#)

[Specimen File15](#)

[Specimen File16](#)

A fee payment in the amount of \$500 will be submitted with the form, representing payment for 1 class(es), plus any additional grace period fee, if necessary.

Declaration

Section 8: Declaration of Use in Commerce

Unless the owner has specifically claimed excusable non-use, the owner, or its related company, is using the mark in commerce on or in connection with the goods and/or services identified above, as evidenced by the attached specimen(s) showing the mark as used in commerce.

Section 9: Application for Renewal

The registrant requests that the registration be renewed for the goods and/or services identified above.

The undersigned being hereby warned that willful false statements and the like are punishable by fine or imprisonment, or both, under 18 U.S.C. Section 1001, and that such willful false statements and the like may jeopardize the validity of this document, declares that he/she is properly authorized to execute this document on behalf of the Owner; and all statements made of his/her own knowledge are true and that all statements made on information and belief are believed to be true.

Signature: /Sharon M. Horstkamp/ Date: 07/16/2007

Signatory's Name: Sharon McGann Horstkamp

Signatory's Position: Vice President & General Counsel

Serial Number: 75031300

Internet Transmission Date: Mon Jul 16 11:33:41 EDT 2007

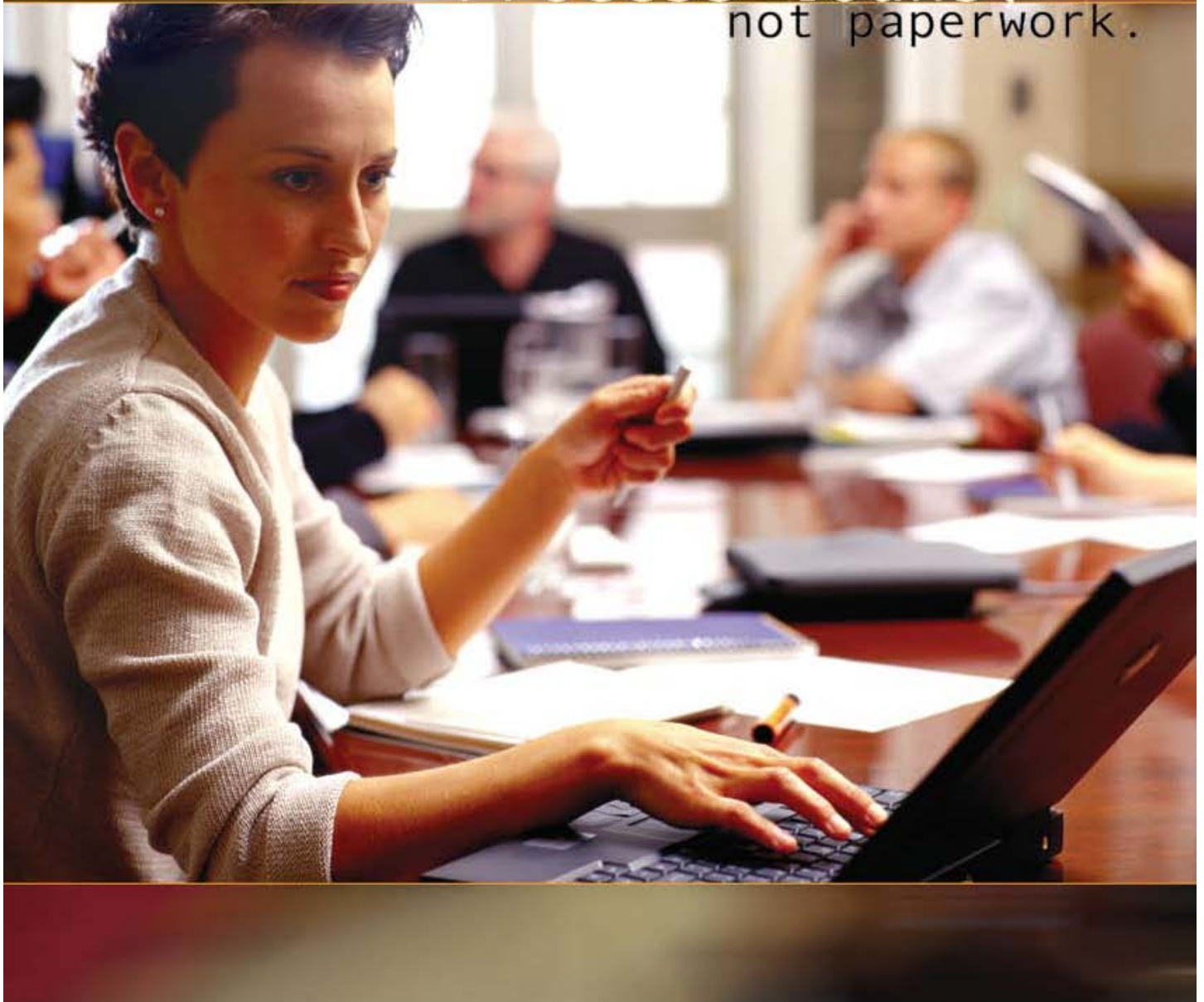
TEAS Stamp: USPTO/S08N09-66.239.151.2-20070716113341

746586-2084831-3801f7734694ef29f0afca2bf

545982290-CC-5440-20070716105452267854

innovation

Process loans.
not paperwork.



MERS

HOW MERS WORKS FOR YOU

>> Step 1: BECOME A MERS MEMBER

To request a membership application or speak with a MERS Customer Division representative, please call us at 800-646-MERS. Or, you may download the application from www.mersinc.org.

>> Step 2: CREATE A MORTGAGE IDENTIFICATION NUMBER (MIN)

The MIN is a unique, 18-digit identification number that lenders must generate and attach to each loan registered on the MERS® System. Lenders can generate this number using their in-house systems, such as a loan-origination system.

>> Step 3: REGISTER THE LOAN WITH MERS

After the loan disburses, members can now register the loan on the MERS® System. The loan can be registered by a MERS® Ready trading partner, or by the lender using one of our easy-access connections:

- MERS® OnLine gives lenders the power to perform all MERS transactions online.
- Computer-to-computer interface lets your computers speak directly with the MERS® System. You can automate your registrations using this batch interface.

OTHER MERS PRODUCTS

MERS® COMMERCIAL

Adaptation of the MERS residential system applicable to the commercial mortgage-backed securities and multifamily markets.

MERS® eREGISTRY

The system of record to identify the current Controller and Location of the Authoritative Copy of the electronic note.

MERS® LINK

Retrieves information on the current servicer of a mortgage registered on the MERS System.

MERS® 1-2-3

Generates mortgage identification numbers (MINs), prepares closing documents and registers loans on the MERS® System.



FREQUENTLY ASKED QUESTIONS

Q. If MERS is listed as the mortgagee, how is the mail that is normally sent to the servicer handled?

A. MERS forwards all mail to the current servicer or holder of the loan through imaging and email.

Q. If I close a loan in the name of MERS and then sell the loan to a non-MERS member, do I have to record an additional assignment from MERS back to us as the original lender?

A. NO. An additional assignment back to you as the original lender is not necessary. You would record an assignment from MERS to the lender to whom you are selling. A member of your staff is appointed as a MERS certifying officer who will have the authority to sign as a MERS officer.

Q. Can I pass the MERS Registration Fee on to the borrower?

A. YES. On conventional loans you may be able to pass this fee on to the borrower, but you should check with your legal advisors to ensure that you are in compliance with federal and state laws. On government loans, please check with your local field office for availability and approval.

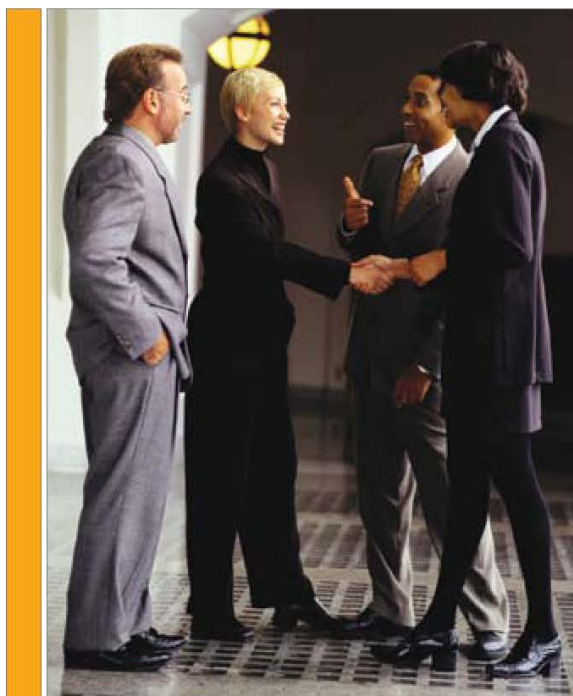
Q. Are service bureaus and software vendors modifying their systems to accommodate use of MERS?

A. YES. MERS provides service bureaus and software vendors with detailed information about MERS operations and system interfaces. Contact your vendors and tell them they need to become MERS® Ready for your business, if they aren't already.

If you have any other questions or to request more information, please contact the MERS Customer Division at **800-646-MERS (6377)**.



1595 Spring Hill Road • Suite 310 • Vienna, VA 22182
Tel. 800.646.MERS (6377) • Fax. 703.748.0183 • www.mersinc.org



WHAT IS MERS?

MERS AS ORIGINAL MORTGAGEE

MERS saves lenders money and reduces paperwork by eliminating the need to prepare and record assignments when trading mortgage loans. Borrowers name MERS as mortgagee and nominee for the lender on deeds of trust and mortgages that are recorded in the county land records. Lenders then register the loans on the MERS[®] System and electronically track changes in servicing and beneficial ownership rights over the life of the loan.

MOM MAKES IT WORK

Loans registered with MERS are immunized against future assignments because MERS remains the mortgagee of record no matter how often servicing is traded between MERS members. Fannie Mae, Freddie Mac, VA, FHA, Ginnie Mae, the Federal Home Loan Bank MPF[®], many state housing authorities, and all major Wall Street rating agencies have approved language designating "MERS as Original Mortgagee" on the security instruments. There is no break in the chain of title thanks to "MOM."

MERS AND RESIDENTIAL LOANS

Over half of all newly originated residential loans in the United States are registered on the MERS residential system.

The following sample MOM language is authorized by Fannie Mae and Freddie Mac to be incorporated into security instruments:

"MERS is Mortgage Electronic Registration Systems, Inc. MERS is a separate corporation that is acting solely as nominee for Lender and Lender's successors and assigns. MERS is the mortgagee under this Security Instrument. MERS is organized and existing under the laws of Delaware, and has an address and telephone number of P.O. Box 2026, Flint, MI 48501-2026."

Please consult your Fannie Mae or Freddie Mac seller/servicer guide, or your document provider, for state-specific language.



DUAL ASSIGNMENT TRANSACTION (CORRESPONDENT REGISTERS LOAN)

3RD PARTY LOAN ORIGINATOR	RECORDED ASSIGNMENT - \$22*	WITHOUT MERS							
	RECORDED ASSIGNMENT - \$0	WITH MERS							
CORRESPONDENT LENDER	RECORDED ASSIGNMENT - \$22*	WITHOUT MERS							
	RECORDED ASSIGNMENT - \$0	WITH MERS							
INVESTOR	\$44 COSTS WITHOUT MERS								
	\$4.95 MERS REGISTRATION FEE								
>> YOU SAVE \$39.05 PER LOAN									

SINGLE ASSIGNMENT TRANSACTION (CORRESPONDENT REGISTERS LOAN)

CORRESPONDENT LENDER	RECORDED ASSIGNMENT - \$22*	WITHOUT MERS
	RECORDED ASSIGNMENT - \$0	WITH MERS
INVESTOR	\$22 COSTS WITHOUT MERS	
	\$4.95 MERS REGISTRATION FEE	
	>> YOU SAVE \$17.05 PER LOAN	

* Cost savings per cost benefit analysis spread sheet available from MERS. Assignment costs shown are national averages.

MERS SAVES TIME & MONEY

BENEFITS FOR LENDERS

- Saves \$22 on average* on each loan by eliminating assignments.
- Enables loans to be sold faster
- Reduces clerical time and shipping expenses (no paper assignments to record or track)
- Cuts documentation errors and "suspense" items
- Streamlines and simplifies the loan closing process

* Cost savings based on a national average

BENEFITS FOR SERVICERS

- Speeds up lien release process
- Shortens foreclosure times by eliminating chain of title issues
- Streamlines bulk acquisitions and mergers (due to the absence of assignments)



Are your vendors MERS® Ready? Look for this sign when you do business. Lenders and vendors that use this logo can handle your MERS business today.

MERS MEMBERSHIP

MERS OFFERS THREE MEMBERSHIP LEVELS

General — For lenders who typically service loans. General memberships are available in four different tiers based on annual volumes of loan originations or servicing, whichever is greater.

Lite — For lenders who only originate loans and sell servicing rights flow.

Patron — for organizations who support MERS registrations but do not register loans on the system.

Please visit www.mersinc.org for the current membership fee schedule.

REGISTRATION FEES

Members pay a fee each time they register a loan on the MERS® System. The registration fee covers loan registration and all transfers to a wholesale lender, as long as the servicing rights transfer occurs within 269 days of the note date. Loans transferred 270 days or greater are charged an additional fee. Please visit www.mersinc.org for the most current trans-action fee schedule.

MERS SUPPORT

MERS Website — www.mersinc.org. Convenient online resource.

MERS Conferences — A user conference and regional workshops throughout the year provide specialized educational sessions for new and experienced members.

Regional Sales Directors — Available nationwide for site visits for you or your clients.

Business Integration Directors — Guide you through the implementation process.

Help Desk — Call center for systems, procedural and technical questions for active members.

Training — Online, phone, and on-site training available.

Web Seminars — Periodic real-time training of specific MERS topics.





MEMBERSHIP APPLICATION

MERS-ASSIGNED ORG ID#:

1	0	0				
---	---	---	--	--	--	--

(MERS USE ONLY)

COMPANY INFORMATION (PLEASE TYPE OR PRINT)

COMPANY NAME:		
D.B.A., IF APPLICABLE:		
STREET ADDRESS:		
CITY:	STATE:	ZIP:
MAIN PHONE:	MAIN FAX:	
TOLL-FREE NUMBER:	CORP. WEB SITE: www.	

COMPANY CONTACTS:

	NAME	TITLE	PHONE	EMAIL (REQUIRED)
MERS PROJECT MGR <i>(To be interviewed)</i>				
EXECUTIVE SPONSOR				
OFFICE OF THE CEO				
OPERATIONS				
SECONDARY				
GENERAL COUNSEL				
FINANCE				
LOAN PRODUCTION				
LOAN SERVICING				
INFORMATION TECH.				
COMPLIANCE				
MERS BILLING				
MERS OPERATIONS				
PERSON TO RECEIVE ALL COMMUNICATIONS FROM MERS:				

PLEASE CHECK THE BOXES THAT REFLECT YOUR VOLUMES FOR THE MOST RECENT 12-MONTH PERIOD:

ANNUAL PRODUCTION VOLUME	SIZE OF SERVICING PORTFOLIO
UNDER \$250 MILLION <input type="checkbox"/>	UNDER \$2 BILLION <input type="checkbox"/>
\$250 MILLION - \$1 BILLION <input type="checkbox"/>	\$2 BILLION - \$10 BILLION <input type="checkbox"/>
> \$1 BILLION - \$10 BILLION <input type="checkbox"/>	> \$10 BILLION - \$50 BILLION <input type="checkbox"/>
> \$10 BILLION <input type="checkbox"/>	> \$50 BILLION <input type="checkbox"/>
N/A <input type="checkbox"/>	N/A <input type="checkbox"/>

ARE YOU AFFILIATED WITH ANY OTHER MORTGAGE LENDERS? ☐ Yes ☐ No

IF YES, PLEASE LIST

WHICH ARE MERS MEMBERS:

NAME

MERS ORG ID

	1	0	0				
	1	0	0				
	1	0	0				

PLEASE CHECK ALL THAT APPLY TO YOUR ORGANIZATION:

<input type="checkbox"/> BROKER	<input type="checkbox"/> MORTGAGE INSURER	<input type="checkbox"/> LENDER (CHECK ALL THAT APPLY):
<input type="checkbox"/> CONDUIT	<input type="checkbox"/> SERVICER	<input type="checkbox"/> RETAIL %
<input type="checkbox"/> CUSTODIAN	<input type="checkbox"/> SUBSERVICER	<input type="checkbox"/> WHOLESALE %
<input type="checkbox"/> FHLB	<input type="checkbox"/> TAX SERVICE	<input type="checkbox"/> CORRESPONDENT %
<input type="checkbox"/> FEDERAL RESERVE BANK	<input type="checkbox"/> TITLE COMPANY	
<input type="checkbox"/> FLOOD INSURER	<input type="checkbox"/> TRUSTEE	
<input type="checkbox"/> HAZARD INSURER	<input type="checkbox"/> VENDOR/SERVICER PROVIDER	
<input type="checkbox"/> HOUSING AGENCY	<input type="checkbox"/> DESCRIBE:	
<input type="checkbox"/> INTERIM FUNDER / WAREHOUSE LENDER	<input type="checkbox"/> CONSULTANT / OTHER:	
<input type="checkbox"/> INVESTOR	<input type="checkbox"/> DESCRIBE:	

ORIGINATION ACTIVITY

VOLUME: #	UNITS CLOSED MONTHLY	
ON AVERAGE, DAYS FROM THE NOTE DATE THE LOAN IS SOLD:	<input type="checkbox"/> WITHIN 10 DAYS	<input type="checkbox"/> HOLD FOR FIRST PAYMENT
	<input type="checkbox"/> INTERIM SERVICING (COLLECT 2+ PAYMENTS)	<input type="checkbox"/> OTHER (PLEASE SPECIFY):
WHOLESALE: DO YOU CLOSE LOANS IN THE BROKER'S NAME?	<input type="checkbox"/> Yes <input type="checkbox"/> No	TPO? <input type="checkbox"/> Yes <input type="checkbox"/> No

TRADING PARTNERS: PRIMARY INVESTORS YOU SELL TO

(IF MORE ROOM IS NEEDED, PLEASE LIST USING SEPARATE SHEET)

COMPANY NAME	MAIN CONTACT	PHONE	E-MAIL	% SOLD/MO

OTHERS:

SERVICING RELEASED? ☐ Yes ☐ No

ARE YOU SELLING DIRECTLY TO FANNIE MAE, FREDDIE MAC AND/OR GINNIE MAE? ☐ Yes ☐ No

LIST HOUSING AGENCIES IF APPLICABLE: SERVICING RELEASED? ☐ Yes ☐ No

WAREHOUSE LENDER(S): DO THEY ACCEPT MERS? ☐ Yes ☐ No

IF SERVICING, WHAT IS YOUR SYSTEM?

IF SUB-SERVICING, WHO DO YOU USE?

ORIGINATION AND DOC PREP SYSTEM

LOS SYSTEM USED:	VERSION #:
Does LOS HAVE MERS FUNCTIONALITY? (CHECK ALL THAT APPLY)	<input type="checkbox"/> MIN GENERATION <input type="checkbox"/> MIN to DOCS <input type="checkbox"/> REGISTRATION TO MERS® SYSTEM
DOC PREP SYSTEM(S) USED:	DOES IT SUPPORT MERS DOCUMENTS? <input type="checkbox"/> Yes <input type="checkbox"/> No
ARE DOCUMENTS CONTROLLED CENTRALLY? <input type="checkbox"/> Yes <input type="checkbox"/> No	IF NO, EXPLAIN:

INVESTOR REFERENCES (MUST BE COMPLETED)

FHA MORTGAGEE ID NUMBER:	
VA APPROVAL NUMBER:	
FANNIE MAE SELLER / SERVICER ID NUMBER:	
FREDDIE MAC SELLER / SERVICER ID NUMBER:	
GINNIE MAE ISSUER NUMBER:	
INVESTOR REFERENCE #1 (COMPANY, CONTACT, PHONE):	
INVESTOR REFERENCE #2 (COMPANY, CONTACT, PHONE):	
PLEASE TELL US HOW YOU HEARD ABOUT MERS:	

BY COMPLETING, SIGNING, AND SUBMITTING THIS APPLICATION, THE APPLICANT IS AGREEING TO BE A MERS MEMBER. THE APPLICANT HEREBY AGREES TO PAY ALL FEES AND EXPENSES SET FORTH IN THE MERS RESIDENTIAL FEE SCHEDULE, WHICH MAY CHANGE FROM TIME TO TIME; ABIDE BY ALL EXISTING MERS RULES AND PROCEDURES, WHICH ARE INCORPORATED HEREIN BY REFERENCE AND MAY BE AMENDED FROM TIME TO TIME; AND COMPLY WITH THE TERMS AND CONDITIONS SET FORTH IN THE ATTACHED ADDENDUM ENTITLED TERMS AND CONDITIONS.

NOTE: THE APPLICANT WILL BE BILLED THE MEMBERSHIP FEES AS STATED IN THE MERS RESIDENTIAL FEE SCHEDULE. PLEASE DO NOT SEND PAYMENT AT THIS TIME.

APPLICANT SIGNATURE:** _____
(PLEASE PRINT THIS FORM, SIGN AND FAX BACK TO MERS, OR ATTACH A DIGITIZED SIGNATURE AND SEND VIA E-MAIL)

DATE:

EMAIL ADDRESS:

***The Applicant agrees that by attaching or inserting the Applicant's authorized representative's electronic signature, his/her electronic signature is intended to bind the Applicant and the Applicant acknowledges that the electronic signature shall have full force and effect as to the Applicant agreeing to the terms of this Application.*

FAX OR MAIL YOUR COMPLETED AND SIGNED APPLICATION TO:

MERS

ATTENTION: CUSTOMER DIVISION

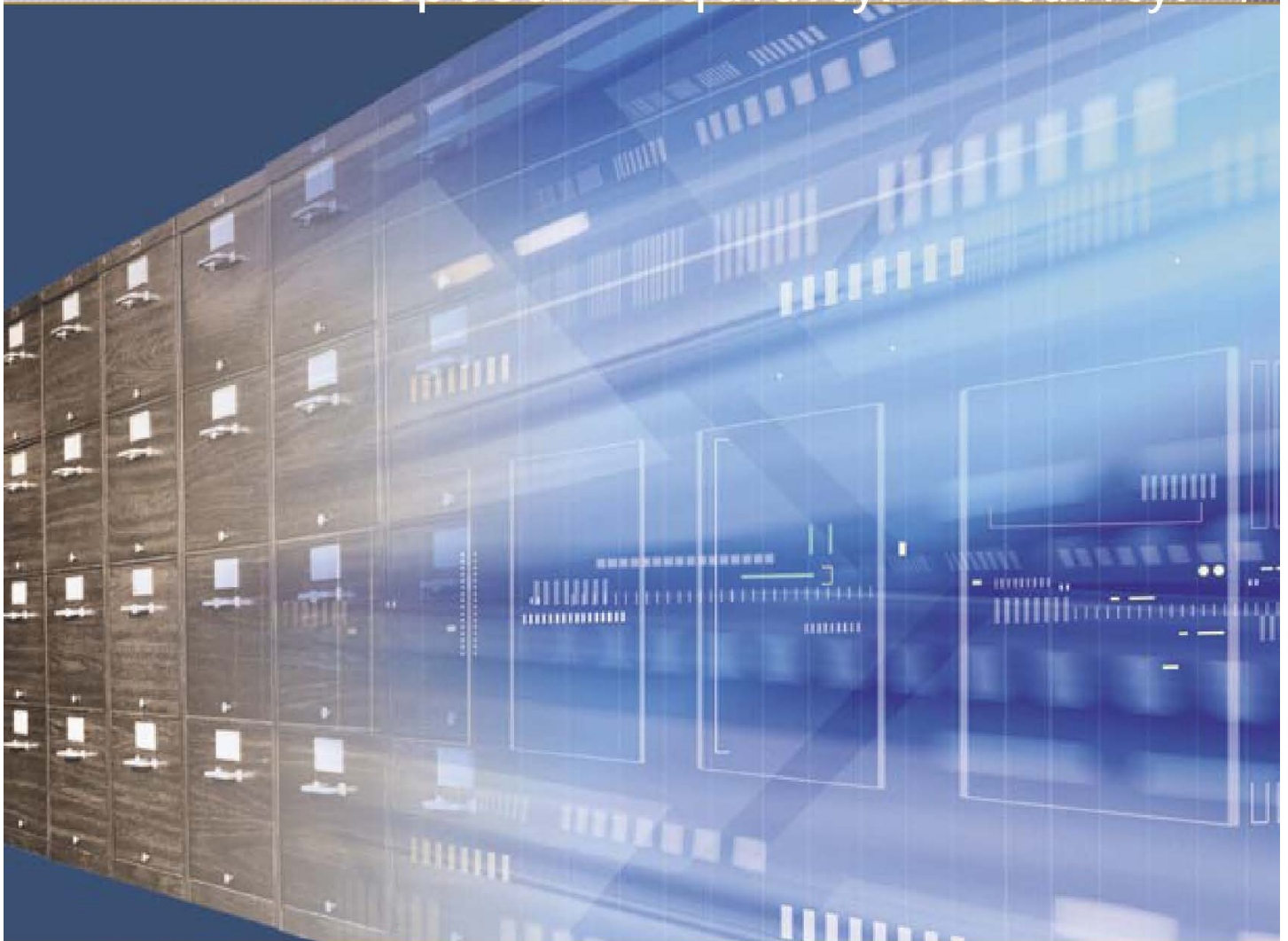
1595 SPRING HILL ROAD, SUITE 310, VIENNA, VIRGINIA

TELEPHONE 800.646.MERS (6377) FAX 703.748.0183

APPLICATIONS@MERSINC.ORG

MERS[®] eRegistry

Speed. Liquidity. Security.



WHAT IS THE MERS® eREGISTRY?

The MERS® eRegistry is the system of record that identifies who is in control of the electronic note. It points to the location of the authoritative copy of the eNote, stored by a custodian in a secure electronic vault.

Because of this, the MERS® eRegistry is a necessity in the eMortgage world. It saves money and prevents confusion on who controls the eNote.

Today, lenders are closing eNotes and selling them into the secondary market through the MERS® eRegistry. Fannie Mae and Freddie Mac both require the use of the MERS® eRegistry when selling eNotes to them.

The MERS® eRegistry fulfills the "Safe Harbor" requirements in the state-led Uniform Electronic Transactions Act (UETA) and E-SIGN (Electronic Signatures in Global and National Commerce Act of 2000) adopted by Congress.

WHAT DOES THE MERS® eREGISTRY DO?

When a lender registers an eNote on the MERS® eRegistry, the registration process:

- Uniquely identifies the eNote's current Controller and Location of the Authoritative Copy
- Validates the MIN – Mortgage Identification Number (the unique identification number for a registered eNote)
- Stores the unique digital signature (hash value) of the eNote
- Validates the identity of the lender
- Confirms the registration is complete
- Prevents duplicate registrations
- Sends a confirmation to the lender
- Stores key information to readily identify the loan

NEW WORLD / NEW LANGUAGE

Paper World	Electronic World
Negotiable Instrument	Transferable Record ("eNote")
Original Note	Authoritative Copy of eNote
Possession	Control
Investor/Holder	Controller
Custodian	Location (electronic vault)
Endorsement	Transfer of Control
Holder in Due Course	Transferable Record Audit Trail
Servicer	Controller's Delegatee
Wet Signature	Electronic Signature

HERE'S HOW THE MERS® eREGISTRY WORKS...



Lender has borrower eSign an eNote at closing (using eClosing platform). eNote contains M/N and MERS® eRegistry clause.

WHAT DOES THE MERS® eREGISTRY DO FOR YOU?

- Lenders:** Provides eNote liquidity and best execution
Improves pipeline management
- Settlement Agents:** Improves quality control and productivity
Mitigates document fraud
- Warehouse Lenders:** Improves control of collateral
Reduces exposure to borrower or lender default
- Document Custodians:** Gives first-to-market competitive advantage
Creates more efficient and more accurate automated note certification
- Servicers:** Assists in automating post-closing audit of eNote servicing data
- Investors:** Creates best execution advantage
Faster and more efficient delivery to the secondary market
Improves quality control and assists in fraud detection

WHY eNOTES?

Making eNotes part of the mortgage lending process provides the following benefits:

- Improves the borrowers' experience by shortening the closing time, ensuring quality control.
- Saves money by eliminating the cost of replacing lost or missing notes.
- Saves time by ensuring accuracy of note data and eliminating re-keying time and errors.
- Delivers operating efficiencies by improving pipeline management, use of capital, and best execution timing.
- Makes the promise of eMortgages possible by fulfilling regulatory requirements outlined in the UETA and E-SIGN legislation.



The Mortgage Bankers Association endorsed the creation of a single, national eNote registry and endorsed MERS as its builder and provider. Both Fannie Mae and Freddie Mac require MERS® eRegistry registration of eNotes as a condition for purchase.

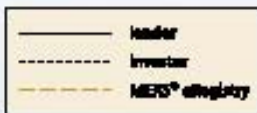
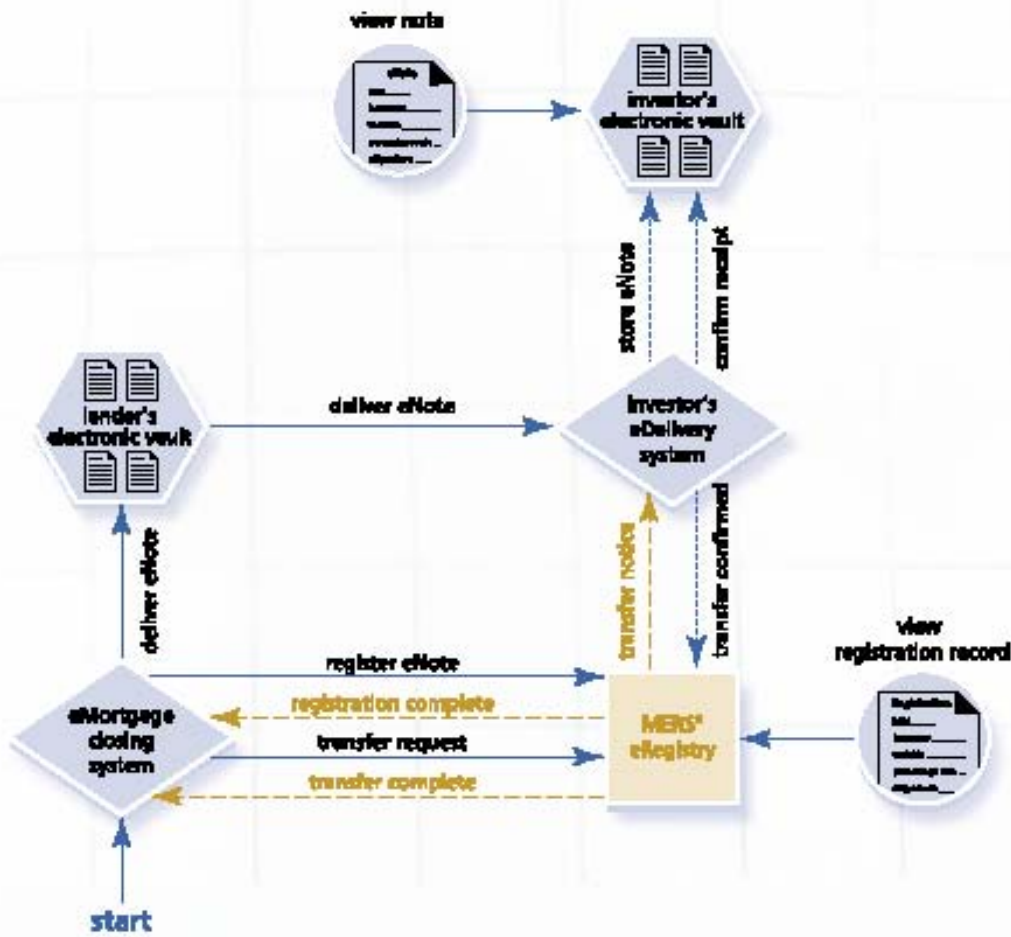


Immediately after closing, Lender registers the eNote on the MERS® eRegistry. The registration record shows the Lender as the Controller and the Location of the eNote, and Delegatee (if applicable).



When the eNote is sold, the Lender initiates a transfer of control transaction to the new Investor. If the eNote is to be delivered to the Investor, the Lender will also include a transfer of Location to the Investor. The Lender delivers the eNote at the Investor's instructions.

REGISTRATION AND SALE PROCESS





The new investor confirms the transfer request(s). The MERS® eRegistry record is automatically updated to show the investor as the Controller (and Location, if applicable).



The current controller (or Delegatee, if applicable) is responsible for reporting servicing events to the MERS® eRegistry. All messages to and from the MERS® eRegistry are XML transactions sent across a secure connection.



MERS SUPPORT

- + Regional Sales Directors
Available nationwide for on-site sales and visits for members and their clients. Call 800-646-MERS (6377) for more information.
- + Business Integration Directors
Assist members in integrating MERS in their business and technical environment.
- + Website (www.mersinc.org)
Convenient online source for everything MERS.
- + User Conference
Annual conference for new and experienced MERS members that provides educational information on legal, regulatory and system enhancement topics.
- + Help Desk
Answers systems, procedural and technical questions for active members.
- + Training
Offered via telephone, on-site and online, at the customers' choice.

MERS SUPPORTS INDUSTRY STANDARDS

- *Mortgage Identification Number (or MIN):* a unique 18-digit tracking number that is added to the security instrument and note at the time of origination.
- *MISMO XML data standards:* greatly reduce the time and effort required for business partners to create new data interfaces with each other.
- *SISAC mortgage industry-specific digital certificates:* used by lenders as a credential to provide virtual identity or other security-related functions.
- *Organization ID number:* a 7-digit number assigned by MERS that uniquely identifies trading partners and their role in a transaction.



MERS® eRegistry FAQs

Q. What is the MERS® eRegistry?

- A. It is an industry utility that serves as the central location to identify the current Controller (holder) and Location (custodian) of the Authoritative Copy of an eNote. The Controller of an eNote has the equivalent rights as that of a "Holder in Due Course" with a paper negotiable promissory note. The MERS® eRegistry is the mortgage industry's "system of record" of ownership for eNotes.

The concept of a national eNote registry was the industry's response to the requirements imposed by the Uniform Electronic Transactions Act (UETA) and the federal Electronic Signatures in Global and National Commerce Act (E-SIGN). It evolved out of the need to track and identify electronic promissory notes or eNotes for electronic mortgages.

Q. Is using the MERS® eRegistry mandatory for MERS Members?

- A. Fannie Mae and Freddie Mac require use of the MERS® eRegistry for eNotes that they purchase.

Q. Does the MERS® eRegistry store eNotes?

- A. No. Organizations that are in the business of providing eVaulting services store eNotes on behalf of the investor.

Q. Since the MERS® eRegistry is the "system of record" of ownership for eNotes, does MERS control the disbursement of closing funds?

- A. No. Closing funds are disbursed as they would be with the closing of a paper note.

Q. Who asked MERS to build the MERS® eRegistry?

- A. The Mortgage Bankers Association and the American Land Title Association sanctioned the creation of a single, national electronic note (eNote) registry system and both organizations have endorsed MERS as the provider of the system.

Q. Why eNotes? What is the benefit?

- A. A Promissory Note in electronic form and registered with the MERS® eRegistry is eligible for sale to all investors with membership in the MERS® eRegistry. Due to the lower costs of handling and greater access to information, loans backed by eNotes are more valuable to investors than the equivalent loans backed by paper notes. The MERS® eRegistry enables lenders to sell these higher value eNotes on a best execution basis.

Lenders also reduce costs with eNotes by streamlining the post closing and certification process, eliminating transportation costs and reducing costs associated with lost, destroyed and missing paper notes.

Q. If I want to originate eNotes, what do I need to do?

- A. There are two scenarios for originators of eNotes to interact with the MERS® eRegistry, one is direct, and the other is through a trading partner.

In the first scenario, you close loans on eNotes that contain the MERS® eRegistry language and a Mortgage Identification Number (MIN), and register them on the MERS® eRegistry. This requires you to have

- connectivity with us (a VPN or Frame Relay connection)
- the ability to create the XML transactions required by the MERS® eRegistry
- the ability to sign those transactions with a digital certificate provided to you from a SISAC-accredited issuer

In the second scenario, you close loans on eNotes that contain the MERS® eRegistry language and a MIN, and immediately sell them to an investor who will do the registrations for you. This is called a Broker/Delegatee relationship. MERS will set up your profile (as the Broker) on the MERS® eRegistry so that it allows another party (your Delegatee) to name you as the initial Controller (holder) and then do a transfer of control to itself.

Whichever scenario you choose, or role you play (lender, broker, investor) we will help you integrate your process with MERS to set up procedures and do any necessary transaction testing.

NOTE: the current Controller (or its Delegatee) listed on the loan also reports servicing events to the MERS® eRegistry.

Q. Does my current MERS Membership allow me to start this process?

- A. Yes, but you must also sign the MERS® eRegistry Addendum. If you are not currently a MERS Member, you must sign the MERS Membership agreement and the Addendum.

Q. What does MERS charge for using the MERS® eRegistry?

- A. There is no additional membership fee for signing the Addendum if you are already a MERS member. There is a one-time Registration Fee. Please reference the MERS Pricing Schedule for current pricing.

Q. Where do I get more information?

- A. **Call the MERS Customer Division at 800-646-6377 or visit the MERS web site at www.mersinc.org.**



1595 Spring Hill Road, Suite 310, Vienna, Virginia 22182
Tel. 800.646.MERS (6377) Fax. 703.748.0183 www.mersinc.org

ROUTING SHEET TO POST REGISTRATION (PRU)**Registration Number:** 2084831**Serial Number:** 75031300**RAM Sale Number:** 5440**RAM Accounting Date:** 20070716**Total Fees:** \$500

Note: Process in accordance with Post Registration Standard Operating Procedure (SOP)

<u>Transaction</u>	<u>Fee Code</u>	<u>Transaction Date</u>	<u>Fee per Class</u>	<u>Number of Classes</u>	<u>Number of Classes Paid</u>	<u>Total Fee</u>
\$8 affidavit	7205	20070716	\$100	1	1	\$100
Application for Renewal (\$9)	7201	20070716	\$400	1	1	\$400

Physical Location: 900 - FILE REPOSITORY (FRANCONIA)

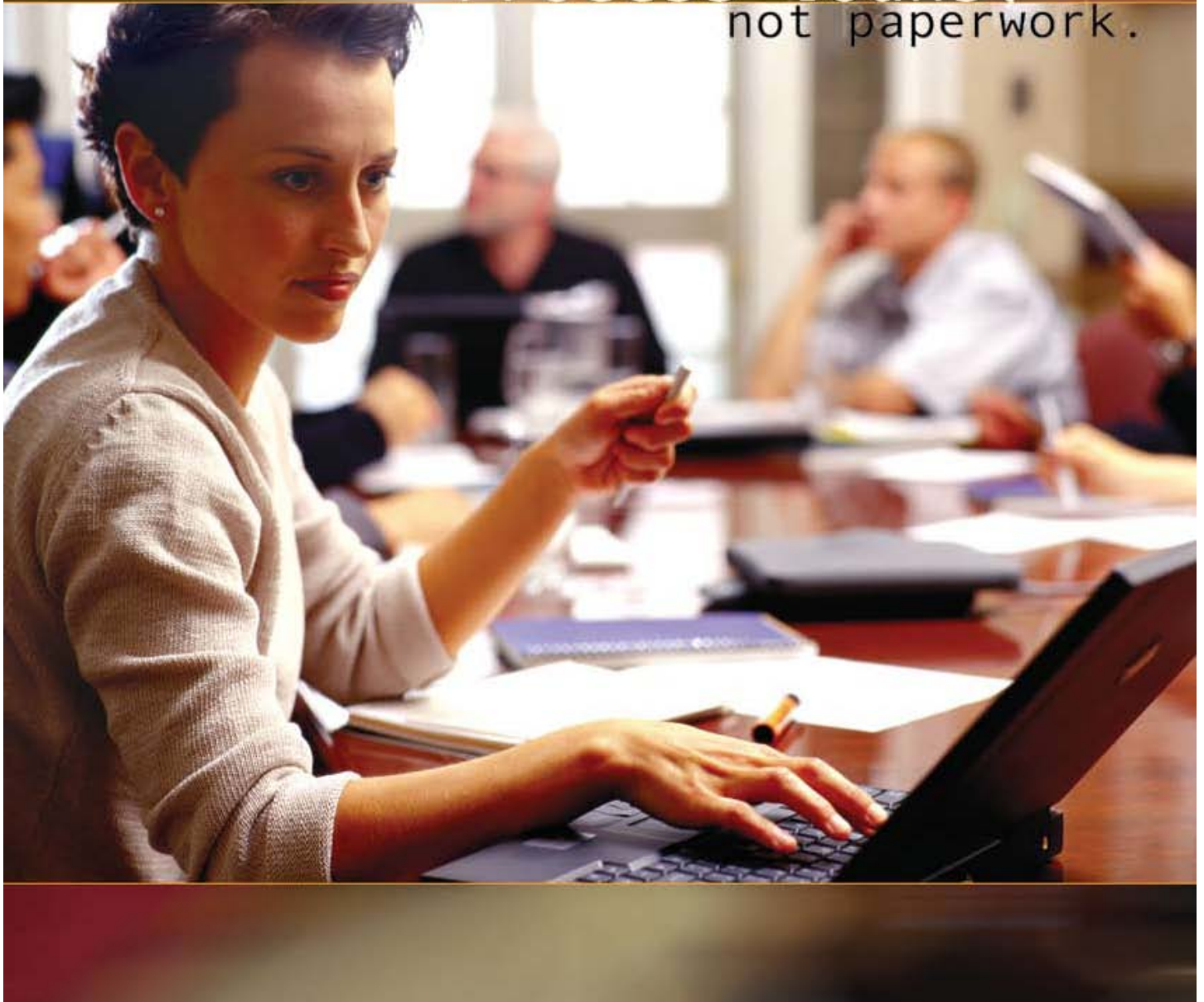
Lost Case Flag: False

In TICRS (AM-FLG-IN-TICRS): True

Transaction Date: 20070716

innovation

Process loans.
not paperwork.



MERS

HOW MERS WORKS FOR YOU

>> Step 1: BECOME A MERS MEMBER

To request a membership application or speak with a MERS Customer Division representative, please call us at 800-646-MERS. Or, you may download the application from www.mersinc.org.

>> Step 2: CREATE A MORTGAGE IDENTIFICATION NUMBER (MIN)

The MIN is a unique, 18-digit identification number that lenders must generate and attach to each loan registered on the MERS® System. Lenders can generate this number using their in-house systems, such as a loan-origination system.

>> Step 3: REGISTER THE LOAN WITH MERS

After the loan disburses, members can now register the loan on the MERS® System. The loan can be registered by a MERS® Ready trading partner, or by the lender using one of our easy-access connections:

- MERS® OnLine gives lenders the power to perform all MERS transactions online.
- Computer-to-computer interface lets your computers speak directly with the MERS® System. You can automate your registrations using this batch interface.

OTHER MERS PRODUCTS

MERS® COMMERCIAL

Adaptation of the MERS residential system applicable to the commercial mortgage-backed securities and multifamily markets.

MERS® eREGISTRY

The system of record to identify the current Controller and Location of the Authoritative Copy of the electronic note.

MERS® LINK

Retrieves information on the current servicer of a mortgage registered on the MERS System.

MERS® 1-2-3

Generates mortgage identification numbers (MINs), prepares closing documents and registers loans on the MERS® System.



FREQUENTLY ASKED QUESTIONS

Q. If MERS is listed as the mortgagee, how is the mail that is normally sent to the servicer handled?

A. MERS forwards all mail to the current servicer or holder of the loan through imaging and email.

Q. If I close a loan in the name of MERS and then sell the loan to a non-MERS member, do I have to record an additional assignment from MERS back to us as the original lender?

A. NO. An additional assignment back to you as the original lender is not necessary. You would record an assignment from MERS to the lender to whom you are selling. A member of your staff is appointed as a MERS certifying officer who will have the authority to sign as a MERS officer.

Q. Can I pass the MERS Registration Fee on to the borrower?

A. YES. On conventional loans you may be able to pass this fee on to the borrower, but you should check with your legal advisors to ensure that you are in compliance with federal and state laws. On government loans, please check with your local field office for availability and approval.

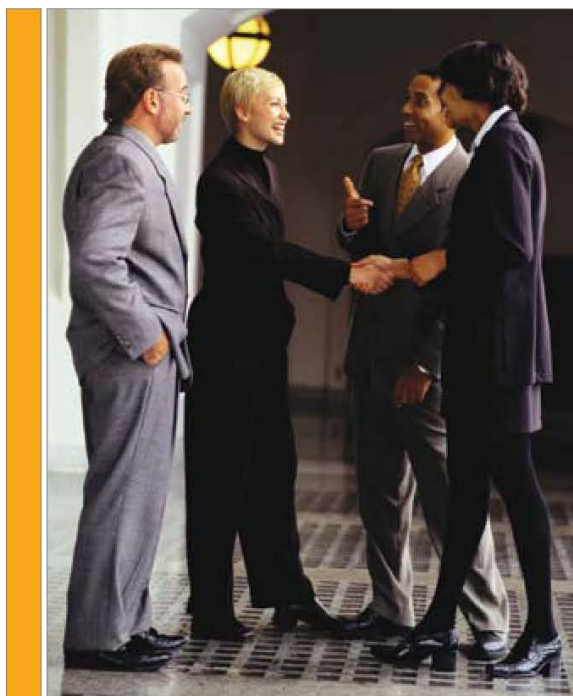
Q. Are service bureaus and software vendors modifying their systems to accommodate use of MERS?

A. YES. MERS provides service bureaus and software vendors with detailed information about MERS operations and system interfaces. Contact your vendors and tell them they need to become MERS[®] Ready for your business, if they aren't already.

If you have any other questions or to request more information, please contact the MERS Customer Division at **800-646-MERS (6377)**.



1595 Spring Hill Road • Suite 310 • Vienna, VA 22182
Tel. 800.646.MERS (6377) • Fax. 703.748.0183 • www.mersinc.org



WHAT IS MERS?

MERS AS ORIGINAL MORTGAGEE

MERS saves lenders money and reduces paperwork by eliminating the need to prepare and record assignments when trading mortgage loans. Borrowers name MERS as mortgagee and nominee for the lender on deeds of trust and mortgages that are recorded in the county land records. Lenders then register the loans on the MERS[®] System and electronically track changes in servicing and beneficial ownership rights over the life of the loan.

MOM MAKES IT WORK

Loans registered with MERS are immunized against future assignments because MERS remains the mortgagee of record no matter how often servicing is traded between MERS members. Fannie Mae, Freddie Mac, VA, FHA, Ginnie Mae, the Federal Home Loan Bank MPF[®], many state housing authorities, and all major Wall Street rating agencies have approved language designating "MERS as Original Mortgagee" on the security instruments. There is no break in the chain of title thanks to "MOM."

MERS AND RESIDENTIAL LOANS

Over half of all newly originated residential loans in the United States are registered on the MERS residential system.

The following sample MOM language is authorized by Fannie Mae and Freddie Mac to be incorporated into security instruments:

"MERS is Mortgage Electronic Registration Systems, Inc. MERS is a separate corporation that is acting solely as nominee for Lender and Lender's successors and assigns. MERS is the mortgagee under this Security Instrument. MERS is organized and existing under the laws of Delaware, and has an address and telephone number of P.O. Box 2026, Flint, MI 48501-2026."

Please consult your Fannie Mae or Freddie Mac seller/servicer guide, or your document provider, for state-specific language.



DUAL ASSIGNMENT TRANSACTION (CORRESPONDENT REGISTERS LOAN)

3RD PARTY LOAN ORIGINATOR	RECORDED ASSIGNMENT - \$22*	WITHOUT MERS						
	RECORDED ASSIGNMENT - \$0	WITH MERS						
CORRESPONDENT LENDER	RECORDED ASSIGNMENT - \$22*	WITHOUT MERS						
	RECORDED ASSIGNMENT - \$0	WITH MERS						
INVESTOR	\$44 COSTS WITHOUT MERS							
	\$4.95 MERS REGISTRATION FEE							
>> YOU SAVE \$39.05 PER LOAN								

SINGLE ASSIGNMENT TRANSACTION (CORRESPONDENT REGISTERS LOAN)

[illegible]

* Cost savings per cost benefit analysis spread sheet available from MERS. Assignment costs shown are national averages.

MERS SAVES TIME & MONEY

BENEFITS FOR LENDERS

- Saves \$22 on average* on each loan by eliminating assignments.
- Enables loans to be sold faster
- Reduces clerical time and shipping expenses (no paper assignments to record or track)
- Cuts documentation errors and "suspense" items
- Streamlines and simplifies the loan closing process

* Cost savings based on a national average

BENEFITS FOR SERVICERS

- Speeds up lien release process
- Shortens foreclosure times by eliminating chain of title issues
- Streamlines bulk acquisitions and mergers (due to the absence of assignments)



Are your vendors MERS® Ready? Look for this sign when you do business. Lenders and vendors that use this logo can handle your MERS business today.

MERS MEMBERSHIP

MERS OFFERS THREE MEMBERSHIP LEVELS

General — For lenders who typically service loans. General memberships are available in four different tiers based on annual volumes of loan originations or servicing, whichever is greater.

Lite — For lenders who only originate loans and sell servicing rights flow.

Patron — for organizations who support MERS registrations but do not register loans on the system.

Please visit www.mersinc.org for the current membership fee schedule.

REGISTRATION FEES

Members pay a fee each time they register a loan on the MERS® System. The registration fee covers loan registration and all transfers to a wholesale lender, as long as the servicing rights transfer occurs within 269 days of the note date. Loans transferred 270 days or greater are charged an additional fee. Please visit www.mersinc.org for the most current trans-action fee schedule.

MERS SUPPORT

MERS Website — www.mersinc.org. Convenient online resource.

MERS Conferences — A user conference and regional workshops throughout the year provide specialized educational sessions for new and experienced members.

Regional Sales Directors — Available nationwide for site visits for you or your clients.

Business Integration Directors — Guide you through the implementation process.

Help Desk — Call center for systems, procedural and technical questions for active members.

Training — Online, phone, and on-site training available.

Web Seminars — Periodic real-time training of specific MERS topics.





MEMBERSHIP APPLICATION

MERS-ASSIGNED ORG ID#:

1	0	0				
---	---	---	--	--	--	--

(MERS USE ONLY)

COMPANY INFORMATION (PLEASE TYPE OR PRINT)

COMPANY NAME:		
D.B.A., IF APPLICABLE:		
STREET ADDRESS:		
CITY:	STATE:	ZIP:
MAIN PHONE:	MAIN FAX:	
TOLL-FREE NUMBER:	CORP. WEB SITE: www.	

COMPANY CONTACTS:

	NAME	TITLE	PHONE	EMAIL (REQUIRED)
MERS PROJECT MGR <i>(To be interviewed)</i>				
EXECUTIVE SPONSOR				
OFFICE OF THE CEO				
OPERATIONS				
SECONDARY				
GENERAL COUNSEL				
FINANCE				
LOAN PRODUCTION				
LOAN SERVICING				
INFORMATION TECH.				
COMPLIANCE				
MERS BILLING				
MERS OPERATIONS				
PERSON TO RECEIVE ALL COMMUNICATIONS FROM MERS:				

PLEASE CHECK THE BOXES THAT REFLECT YOUR VOLUMES FOR THE MOST RECENT 12-MONTH PERIOD:

ANNUAL PRODUCTION VOLUME	SIZE OF SERVICING PORTFOLIO
UNDER \$250 MILLION <input type="checkbox"/>	UNDER \$2 BILLION <input type="checkbox"/>
\$250 MILLION - \$1 BILLION <input type="checkbox"/>	\$2 BILLION - \$10 BILLION <input type="checkbox"/>
> \$1 BILLION - \$10 BILLION <input type="checkbox"/>	> \$10 BILLION - \$50 BILLION <input type="checkbox"/>
> \$10 BILLION <input type="checkbox"/>	> \$50 BILLION <input type="checkbox"/>
N/A <input type="checkbox"/>	N/A <input type="checkbox"/>

ARE YOU AFFILIATED WITH ANY OTHER MORTGAGE LENDERS? ☐ Yes ☐ No

IF YES, PLEASE LIST

WHICH ARE MERS MEMBERS:

NAME

MERS ORG ID

	1	0	0				
	1	0	0				
	1	0	0				

PLEASE CHECK ALL THAT APPLY TO YOUR ORGANIZATION:

<input type="checkbox"/> BROKER	<input type="checkbox"/> MORTGAGE INSURER	<input type="checkbox"/> LENDER (CHECK ALL THAT APPLY):
<input type="checkbox"/> CONDUIT	<input type="checkbox"/> SERVICER	<input type="checkbox"/> RETAIL %
<input type="checkbox"/> CUSTODIAN	<input type="checkbox"/> SUBSERVICER	<input type="checkbox"/> WHOLESALE %
<input type="checkbox"/> FHLB	<input type="checkbox"/> TAX SERVICE	<input type="checkbox"/> CORRESPONDENT %
<input type="checkbox"/> FEDERAL RESERVE BANK	<input type="checkbox"/> TITLE COMPANY	
<input type="checkbox"/> FLOOD INSURER	<input type="checkbox"/> TRUSTEE	
<input type="checkbox"/> HAZARD INSURER	<input type="checkbox"/> VENDOR/SERVICER PROVIDER	
<input type="checkbox"/> HOUSING AGENCY	<input type="checkbox"/> DESCRIBE:	
<input type="checkbox"/> INTERIM FUNDER / WAREHOUSE LENDER	<input type="checkbox"/> CONSULTANT / OTHER:	
<input type="checkbox"/> INVESTOR	<input type="checkbox"/> DESCRIBE:	

ORIGINATION ACTIVITY

VOLUME: #	UNITS CLOSED MONTHLY	
ON AVERAGE, DAYS FROM THE NOTE DATE THE LOAN IS SOLD:	<input type="checkbox"/> WITHIN 10 DAYS	<input type="checkbox"/> HOLD FOR FIRST PAYMENT
	<input type="checkbox"/> INTERIM SERVICING (COLLECT 2+ PAYMENTS)	<input type="checkbox"/> OTHER (PLEASE SPECIFY):
WHOLESALE: DO YOU CLOSE LOANS IN THE BROKER'S NAME?	<input type="checkbox"/> Yes <input type="checkbox"/> No	TPO? <input type="checkbox"/> Yes <input type="checkbox"/> No

TRADING PARTNERS: PRIMARY INVESTORS YOU SELL TO

(IF MORE ROOM IS NEEDED, PLEASE LIST USING SEPARATE SHEET)

COMPANY NAME	MAIN CONTACT	PHONE	E-MAIL	% SOLD/MO

OTHERS:

SERVICING RELEASED? ☐ Yes ☐ No

ARE YOU SELLING DIRECTLY TO FANNIE MAE, FREDDIE MAC AND/OR GINNIE MAE? ☐ Yes ☐ No

LIST HOUSING AGENCIES IF APPLICABLE: SERVICING RELEASED? ☐ Yes ☐ No

WAREHOUSE LENDER(S): DO THEY ACCEPT MERS? ☐ Yes ☐ No

IF SERVICING, WHAT IS YOUR SYSTEM?

IF SUB-SERVICING, WHO DO YOU USE?

ORIGINATION AND DOC PREP SYSTEM

LOS SYSTEM USED:	VERSION #:
DOES LOS HAVE MERS FUNCTIONALITY? (CHECK ALL THAT APPLY)	<input type="checkbox"/> MIN GENERATION <input type="checkbox"/> MIN TO DOCS <input type="checkbox"/> REGISTRATION TO MERS® SYSTEM
DOC PREP SYSTEM(S) USED:	DOES IT SUPPORT MERS DOCUMENTS? <input type="checkbox"/> Yes <input type="checkbox"/> No
ARE DOCUMENTS CONTROLLED CENTRALLY? <input type="checkbox"/> Yes <input type="checkbox"/> No	IF NO, EXPLAIN:

INVESTOR REFERENCES (MUST BE COMPLETED)

FHA MORTGAGEE ID NUMBER:	
VA APPROVAL NUMBER:	
FANNIE MAE SELLER / SERVICER ID NUMBER:	
FREDDIE MAC SELLER / SERVICER ID NUMBER:	
GINNIE MAE ISSUER NUMBER:	
INVESTOR REFERENCE #1 (COMPANY, CONTACT, PHONE):	
INVESTOR REFERENCE #2 (COMPANY, CONTACT, PHONE):	
PLEASE TELL US HOW YOU HEARD ABOUT MERS:	

BY COMPLETING, SIGNING, AND SUBMITTING THIS APPLICATION, THE APPLICANT IS AGREEING TO BE A MERS MEMBER. THE APPLICANT HEREBY AGREES TO PAY ALL FEES AND EXPENSES SET FORTH IN THE MERS RESIDENTIAL FEE SCHEDULE, WHICH MAY CHANGE FROM TIME TO TIME; ABIDE BY ALL EXISTING MERS RULES AND PROCEDURES, WHICH ARE INCORPORATED HEREIN BY REFERENCE AND MAY BE AMENDED FROM TIME TO TIME; AND COMPLY WITH THE TERMS AND CONDITIONS SET FORTH IN THE ATTACHED ADDENDUM ENTITLED TERMS AND CONDITIONS.

NOTE: THE APPLICANT WILL BE BILLED THE MEMBERSHIP FEES AS STATED IN THE MERS RESIDENTIAL FEE SCHEDULE. PLEASE DO NOT SEND PAYMENT AT THIS TIME.

APPLICANT SIGNATURE:** _____
(PLEASE PRINT THIS FORM, SIGN AND FAX BACK TO MERS, OR ATTACH A DIGITIZED SIGNATURE AND SEND VIA E-MAIL)

DATE:

EMAIL ADDRESS:

***The Applicant agrees that by attaching or inserting the Applicant's authorized representative's electronic signature, his/her electronic signature is intended to bind the Applicant and the Applicant acknowledges that the electronic signature shall have full force and effect as to the Applicant agreeing to the terms of this Application.*

FAX OR MAIL YOUR COMPLETED AND SIGNED APPLICATION TO:

MERS

ATTENTION: CUSTOMER DIVISION

1595 SPRING HILL ROAD, SUITE 310, VIENNA, VIRGINIA

TELEPHONE 800.646.MERS (6377) FAX 703.748.0183

APPLICATIONS@MERSINC.ORG

MERS[®] eRegistry

Speed. Liquidity. Security.



WHAT IS THE MERS® eREGISTRY?

The MERS® eRegistry is the system of record that identifies who is in control of the electronic note. It points to the location of the authoritative copy of the eNote, stored by a custodian in a secure electronic vault.

Because of this, the MERS® eRegistry is a necessity in the eMortgage world. It saves money and prevents confusion on who controls the eNote.

Today, lenders are closing eNotes and selling them into the secondary market through the MERS® eRegistry. Fannie Mae and Freddie Mac both require the use of the MERS® eRegistry when selling eNotes to them.

The MERS® eRegistry fulfills the "Safe Harbor" requirements in the state-led Uniform Electronic Transactions Act (UETA) and E-SIGN (Electronic Signatures in Global and National Commerce Act of 2000) adopted by Congress.

WHAT DOES THE MERS® eREGISTRY DO?

When a lender registers an eNote on the MERS® eRegistry, the registration process:

- Uniquely identifies the eNote's current Controller and Location of the Authoritative Copy
- Validates the MIN – Mortgage Identification Number (the unique identification number for a registered eNote)
- Stores the unique digital signature (hash value) of the eNote
- Validates the identity of the lender
- Confirms the registration is complete
- Prevents duplicate registrations
- Sends a confirmation to the lender
- Stores key information to readily identify the loan

NEW WORLD / NEW LANGUAGE

Paper World	Electronic World
Negotiable Instrument	Transferable Record ("eNote")
Original Note	Authoritative Copy of eNote
Possession	Control
Investor/Holder	Controller
Custodian	Location (electronic vault)
Endorsement	Transfer of Control
Holder in Due Course	Transferable Record Audit Trail
Servicer	Controller's Delegatee
Wet Signature	Electronic Signature

HERE'S HOW THE MERS® eREGISTRY WORKS...



Lender has borrower eSign an eNote at closing (using eClosing platform). eNote contains M/N and MERS® eRegistry clause.

WHAT DOES THE MERS® eREGISTRY DO FOR YOU?

- Lenders:** Provides eNote liquidity and best execution
Improves pipeline management
- Settlement Agents:** Improves quality control and productivity
Mitigates document fraud
- Warehouse Lenders:** Improves control of collateral
Reduces exposure to borrower or lender default
- Document Custodians:** Gives first-to-market competitive advantage
Creates more efficient and more accurate automated note certification
- Servicers:** Assists in automating post-closing audit of eNote servicing data
- Investors:** Creates best execution advantage
Faster and more efficient delivery to the secondary market
Improves quality control and assists in fraud detection

WHY eNOTES?

Making eNotes part of the mortgage lending process provides the following benefits:

- Improves the borrowers' experience by shortening the closing time, ensuring quality control.
- Saves money by eliminating the cost of replacing lost or missing notes.
- Saves time by ensuring accuracy of note data and eliminating re-keying time and errors.
- Delivers operating efficiencies by improving pipeline management, use of capital, and best execution timing.
- Makes the promise of eMortgages possible by fulfilling regulatory requirements outlined in the UETA and E-SIGN legislation.



The Mortgage Bankers Association endorsed the creation of a single, national eNote registry and endorsed MERS as its builder and provider. Both Fannie Mae and Freddie Mac require MERS® eRegistry registration of eNotes as a condition for purchase.

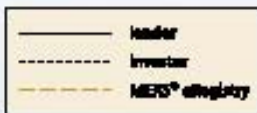
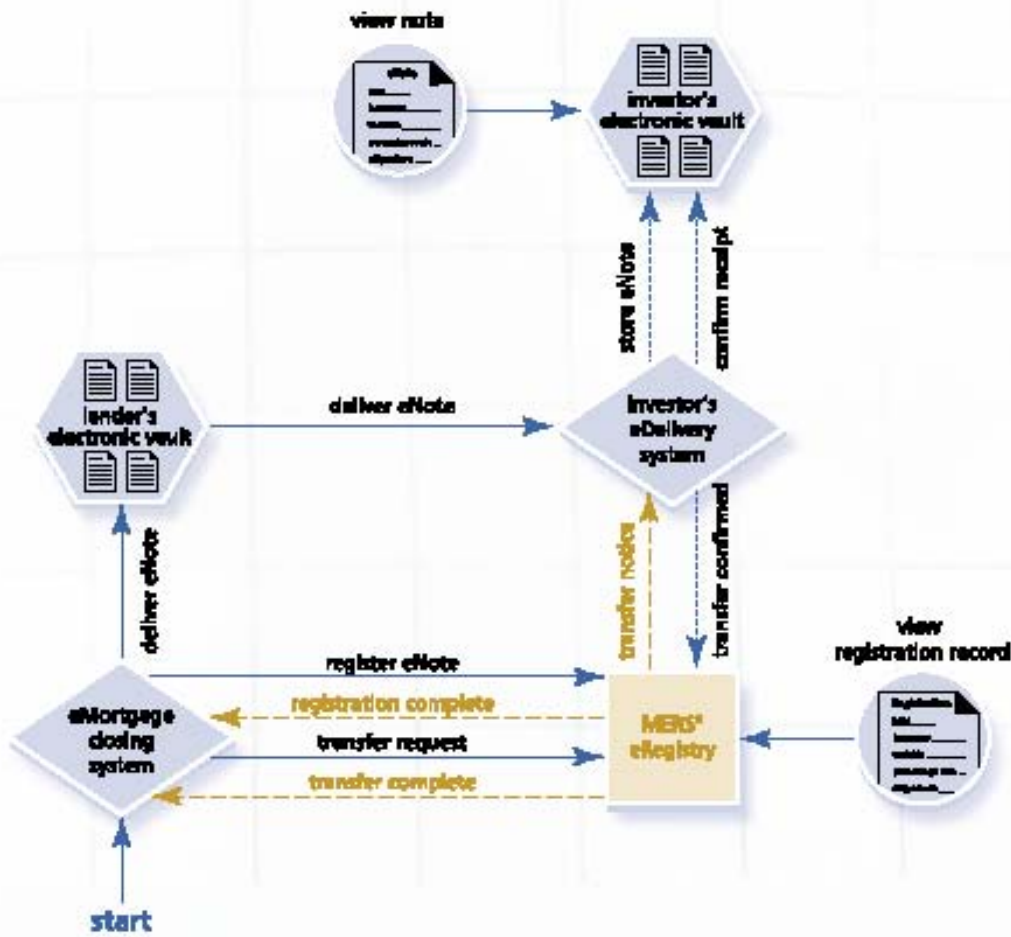


Immediately after closing, Lender registers the eNote on the MERS® eRegistry. The registration record shows the Lender as the Controller and the Location of the eNote, and Delegatee (if applicable).



When the eNote is sold, the Lender initiates a transfer of control transaction to the new Investor. If the eNote is to be delivered to the Investor, the Lender will also include a transfer of Location to the Investor. The Lender delivers the eNote at the Investor's instructions.

REGISTRATION AND SALE PROCESS





The new investor confirms the transfer request(s). The MBS® eRegistry record is automatically updated to show the investor as the Controller (and Location, if applicable).



The current controller (or Delegatee, if applicable) is responsible for reporting servicing events to the MBS® eRegistry. All messages to and from the MBS® eRegistry are XML transactions sent across a secure connection.



MERS SUPPORT

- + Regional Sales Directors
Available nationwide for on-site sales and visits for members and their clients. Call 800-646-MERS (6377) for more information.
- + Business Integration Directors
Assist members in integrating MERS in their business and technical environment.
- + Website (www.mersinc.org)
Convenient online source for everything MERS.
- + User Conference
Annual conference for new and experienced MERS members that provides educational information on legal, regulatory and system enhancement topics.
- + Help Desk
Answers systems, procedural and technical questions for active members.
- + Training
Offered via telephone, on-site and online, at the customers' choice.

MERS SUPPORTS INDUSTRY STANDARDS

- *Mortgage Identification Number (or MIN):* a unique 18-digit tracking number that is added to the security instrument and note at the time of origination.
- *MISMO XML data standards:* greatly reduce the time and effort required for business partners to create new data interfaces with each other.
- *SISAC mortgage industry-specific digital certificates:* used by lenders as a credential to provide virtual identity or other security-related functions.
- *Organization ID number:* a 7-digit number assigned by MERS that uniquely identifies trading partners and their role in a transaction.



MERS® eRegistry FAQs

Q. What is the MERS® eRegistry?

- A. It is an industry utility that serves as the central location to identify the current Controller (holder) and Location (custodian) of the Authoritative Copy of an eNote. The Controller of an eNote has the equivalent rights as that of a "Holder in Due Course" with a paper negotiable promissory note. The MERS® eRegistry is the mortgage industry's "system of record" of ownership for eNotes.

The concept of a national eNote registry was the industry's response to the requirements imposed by the Uniform Electronic Transactions Act (UETA) and the federal Electronic Signatures in Global and National Commerce Act (E-SIGN). It evolved out of the need to track and identify electronic promissory notes or eNotes for electronic mortgages.

Q. Is using the MERS® eRegistry mandatory for MERS Members?

- A. Fannie Mae and Freddie Mac require use of the MERS® eRegistry for eNotes that they purchase.

Q. Does the MERS® eRegistry store eNotes?

- A. No. Organizations that are in the business of providing eVaulting services store eNotes on behalf of the investor.

Q. Since the MERS® eRegistry is the "system of record" of ownership for eNotes, does MERS control the disbursement of closing funds?

- A. No. Closing funds are disbursed as they would be with the closing of a paper note.

Q. Who asked MERS to build the MERS® eRegistry?

- A. The Mortgage Bankers Association and the American Land Title Association sanctioned the creation of a single, national electronic note (eNote) registry system and both organizations have endorsed MERS as the provider of the system.

Q. Why eNotes? What is the benefit?

- A. A Promissory Note in electronic form and registered with the MERS® eRegistry is eligible for sale to all investors with membership in the MERS® eRegistry. Due to the lower costs of handling and greater access to information, loans backed by eNotes are more valuable to investors than the equivalent loans backed by paper notes. The MERS® eRegistry enables lenders to sell these higher value eNotes on a best execution basis.

Lenders also reduce costs with eNotes by streamlining the post closing and certification process, eliminating transportation costs and reducing costs associated with lost, destroyed and missing paper notes.

Q. If I want to originate eNotes, what do I need to do?

- A. There are two scenarios for originators of eNotes to interact with the MERS® eRegistry, one is direct, and the other is through a trading partner.

In the first scenario, you close loans on eNotes that contain the MERS® eRegistry language and a Mortgage Identification Number (MIN), and register them on the MERS® eRegistry. This requires you to have

- connectivity with us (a VPN or Frame Relay connection)
- the ability to create the XML transactions required by the MERS® eRegistry
- the ability to sign those transactions with a digital certificate provided to you from a SISAC-accredited issuer

In the second scenario, you close loans on eNotes that contain the MERS® eRegistry language and a MIN, and immediately sell them to an investor who will do the registrations for you. This is called a Broker/Delegatee relationship. MERS will set up your profile (as the Broker) on the MERS® eRegistry so that it allows another party (your Delegatee) to name you as the initial Controller (holder) and then do a transfer of control to itself.

Whichever scenario you choose, or role you play (lender, broker, investor) we will help you integrate your process with MERS to set up procedures and do any necessary transaction testing.

NOTE: the current Controller (or its Delegatee) listed on the loan also reports servicing events to the MERS® eRegistry.

Q. Does my current MERS Membership allow me to start this process?

- A. Yes, but you must also sign the MERS® eRegistry Addendum. If you are not currently a MERS Member, you must sign the MERS Membership agreement and the Addendum.

Q. What does MERS charge for using the MERS® eRegistry?

- A. There is no additional membership fee for signing the Addendum if you are already a MERS member. There is a one-time Registration Fee. Please reference the MERS Pricing Schedule for current pricing.

Q. Where do I get more information?

- A. **Call the MERS Customer Division at 800-646-6377 or visit the MERS web site at www.mersinc.org.**



1595 Spring Hill Road, Suite 310, Vienna, Virginia 22182
Tel. 800.646.MERS (6377) Fax. 703.748.0183 www.mersinc.org

Revocation of Attorney/Domestic Representative and/or Appointment of Attorney/Domestic Representative

The table below presents the data as entered.

Input Field	Entered
SERIAL NUMBER	75031300
REGISTRATION NUMBER	2084831
LAW OFFICE ASSIGNED	LAW OFFICE 102
MARK SECTION	
MARK	MERS
ATTORNEY SECTION	
ORIGINAL ADDRESS	Amy Span Wergeles Shaw, Pittman, Potts & Trowbridge 2300 N Street, N.W. Washington, DC 20037
STATEMENT TEXT	By submission of this request, the undersigned REVOKES the power of attorney currently of record, as listed above.
NEW CORRESPONDENCE ADDRESS	
NAME	MERSCORP, Inc.
STREET	1595 Spring Hill Rd, Suite 310
CITY	Vienna
STATE	Virginia
COUNTRY	United States
POSTAL/ZIP CODE	22182
PHONE	703-761-1270
FAX	703-748-0183
EMAIL	mers@mersinc.org
AUTHORIZED TO COMMUNICATE VIA E-MAIL	YES
SIGNATURE SECTION	

SIGNATURE	/Sharon M. Horstkamp/
SIGNATORY NAME	Sharon McGann Horstkamp
SIGNATORY DATE	07/16/2007
SIGNATORY POSITION	Vice President & General Counsel
FILING INFORMATION SECTION	
SUBMIT DATE	Mon Jul 16 10:38:25 EDT 2007
TEAS STAMP	USPTO/RAA-66.239.151.2-20 070716103825849756-750313 00-380d12c9517d4e3ce318bd 34e8ff87e48-N/A-N/A-20070 716103047170866

Revocation of Attorney/Domestic Representative and/or Appointment of Attorney/Domestic Representative

To the Commissioner for Trademarks:

MARK: MERS

SERIAL NUMBER: 75031300

REGISTRATION NUMBER: 2084831

The original attorney

Amy Span Wergeles
Shaw, Pittman, Potts & Trowbridge
2300 N Street, N.W.
Washington, DC 20037

By submission of this request, the undersigned REVOKES the power of attorney currently of record, as listed above.

Original Correspondence Address :

Amy Span Wergeles
Shaw, Pittman, Potts & Trowbridge
2300 N Street, N.W.
Washington, DC 20037

The following is to be used as the correspondence address:

MERSCORP, Inc.
1595 Spring Hill Rd, Suite 310
Vienna, Virginia 22182
United States

703-761-1270
703-748-0183
mers@mersinc.org

Signature: /Sharon M. Horstkamp/ Date: 07/16/2007

Signatory's Name: Sharon McGann Horstkamp

Signatory's Position: Vice President & General Counsel

Serial Number: 75031300

Internet Transmission Date: Mon Jul 16 10:38:25 EDT 2007

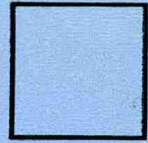
TEAS Stamp: USPTO/RAA-66.239.151.2-20070716103825849

756-75031300-380d12c9517d4e3ce318bd34e8f

f87e48-N/A-N/A-20070716103047170866

75031300

EP
pp



CONTENTS

Entry	Date	Initials
1. <i>Ex Amdt A</i>	JUN 28 1996	JUL - 1996
2. <i>Ex Amdt B</i>	JUL 17 1996	JUL 1996
3. NOFP		
4. N of A		
5. JAN 21 1997		
6. SOU FILED	2-25-97	APR 2 1997
7. <i>8-15</i>	6-26-03	AC
8.		
9.		
10.		
11.		
12.		
13.		
14.		
15.		
16.		
17.		
18.		
19.		
20.		
21.		
22.		
23.		
24.		
25.		
26.		
27.		
28.		
29.		
30.		

[illegible]

(All Entries Should Be Dated and Initialed)

INITIALS

Left message for Gretchen, esp

Paul

<input type="checkbox"/>	Specimens Acceptable for Class(es) [
<input type="checkbox"/>	Bulky Specimens with Examining Attorney
<input type="checkbox"/>	Drawing Acceptable for Printing
<input type="checkbox"/>	Clerical Instructions Inside

6/8/97

TE
TE 9/17/97
up

75031300

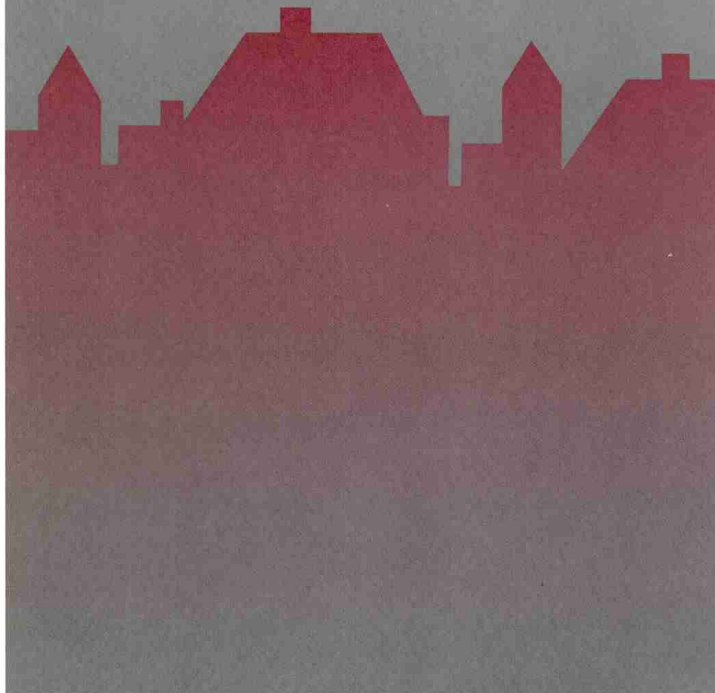
1. REG. NO. 2,084,831		3. MARK MERS		4. SER. NO. 75/C31300	
2. REG. DATE JUL 29 1997				5. REGISTER PRINCIPAL	
6. INTERNATIONAL CLASS 42-36		7. PRIOR U.S. CLASS 100-101		8. FILING DATE 12/21/95	
				9. LAW OFFICE 102	
10. APPLICANT AND POST OFFICE Mortgage Electronic Registration Systems Inc. 1125 15th Street, NW Washington, D.C. 20005 CORPORATION OF DELAWARE				16. EXAMINING ATTORNEY RICHARD KIM	
				17. TYPE OF MARK SERVICE MARK SECTION 1 (S)	
				18. FIRST USE ICL 842 00/00/0000 , 036	
11. CORRESPONDENCE ADDRESS Amy Span Wergeles Shaw, Pittman, Potts & Trowbridge 2300 N Street, N.W. Washington, DC 20037				19. IN COMMERCE ICL 842 00/00/0000 , 036	
12. DOMESTIC REPRESENTATIVE				20. FOREIGN REG. AND APPL. DATA	
13. APPLICANT'S ATTORNEY Amy Span Wergeles					
15. GOODS - SERVICES 036 database services, namely providing entries of the transfer of mortgage servicing rights, mortgage ownership, security interests in mortgages and the release of mortgages in a database for use by those in the mortgage banking industry 036 - See inside B1					
21. OTHER DATA					
PTO-102L (REV. 12/82) U.S. DEPT. OF COMMERCE - PATENT AND TRADEMARK OFFICE					

PUBLISHED
OCT 29 1995

Examining Attorney—(Please Print Name)		Date Published in Trademark O.G.	
Approved for Publication (Principal Register)—(Signature) <i>[Signature]</i>		Section 8 Accepted—(Signature) <i>[Signature]</i>	
Approved for Registration (Section 1(d))—(Signature) <i>[Signature]</i>		Section 15—(Signature) <i>[Signature]</i>	
Approved for Registration (Supplemental Register)—(Signature)		Section 9 Renewal Accepted—(Signature)	



MORTGAGE ELECTRONIC REGISTRATION SYSTEMS, INC.





I. MERS IS HERE!!

MERS™, the electronic registry for tracking ownership of mortgage rights, is set to begin streamlining the real estate finance industry. Join other members today! Sign up now and receive all the benefits and value of MERS.

In this packet you will learn how MERS' re-engineering efficiencies are projected to save the real estate finance industry up to \$200 million annually and how your organization can use MERS to reap these benefits. Included in this packet are:

Left Pocket: MERS Information

- I. *MERS Is Here*
- II. *Overview of How MERS Works*
- III. *MERS Launch Plan*
- IV. *MERS Development and Implementation*
- V. *MERS Corporate Profile*
- VI. *Board of Directors & Advisory Council*
- VII. *The MERS and EDS Partnership*
- VIII. *MERS Marketing Alliance*
- IX. *Frequently Asked Questions About MERS*

Right Pocket: Membership Information

- A. *Benefits and Value of MERS Membership*
- B. *How to Become a Member of MERS*
- C. *Pricing Schedule*
- D. *Membership Application*

What the Industry Has to Say About MERS:

"MERS will be a big leap forward in our ability to manage and control our warehouse security as well as reduce expenses on general servicing assignments. Norwest is enthusiastically behind MERS and we plan to be the first company to actually use MERS."

Steve Morrison

Senior Vice President and General Counsel, Norwest Mortgage, Incorporated

"Fannie Mae is proud to have been one of the original members of the team that first conceptualized MERS. Over the past few years we have made significant monetary and resource investments to make MERS a reality. MERS is now ready to deliver the efficiencies and cost savings that will benefit both our industry and the American homeowner. We are committed to the success of MERS and we look forward to working with our industry partners on this new and exciting initiative."

Rick Amatucci

Vice President, Fannie Mae

-Over-

12/20/96



Official Information Technology Partner

"MERS supports industry efforts to streamline the overall mortgage process for lenders and servicers, transforming a paper-based process to an electronic process that improves the flow and accuracy of information relative to the ownership of mortgage rights."

"As an originator we look forward to MERS streamlining the lien release process. Unrecorded assignments currently prepared for investors or warehouse lenders should be unnecessary in the future."

"We expect MERS will indeed provide opportunities for better risk management, helping to avoid multiple or fraudulent funding of mortgage loans."

Mark Fleming
Vice President, Freddie Mac

"MERS is critical technology for originators, servicers, and software vendors. Every player in the mortgage industry should learn about MERS as soon as possible."

Donna Pedigo
Senior Vice President, American Home Funding, Inc.

"MERS represents one of the few real re-engineering initiatives in the lending industry which by its very nature will provide benefits to a host of customers: consumers, investors, servicers, local recorders, title companies, and others. HomeSide Lending, Inc. is planning to install MERS in 1997."

Bill Glasgow
Executive Vice President, HomeSide Lending, Inc.

"I feel that MERS is the single most revolutionary advancement in automation seen by the industry to date. Eventually, buyers of servicing may simply not bid on non-MERS portfolios due to the higher costs and repetitive paperwork required."

Herman F. Churchwell
Chairman and Chief Executive Officer, Hamilton, Carter, Smith & Co., Inc.

"ALLIED Group Mortgage Company is excited to be involved with the MERS project. MERS is the first major initiative developed by and for the benefit of the entire mortgage industry. Even small servicers will benefit from reduced assignment and release processing costs."

Joyce Webb
Assistant Vice President, ALLIED Group Mortgage, Inc.

"We view MERS as playing a critical role in streamlining the overall mortgage process for lenders and servicers. MERS represents an industry initiative that should be actively pursued by all participants in the industry."

Tim Breedlove
Senior Vice President, Weyerhaeuser Mortgage Corporation

II. Overview of How MERS Works

MERSTM has been incorporated by leaders in the mortgage industry to be owned by the industry, and operated for the benefit of the industry, applying technology and electronic commerce to:

- transform paper-based processes to an electronic format.
- improve operational efficiencies.
- increase the liquidity of mortgage rights.
- increase the value of mortgage servicing rights.
- improve the profitability of the industry.
- improve the flow and accuracy of information relative to the ownership of mortgage rights.
- facilitate continuing improvements through technology and electronic commerce.

How MERS Works

MERS will operate within the existing legal framework of all 50 states. A loan registered with MERS will receive a permanent Mortgage Identification Number (MIN) as early as loan application. The MIN is designed to “wrap around” the lender’s existing loan number. The universal MIN reduces research, cross-referencing and handling time and enhances fraud detection.

The paper mortgage (or deed of trust) in favor of the lender will still be executed and recorded in the public land records as it is today; then an assignment of the mortgage will be recorded in the land records naming MERS as mortgagee-of-record. MERS will then track the ownership and transfers of servicing rights and beneficial rights on the MERS system electronically, thus eliminating the need for recording subsequent assignments of the mortgage when mortgage rights are traded.

For example, in the case of a correspondent lender, instead of recording an assignment to the wholesale lender, the recorded assignment would be to MERS -- with the wholesale lender registered as the owner and thereby preparing the loan for future trading through MERS. Just as importantly, with MERS as mortgagee-of-record, unrecorded assignments currently prepared for investors or warehouse lenders should be unnecessary and the lien release process streamlined.

MERS consolidates in one location ownership information currently found in closing documents, public land records, and mortgage assignments. Of course, as mortgagee-of-record, MERS will receive legal notices. MERS will forward mail to the appropriate servicer upon receipt, electronically whenever possible. The servicer will continue to perform loan servicing functions as it does today. MERS will implement a quality control program to confirm performance.

-Over-

Software and Architecture Plans for the MERS System

- Microsoft Windows 95 or 3.1
- Microsoft Exchange
- Three-tier client/server infrastructure
- Document and mail image processing through filenet

Technical Overview

All information maintained by the MERS system - including registration, transfers of rights, lien releases and inquiries - will be available to members through multiple access methods. Depending on membership size, activity, and current configuration, MERS will provide access to the information stored within the MERS system.

The MERS system infrastructure will enable members to connect to the system and access information through the following methods:

- Frame Relay
- X.25
- 800 Line
- 56K Dedicated Line
- Voice Response Units (data inquiry only)
- ISDN Dial-Up
- Value Added Networks (VANs)

MERS members will be able to use various devices to connect to the system and access information. MERS' goal is to provide cost-effective access by enabling members to use current in-house configurations whenever possible. A standard configuration will be recommended to help members implement the most effective environment to take full advantage of the MERS system capabilities.

Detailed specifications are being defined during the system network and architecture construction phases of the development process. The specifications have been communicated to members through a series of integration seminars and through Integration Information Kits, which are available by calling MERS at 1-800-646-MERS. These kits have also been distributed through a series of Integration Seminars.

To assist MERS members with internal integration planning and implementation, EDS can provide additional consulting services as needed under separate contract.



III. MERS Launch Plan

Starting in the first quarter of 1997, originators and servicers who are Charter Members of MERS™ will be the first to use the new industry utility. This elite group of industry leaders has played a critical role in the development of MERS. Through their capital support, MERS is able to fund expenses related to the development and initial start-up exclusive of systems development costs, which are funded by EDS, MERS' official information technology partner. Charter Membership was closed December 1996.

MERS Charter Members

1st Nationwide Mortgage, MD
Alliance Mortgage Company, FL
Allied Group Mortgage, Inc., IA
American Land Title Association, DC
American Home Funding, VA
Crestar Mortgage Corp., VA
Corinthian Mortgage Corporation, KS
Fannie Mae, DC
Freddie Mac, VA
GE Capital Mortgage Services, Inc., NC
GMAC Residential Funding Corp., MN
Hamilton, Carter, Smith & Co., CA
HomeSide Lending, Inc., FL
Knutson Mortgage Corp., MN

LaSalle Home Mortgage Corporation, IL
Lau Capital Funding, CA
Merrill Lynch Credit Corp., FL
MGIC, WI
Mortgage Bankers Assoc. of America, DC
Norwest Mortgage, Inc., IA
PMI Mortgage Insurance Company, CA
PNC Mortgage Corporation of America, IL
ReliaStar Mortgage Corp., IA
Source One Mortgage Services Corp., MI
Stewart Title Guaranty Company, TX
Texas Commerce Bank, N.A., TX/
Chase Manhattan Mortgage
Weyerhaeuser Mortgage Company, CA

MERS General Members

ATI Title Company, NE
Capstead Incorporated, TX
Columbia National, Incorporated, MD
First Bankers Mortgage Corporation, TX
First Southwestern Title Company of Texas, TX
First Union Mortgage Corporation, NC
Harbor Financial Mortgage Corporation, TX
Resource Bancshares Mortgage Group, SC
Standard Financial, CA
Temple-Inland Mortgage Corporation, TX
Wells Fargo Bank, CA

-Over-

The Scheduled Rollout

March 1997	Allied Mortgage Group, Incorporated Norwest Mortgage, Incorporated
April 1997	1st Nationwide Mortgage
May 1997	GE Capital Mortgage Services, Incorporated Knutson Mortgage Corporation Merrill Lynch Credit Corporation ReliaStar Mortgage Corporation
July 1997	HomeSide Lending, Incorporated Weyerhaeuser Mortgage Corporation

Other charter members are in the process of scheduling their start-up dates.

IV. MERS Development and Implementation

EDS' project management, development, and implementation plans for the MERS™ system revolve around the EDS Project Management and Systems Life Cycle (SLC) methodologies. These methodologies are an effective approach to information systems management and development efforts. EDS has more than 35 years of successful experience managing large and complex development and implementation projects.

MERS' business environment demands that the system be developed and maintained efficiently and cost-effectively. This demand requires a documented methodology that is repeatable and measurable. The SLC methodology is EDS' formalized approach to developing, implementing, and maintaining information systems. The use of this methodology helps reduce risk through a proven approach and provides greater consistency, which improves the efficiency of system maintenance and enhancement efforts.

MERS System Development and Implementation Milestones

- | | |
|------------------|--|
| Complete | <i>Final Review of Business Requirements</i>
Business requirements for the MERS system have been developed in conjunction with MERS charter members, advisory council members, and representatives from different industry sectors including mortgage originators, servicers, government agencies, custodians, title companies, and others. Members helped EDS determine the preferred approach of the business design, ensuring enhanced value from the MERS system from a business perspective. |
| Dec. 1996 | <i>Completion of System Construction and Unit Testing</i>
During this system development phase, EDS determines the optimum technical approach for the system and converts business designs into working procedures, programs, and documentation. Development of the MERS infrastructure is complete. Preparations begin for user acceptance testing. |
| Jan. 1997 | <i>System and Documentation Testing</i>
This is an internal quality assurance process designed to test the MERS system and validate the accuracy of all associated on-line help, documentation, and training materials. During this phase, EDS verifies that the system meets the requirements defined during the earlier Business Requirements phase. In addition, a Quality Assurance checkpoint at the end of each phase ensures that requirements are being met before continuing to the next phase. Testing is ongoing throughout all phases of the development and implementation process. |
| Feb. 1997 | <i>User Acceptance Testing</i>
EDS activates the system for a limited set of members. Full business regression testing is performed to verify system readiness and user preparedness. |
| Mar. 1997 | <i>Limited Production</i>
EDS begins operating the MERS system with a base of three pilot members. Training and setup for other members scheduled to activate in 1997 begins. |
| Apr. 1997 | <i>Full Production Release</i>
MERS is activated at the industry level. The formal rollout process to all members is initiated. |
| Ongoing | <i>Installation and Technical Assistance</i>
EDS will work closely with members to facilitate installation and technical integration. |

V. MERS Corporate Profile

MERS™, an industry-owned utility incorporated in 1995, is a consolidation of diverse ideas and expertise from the real estate finance industry. The MERS concept first emerged in the "Whole Loan Book Entry White Paper" published jointly by the Mortgage Bankers Association of America (MBA), Fannie Mae, Freddie Mac and Ginnie Mae. The strength of the concept was subsequently validated in industry focus groups sponsored by those same organizations and by Ernst and Young.

In late 1994, representatives of all segments of the mortgage banking industry as well as from America's Community Bankers, the American Bankers Association, the National Association of County Recorders and Clerks, federal financial institution regulators, and other interested parties convened at The Westfields Conference Center near Washington, DC to discuss the concept further and plan MERS' implementation.

Since the Westfields meeting, MERS has been discussed widely at the MBA and other broader industry association meetings and conferences. MERS is an outstanding example of industry re-engineering using the collective energies of the entire real estate finance industry.

MERS Today

- MERS' executive management team, on board since early 1996, is working diligently to transform the industry's vision of an electronic registry for tracking ownership of mortgage rights into reality. Implementation is projected for the second quarter of 1997.
- MERS' 15-member Board of Directors has played an important role in recruiting the executive management team and its on-going governance.
- More than \$4.0 million in capital has been raised to support pre-operational costs through MERS Charter Members. Charter Membership is open through December 1996.
- EDS was selected in April 1996 as the official information technology partner. System development costs are being funded by EDS.
- Detailed business requirements have been developed by industry experts.
- The MERS Advisory Council held its inaugural meeting in April 1996. The Council is made up of representatives from the broader real estate finance industry who are not directly engaged in originating, funding, or servicing mortgage loans.

-Over-

1/07/97

MERS Executive Management Team Profiles

President and Chief Executive Officer

Paul E. Mullings

Paul assumed the leadership of MERS in early 1996. He has been in mortgage banking for more than 25 years, holding senior executive positions at First Interstate Bancorp's Residential Mortgage Division and Glendale Federal Bank. Paul has served on Fannie Mae's National Advisory Council, Residential Funding Corporation's (RFC) Advisory Board, the Mortgage Bankers Association of America's Board of Governors, and Freddie Mac's Liaison Committee. In 1992, Paul was named "Banker of the Year" by the Los Angeles Urban Bankers.

Senior Vice President, General Counsel and Secretary

Roland K. Arnold III

"R.K." plays a major role in business planning and decision-making. He has pioneered electronic commerce law for the last fourteen years. He is responsible for establishing strategic and operational law plans for MERS implementation, as well as corporate governance, investor relations, and regulatory matters. R.K. was a member of the 1993 Malcolm Baldrige award-winning team while working for AT&T Universal Card Services. He has also held legal positions with USAA Federal Savings Bank, Liberty National Bank and Trust Company, and the law firm of Holloway, Dobson, Hudson & Bachman.

Senior Vice President, Operations and Information Management Officer

Daniel R. McLaughlin

Dan has been redesigning business processes and integrating new technologies in the mortgage banking industry for more than fourteen years. For MERS, he is responsible for designing, developing, and managing the operational processes and procedures that serve the business functions of the Corporation. Dan's mortgage banking experience includes management positions with Weyerhaeuser Mortgage Company, Citicorp Mortgage, Inc. and the Mortgage Bankers Association of America.

Senior Vice President, National Sales & Marketing Director

Jane M. DeMarines

Jane has more than 20 years of marketing experience, the majority in the mortgage finance sector. She was Vice President of Public Affairs and Marketing with the Mortgage Bankers Association of America and more recently was Vice President of Public and Congressional Relations with the National Cooperative Bank, a Congressionally-chartered financial institution. Prior to that, she was Director of Communications for a large regional retail drug chain. Jane has won national awards for communications projects under her management.

VI. Board of Directors and Advisory Council

Board of Directors

The Board of Directors, which represents different mortgage banking segments, is responsible for governance of MERS. All MERS members are eligible for election to the fifteen member Board. Members represented on the MERS Board of Directors as of June 1996 include:

Allied Group Mortgage, Inc. West Des Moines, IA	Knutson Mortgage Corp. Bloomington, MN
American Home Funding Richmond, VA	Merrill Lynch Credit Corp. Jacksonville, FL
HomeSide Lending, Inc. <i>(formerly BancBoston)</i> Jacksonville, FL	Mortgage Bankers Assoc. of America Washington, DC
Crestar Mortgage Corp. Richmond, VA	Norwest Mortgage Des Moines, IA
Fannie Mae Washington, DC	Source One Mortgage Services Corp. Farmington Hills, MI
Freddie Mac McLean, VA	Texas Commerce Bank, N.A. Houston, TX
GE Capital Mortgage Services, Inc. Raleigh, NC	Weyerhaeuser Mortgage Company Woodland Hills, CA
GMAC Residential Funding Corp. Minneapolis, MN	

MERS™ Advisory Council

The MERS Advisory Council is made up of representatives from the broader real estate finance industry who are not directly engaged in originating, funding or servicing mortgage loans. The Council provides an opportunity for constructive two-way dialogue between MERS and the industry.

The Advisory Council meets several times each year. The first meeting was in April 1996. Meetings in 1996 and 1997 will coincide with completion of major milestones in MERS' development.

Members of the Advisory Council include the following organizations:

American Bankers Association	International Association of Clerks, Recorders, Election Officials and Treasurers
America's Community Bankers	Mortgage Insurance Companies of America
American Bar Association	National Association of County Recorders and Clerks
American Land Title Association	National Association of Mortgage Brokers
Bear Stearns & Company, Inc.	National Association of Realtors
California Trustee's Association	Participant's Trust Company VA
FHA	
Ginnie Mae	

VII. The MERS and EDS Partnership

Industry Pioneers

When MERS asked EDS to become its sole information technology partner, the agreement seemed a natural alliance between two companies accustomed to pioneering new services in their respective industries.

In just over one year, MERS has consolidated the diverse ideas and expertise from the real estate finance industry to begin developing a paperless system that identifies mortgage ownership rights electronically. In just over three decades, EDS has earned a global reputation as a world-class information services company offering business consulting, systems development, systems integration, systems management and process management.

A Shared Vision

MERS has a vision to improve the efficiency of the real estate finance industry through electronic registration of mortgage ownership rights. Daily processes - such as loan recordation, servicing transfer and lien release - become less time-consuming and more cost efficient. EDS will focus the vision by building and managing the MERS concept. EDS' technology services to MERS will include:

- *Systems Design* - a joint development process involving mortgage industry work groups, EDS industry experts and the MERS management team. EDS used its solid experience in the mortgage industry, proven systems design techniques and project management disciplines to ensure that the MERS design phase was successful.
- *Systems Development* - using EDS' rapid development methodologies, the system will provide both on-line and batch access to encourage usage by all mortgage industry participants. The system will employ an advanced client/server configuration featuring a graphical user interface that offers ease of sending and retrieving information.
- *Network Design and Management* - customized data access through EDS' intranet, the Internet, private virtual circuits, voice response units (VRUs) and dial-up modem. Tools will include fax and fax-back capabilities, as well as mail messaging for delivery of member-specific information and mail. EDS will work with MERS members to configure the best approach to access the network.
- *Systems Support and Training* - EDS is developing and will provide customer training for both MERS users and industry technology users. EDS will also establish the MERS mailroom and customer service help desk. State of the art image processing will be used to handle and route all mail received by MERS to members. A VRU will also be available to assist MERS members and the general public.
- *Electronic Commerce* - a service dedicated to day-to-day implementation and operation of the technical infrastructure necessary to facilitate electronic data interchange (EDI) transactions between MERS members and their trading partners.
- *MERS Internet Presence* - access to and a worldwide presence on the Internet. EDS designed, developed and maintains a MERS World Wide Web home page - <http://www.mersinc.org>.

-Over-

12/20/96

A Team Member - 100 Percent

As the sole information technology partner, EDS is part of the MERS team. Our customers rarely refer to us as a vendor, supplier or information technology provider. Most often, we are part of their team, which says a lot about the trust they place in our work and value we bring to their business. In the mortgage and financial services industry alone, EDS has teamed up with 5,000 clients worldwide. Our client partners include:

- Real estate companies
- Mortgage banks
- Investment banks
- Insurance companies
- Securities firms
- Mutual fund companies
- Retail and commercial financial institutions
- Consumer credit companies

Redefining Industries for 35 Years

Our competency in performance and process improvement and innovation helps us apply information technology to improve our customers' business performance or even redefine their industries through innovation. We are adept in managing complexity - competency born from nearly 35 years of implementing some of the world's most sophisticated and complex technology applications.

Of course, EDS is skilled at computing and communications. But because of the incomparable insight we have into our customers' businesses, our technological knowledge enables partners to achieve a competitive advantage. Our experience is sought by industries spanning a diverse cross-section of commerce including the following industries:

- Financial
- Communications
- Energy
- Health Care
- Consulting
- Manufacturing
- Government Services
- Travel & Transportation
- Retail

Coming Together for a Change

Global electronic commerce is a brave new world for most real estate finance professionals. With the proliferation of direct-to-consumer on-line financial services, technology's impact is already being felt industrywide. MERS and EDS are preparing the way. We invite you to join us as we work to bring the real estate finance industry together for a change.

VIII. MERS Marketing Alliance

Leaders from four segments of the mortgage industry have formed an exclusive alliance to market MERS membership primarily to originators and servicers. Hamilton, Carter, Smith & Co., Hanover Capital Partners Ltd., MGIC, and Stewart Title will jointly market MERS through their established sales and marketing forces. This group was chosen for their demonstrated commitment to MERS' initial and long-term success, and their reputations as leaders in the mortgage industry.

Hamilton, Carter, Smith & Co.

HCS is a specialty financial advisory firm providing services to the mortgage industry in the areas of Portfolio/Corporate Evaluations; Risk Management and Hedging Advisory Services; Marketing of Loan Servicing Assets, and Mergers and Acquisitions. HCS combines Option Adjusted Spread (OAS) technology and Loan Level Portfolio Analysis with eleven years of solid financial advisory experience to enable its clients to realize their mortgage banking strategies and objectives.

Hanover Capital Partners Ltd.

Hanover Capital is a financial services firm with offices in New York, Chicago, Boston, Sacramento, St. Louis, and Edison, New Jersey. The company has major activities in Due Diligence, Whole Loan Trading, Loan Sale Advisory Service, Strategic/Merger and Acquisitions Consulting Service, and Mortgage Banking. Hanover Capital's client base includes mortgage banks, commercial banks, savings and lending institutions, finance companies and life insurance companies nationwide.

MGIC

MGIC is a leading provider of private mortgage insurance and related products and services for the mortgage finance industry. Through the sales and marketing organizations of its affiliate, MGIC Investor Services Corp., MGIC will promote the benefits of MERS and encourage participation by mortgage industry participants throughout the United States.

Stewart Title

Stewart Information Services Corp. (SISCO) enhances the real estate transaction and mortgage process while maintaining a sterling reputation for value and integrity. Through its subsidiaries and network of 3700 title offices, it provides a broad scope of support services and systems including title insurance, electronic closing services, document preparation, recordation and tracking systems, investor delivery and automated land records management. Stewart's cutting edge technology integrates processes and business partners through electronic commerce, thereby reducing the time and costs of loan production and securitization. The experience and commitment that SISCO brings to MERS enhances the success of this monumental industry initiative.



IX. Frequently Asked Questions About MERS

How can I become a member of MERS?

Membership is open to the real estate finance industry, and there are different kinds of membership -- Charter Membership and General Membership. If you are interested in becoming a member of MERS, please fill out the enclosed Membership Application and send it to MERS, or call us at 1-800-646-MERS. More detailed information about MERS membership, including pricing and membership criteria, is included in this folder.

How can I be sure my organization is ready for MERS?

There are three important things for you to do. First, attend MERS update sessions at the MBA and other industry conferences or call 1-800-646-MERS to learn first-hand about MERS' implementation. Second, become a MERS member at your first opportunity. Members will be provided with detailed operational procedures and systems specifications to support their preparations. Finally, access the MERS web site regularly to check on the status of development. Our address is <http://www.mersinc.org>.

Will MERS change the current mortgage closing process?

For the most part your organization will follow its normal procedure. You will need to generate the Mortgage Identification Number (MIN), include it on closing documents, and register the mortgage with MERS. You will need to prepare and file with the county recorder the assignment to MERS.

Your closing process will be made easier if the old mortgage was registered with MERS. That's because the lien release process will not be delayed due to unrecorded and mis-recorded assignments. You will save time and the cost of research. The customer will be happier, too, because the process runs more smoothly.

Is MERS intended for new loans only?

No. Registering your entire portfolio may help you streamline your operation by eliminating the need to run dual tracking of mortgages registered and those not registered with MERS. Then if you decide to sell the mortgage rights, you will save the time required to register with MERS and prepare an assignment to MERS for a portion of the sale portfolio - speeding the transfer process. In addition, the value of the servicing asset will be enhanced.

Is MERS intended for registration of first liens only?

No. Multiple lien positions will be supported; however, first liens will be emphasized upon rollout.

Are service bureaus and software vendors modifying their systems to accommodate use of the MIN?

MERS and EDS, MERS' official information technology partner, are providing service bureaus and software vendors with detailed information about MERS' operations and specifications that they will need to enhance their systems. Lakewood is currently making the necessary modifications to their servicing system. You may want to talk with your provider to ensure that they are planning to be ready to support your decision to join MERS by the start-up date in the second quarter of 1997.

Will MERS operate within the legal framework of all 50 states?

Yes.

-Over-

1/07/97

Will the MIN require us to replace our current loan numbering system?

No. While the MIN is a unique life-of-the-loan identifier, your organization is under no obligation to abandon use of its loan number system. In fact, you can use your existing loan number wrapped by your unique MERS organizational ID and a check digit to generate the MIN. You will need to enhance your servicing system to carry the MIN, which is a unique 18 digit identifier. The MIN will become the vehicle for communicating information with other members of the real estate finance industry without having to resort to elaborate cross-referencing schemes for different loan numbering systems. And since you can assign a MIN for a loan when application is first made by the consumer, you may find that your numbering system no longer is needed.

If I don't sell servicing, why should I join MERS?

Because MERS still reduces the paperwork as a result of the other assignments needed in other parts of the industry. With MERS as the mortgagee of record, you will only need one assignment – ever. The unrecorded assignments needed for interim fundings and loan sales are still costly. With MERS you save up to \$10 per loan on each of those two transactions.

Can the cost of the MERS registration fee be passed on to the consumer since there are consumer benefits, and a new consumer toll-free hotline for consumers to find out who services their mortgage?

It appears that some will do it this way.

If I use correspondents to originate, will I need to get them on the system?

It can be done in several ways. Many lenders will urge their correspondents to do so because they prefer the paperless transmission and elimination of assignments. But, the correspondent can also prepare an assignment to MERS without being on the system.

What is the value of a MERS registered servicing portfolio versus one that is not?

It has been estimated by a large national broker of servicing as approximately \$25 to \$50 per loan. There is expected to be a two-tiered system that develops; one for those portfolios that are MERS-registered, and one for those that are not. The MERS-registered portfolios are expected to command a higher price.

Will MERS save the lender time - and if yes, how?

MERS saves the time of processing multiple assignments. Also, because it adds certainty to the lien release process, it will reduce the time and costs associated with re-recording lien releases that have been rejected by county recorders.

For Lenders who originate for their own portfolio - how will MERS provide a benefit?

The same benefits occur as previously mentioned, eliminating the cost of multiple assignments and the headache of waiting on the lien release, to name two key benefits.

Why do title companies want to be involved with MERS?

Title companies will use MERS as the definitive source of information for the current servicer of a loan. This will expedite the process of obtaining payoff quotes and lien releases.

Will MERS replace the role of the trustee in Deed of Trust States?

Typically, not. MERS should be the Beneficiary of the Trust Deed, the same position held today by the servicer. In that capacity MERS would be the placeholder for the true beneficiary – i.e., the investor.



MORTGAGE ELECTRONIC REGISTRATION SYSTEMS, INC.



Bringing The Industry Together For A Change™

I. MERS IS HERE!!

MERS™, the electronic registry for tracking ownership of mortgage rights, is set to begin streamlining the real estate finance industry. Join other members today! Sign up now and receive all the benefits and value of MERS.

In this packet you will learn how MERS' re-engineering efficiencies are projected to save the real estate finance industry up to \$200 million annually and how your organization can use MERS to reap these benefits. Included in this packet are:

Left Pocket: MERS Information

- I. *MERS is Here*
- II. *Overview of How MERS Works*
- III. *MERS Launch Plan*
- IV. *MERS Development and Implementation*
- V. *MERS Corporate Profile*
- VI. *Board of Directors and Advisory Council*
- VII. *The MERS and EDS Partnership*
- VIII. *MERS Marketing Alliance*
- IX. *Frequently Asked Questions about MERS*

Right Pocket: Membership Information

- A. *Benefits and Value MERS Membership*
- B. *How to Become a Member of MERS*
- C. *Pricing Information*
- D. *Membership Application*

What the Industry Has to Say About MERS:

"MERS will be a big leap forward in our ability to manage and control our warehouse security as well as reduce expenses on general servicing assignments. Norwest is enthusiastically behind MERS and we plan to be the first company to actually use MERS.

Steve Morrison

Senior Vice President and General Counsel, Norwest Mortgage, Incorporated

"Fannie Mae is proud to have been one of the original members of the team that first conceptualized MERS. Over the past few years we have made significant monetary and resource investments to make MERS a reality. MERS is now ready to deliver the efficiencies and cost savings that will benefit both our industry and the American homeowner. We are committed to the success of MERS and we look forward to working with our industry partners on this new and exciting initiative."

Rick Amatucci

Vice President, Fannie Mae

-Over-

"MERS supports industry efforts to streamline the overall mortgage process for lenders and servicers, transforming a paper-based process to an electronic process that improves the flow and accuracy of information relative to the ownership of mortgage rights."

Mark Fleming
Vice President, Freddie Mac

"MERS is critical technology for originators, servicers, and software vendors. Every player in the mortgage industry should learn about MERS as soon as possible."

Donna Pedigo
Senior Vice President, American Home Funding, Inc.

"MERS represents one of the few real re-engineering initiatives in the lending industry which by its very nature will provide benefits to a host of customers: consumers, investors, servicers, local recorders, title companies, and others. HomeSide Lending, Inc. is planning to install MERS in 1997."

Bill Glasgow
Executive Vice President, HomeSide Lending, Inc.

"I feel that MERS is the single most revolutionary advancement in automation seen by the industry to date. Eventually, buyers of servicing may simply not bid on non-MERS portfolios due to the higher costs and repetitive paperwork required."

Herman F. Churchwell
Chairman and Chief Executive Officer, Hamilton, Carter, Smith & Co., Inc.

"ALLIED Group Mortgage Company is excited to be involved with the MERS project. MERS is the first major initiative developed by and for the benefit of the entire mortgage industry. Even small servicers will benefit from reduced assignment and release processing costs."

Joyce Webb
Assistant Vice President, ALLIED Mortgage Group, Inc.

"We view MERS as playing a critical role in streamlining the overall mortgage process for lenders and servicers. MERS represents an industry initiative that should be actively pursued by all participants in the industry."

Tim Breedlove
Senior Vice President, Weyerhaeuser Mortgage Corporation



Bringing The Industry Together For A Change™

II. Overview of How MERS Works

MERS™ has been incorporated by leaders in the mortgage industry to be owned by the industry, and operated for the benefit of the industry, applying technology and electronic commerce to:

- transform paper-based processes to an electronic format.
- improve operational efficiencies.
- increase the liquidity of mortgage rights.
- increase the value of mortgage servicing rights.
- improve the profitability of the industry.
- improve the flow and accuracy of information relative to the ownership of mortgage rights.
- facilitate continuing improvements through technology and electronic commerce.

How MERS Works

MERS will operate within the existing legal framework of all 50 states. A loan registered with MERS will receive a permanent Mortgage Identification Number (MIN) as early as loan application. The MIN is designed to "wrap around" the lender's existing loan number. The universal MIN reduces research, cross-referencing and handling time and enhances fraud detection.

The paper mortgage (or deed of trust) in favor of the lender will still be executed and recorded in the public land records as it is today; then an assignment of the mortgage will be recorded in the land records naming MERS as mortgagee-of-record. MERS will then track the ownership and transfers of servicing rights and beneficial rights on the MERS system electronically, thus eliminating the need for recording subsequent assignments of the mortgage when mortgage rights are traded.

For example, in the case of a correspondent lender, instead of recording an assignment to the wholesale lender, the recorded assignment would be to MERS -- with the wholesale lender registered as the owner and thereby preparing the loan for future trading through MERS. Just as importantly, with MERS as mortgagee-of-record, unrecorded assignments currently prepared for investors or warehouse lenders should be unnecessary and the lien release process streamlined.

MERS consolidates in one location ownership information currently found in closing documents, public land records, and mortgage assignments. Of course, as mortgagee-of-record, MERS will receive legal notices. MERS will forward mail to the appropriate servicer upon receipt, electronically whenever possible. The servicer will continue to perform loan servicing functions as it does today. MERS will implement a quality control program to confirm performance.

-Over-

Software and Architecture Plans for the MERS System

- Microsoft Windows 95 or 3.1
- Microsoft Exchange
- Three-tier client/server infrastructure
- Document and mail image processing through filenet

Technical Overview

All information maintained by the MERS system - including registration, transfers of rights, lien releases and inquiries - will be available to members through multiple access methods. Depending on membership size, activity, and current configuration, MERS will provide access to the information stored within the MERS system.

The MERS system infrastructure will enable members to connect to the system and access information through the following methods:

- Frame Relay
- X.25
- 800 Line
- 56K Dedicated Line
- Voice Response Units (data inquiry only)
- ISDN Dial-Up
- Value Added Networks (VANs)

MERS members will be able to use various devices to connect to the system and access information. MERS' goal is to provide cost-effective access by enabling members to use current in-house configurations whenever possible. A standard configuration will be recommended to help members implement the most effective environment to take full advantage of the MERS system capabilities.

Detailed specifications are being defined during the system network and architecture construction phases of the development process. The specifications have been communicated to members through a series of integration seminars and through Integration Information Kits, which are available by calling MERS at 1-800-646-MERS. These kits have also been distributed through a series of Integration Seminars.

To assist MERS members with internal integration planning and implementation, EDS can provide additional consulting services as needed under separate contract.



III. MERS Launch Plan

Starting in the first quarter of 1997, originators and servicers who are Charter Members of MERS™ will be the first to use the new industry utility. This elite group of industry leaders has played a critical role in the development of MERS. Through their capital support, MERS is able to fund expenses related to the development and initial start-up exclusive of systems development costs, which are funded by EDS, MERS' official information technology partner. Charter Membership was closed December 1996.

MERS Charter Members

1st Nationwide Mortgage, MD
Alliance Mortgage Company, FL
Allied Group Mortgage, Inc., IA
American Land Title Association, DC
American Home Funding, VA
Crestar Mortgage Corp., VA
Corinthian Mortgage Corporation, KS
Fannie Mae, DC
Freddie Mac, VA
GE Capital Mortgage Services, Inc., NC
GMAC Residential Funding Corp., MN
Hamilton, Carter, Smith & Co., CA
HomeSide Lending, Inc., FL
Knutson Mortgage Corp., MN

LaSalle Home Mortgage Corporation, IL
Lau Capital Funding, CA
Merrill Lynch Credit Corp., FL
MGIC, WI
Mortgage Bankers Assoc. of America, DC
Norwest Mortgage, Inc., IA
PMI Mortgage Insurance Company, CA
PNC Mortgage Corporation of America, IL
ReliaStar Mortgage Corp., IA
Source One Mortgage Services Corp., MI
Stewart Title Guaranty Company, TX
Texas Commerce Bank, N.A., TX/
Chase Manhattan Mortgage
Weyerhaeuser Mortgage Company, CA

MERS General Members

ATI Title Company, NE
Capstead Incorporated, TX
Columbia National, Incorporated, MD
First Bankers Mortgage Corporation, TX
First Southwestern Title Company of Texas, TX
First Union Mortgage Corporation, NC
Harbor Financial Mortgage Corporation, TX
Resource Bancshares Mortgage Group, SC
Standard Financial, CA
Temple-Inland Mortgage Corporation, TX
Wells Fargo Bank, CA

-Over-

The Scheduled Rollout

March 1997	Allied Mortgage Group, Incorporated Norwest Mortgage, Incorporated
April 1997	1st Nationwide Mortgage
May 1997	GE Capital Mortgage Services, Incorporated Knutson Mortgage Corporation Merrill Lynch Credit Corporation ReliaStar Mortgage Corporation
July 1997	HomeSide Lending, Incorporated Weyerhaeuser Mortgage Corporation

Other charter members are in the process of scheduling their start-up dates.

IV. MERS Development and Implementation

EDS' project management, development, and implementation plans for the MERS™ system revolve around the EDS Project Management and Systems Life Cycle (SLC) methodologies. These methodologies are an effective approach to information systems management and development efforts. EDS has more than 35 years of successful experience managing large and complex development and implementation projects.

MERS' business environment demands that the system be developed and maintained efficiently and cost-effectively. This demand requires a documented methodology that is repeatable and measurable. The SLC methodology is EDS' formalized approach to developing, implementing, and maintaining information systems. The use of this methodology helps reduce risk through a proven approach and provides greater consistency, which improves the efficiency of system maintenance and enhancement efforts.

MERS System Development and Implementation Milestones

<i>Complete</i>	<i>Final Review of Business Requirements</i> Business requirements for the MERS system have been developed in conjunction with MERS charter members, advisory council members, and representatives from different industry sectors including mortgage originators, servicers, government agencies, custodians, title companies, and others. Members helped EDS determine the preferred approach of the business design, ensuring enhanced value from the MERS system from a business perspective.
<i>Dec. 1996</i>	<i>Completion of System Construction and Unit Testing</i> During this system development phase, EDS determines the optimum technical approach for the system and converts business designs into working procedures, programs, and documentation. Development of the MERS infrastructure is complete. Preparations begin for user acceptance testing.
<i>Jan. 1997</i>	<i>System and Documentation Testing</i> This is an internal quality assurance process designed to test the MERS system and validate the accuracy of all associated on-line help, documentation, and training materials. During this phase, EDS verifies that the system meets the requirements defined during the earlier Business Requirements phase. In addition, a Quality Assurance checkpoint at the end of each phase ensures that requirements are being met before continuing to the next phase. Testing is ongoing throughout all phases of the development and implementation process.
<i>Feb. 1997</i>	<i>User Acceptance Testing</i> EDS activates the system for a limited set of members. Full business regression testing is performed to verify system readiness and user preparedness.
<i>Mar. 1997</i>	<i>Limited Production</i> EDS begins operating the MERS system with a base of three pilot members. Training and setup for other members scheduled to activate in 1997 begins.
<i>Apr. 1997</i>	<i>Full Production Release</i> MERS is activated at the industry level. The formal rollout process to all members is initiated.
<i>Ongoing</i>	<i>Installation and Technical Assistance</i> EDS will work closely with members to facilitate installation and technical integration.

12/20/96

V. MERS Corporate Profile

MERS™, an industry-owned utility incorporated in 1995, is a consolidation of diverse ideas and expertise from the real estate finance industry. The MERS concept first emerged in the "Whole Loan Book Entry White Paper" published jointly by the Mortgage Bankers Association of America (MBA), Fannie Mae, Freddie Mac and Ginnie Mae. The strength of the concept was subsequently validated in industry focus groups sponsored by those same organizations and by Ernst and Young.

In late 1994, representatives of all segments of the mortgage banking industry as well as from America's Community Bankers, the American Bankers Association, the National Association of County Recorders and Clerks, federal financial institution regulators, and other interested parties convened at The Westfields Conference Center near Washington, DC to discuss the concept further and plan MERS' implementation.

Since the Westfields meeting, MERS has been discussed widely at the MBA and other broader industry association meetings and conferences. MERS is an outstanding example of industry re-engineering using the collective energies of the entire real estate finance industry.

MERS Today

- MERS' executive management team, on board since early 1996, is working diligently to transform the industry's vision of an electronic registry for tracking ownership of mortgage rights into reality. Implementation is projected for the second quarter of 1997.
- MERS' 15-member Board of Directors has played an important role in recruiting the executive management team and its on-going governance.
- More than \$4.0 million in capital has been raised to support pre-operational costs through MERS Charter Members. Charter Membership is open through December 1996.
- EDS was selected in April 1996 as the official information technology partner. System development costs are being funded by EDS.
- Detailed business requirements have been developed by industry experts.
- The MERS Advisory Council held its inaugural meeting in April 1996. The Council is made up of representatives from the broader real estate finance industry who are not directly engaged in originating, funding, or servicing mortgage loans.

-Over-

1/07/97

MERS Executive Management Team Profiles

President and Chief Executive Officer

Paul E. Mullings

Paul assumed the leadership of MERS in early 1996. He has been in mortgage banking for more than 25 years, holding senior executive positions at First Interstate Bancorp's Residential Mortgage Division and Glendale Federal Bank. Paul has served on Fannie Mae's National Advisory Council, Residential Funding Corporation's (RFC) Advisory Board, the Mortgage Bankers Association of America's Board of Governors, and Freddie Mac's Liaison Committee. In 1992, Paul was named "Banker of the Year" by the Los Angeles Urban Bankers.

Senior Vice President, General Counsel and Secretary

Roland K. Arnold III

"R.K." plays a major role in business planning and decision-making. He has pioneered electronic commerce law for the last fourteen years. He is responsible for establishing strategic and operational law plans for MERS implementation, as well as corporate governance, investor relations, and regulatory matters. R.K. was a member of the 1993 Malcolm Baldrige award-winning team while working for AT&T Universal Card Services. He has also held legal positions with USAA Federal Savings Bank, Liberty National Bank and Trust Company, and the law firm of Holloway, Dobson, Hudson & Bachman.

Senior Vice President, Operations and Information Management Officer

Daniel R. McLaughlin

Dan has been redesigning business processes and integrating new technologies in the mortgage banking industry for more than fourteen years. For MERS, he is responsible for designing, developing, and managing the operational processes and procedures that serve the business functions of the Corporation. Dan's mortgage banking experience includes management positions with Weyerhaeuser Mortgage Company, Citicorp Mortgage, Inc. and the Mortgage Bankers Association of America.

Senior Vice President, National Sales & Marketing Director

Jane M. DeMarines

Jane has more than 20 years of marketing experience, the majority in the mortgage finance sector. She was Vice President of Public Affairs and Marketing with the Mortgage Bankers Association of America and more recently was Vice President of Public and Congressional Relations with the National Cooperative Bank, a Congressionally-chartered financial institution. Prior to that, she was Director of Communications for a large regional retail drug chain. Jane has won national awards for communications projects under her management.



VI. Board of Directors and Advisory Council

Board of Directors

The Board of Directors, which represents different mortgage banking segments, is responsible for governance of MERS. All MERS members are eligible for election to the fifteen member Board. Members represented on the MERS Board of Directors as of June 1996 include:

Allied Group Mortgage, Inc. West Des Moines, IA	Knutson Mortgage Corp. Bloomington, MN
American Home Funding Richmond, VA	Merrill Lynch Credit Corp. Jacksonville, FL
HomeSide Lending, Inc. (formerly BancBoston) Jacksonville, FL	Mortgage Bankers Assoc. of America Washington, DC
Crestar Mortgage Corp. Richmond, VA	Norwest Mortgage Des Moines, IA
Fannie Mae Washington, DC	Source One Mortgage Services Corp. Farmington Hills, MI
Freddie Mac McLean, VA	Texas Commerce Bank, N.A. Houston, TX
GE Capital Mortgage Services, Inc. Raleigh, NC	Weyerhaeuser Mortgage Company Woodland Hills, CA
GMAC Residential Funding Corp. Minneapolis, MN	

MERS™ Advisory Council

The MERS Advisory Council is made up of representatives from the broader real estate finance industry who are not directly engaged in originating, funding or servicing mortgage loans. The Council provides an opportunity for constructive two-way dialogue between MERS and the industry.

The Advisory Council meets several times each year. The first meeting was in April 1996. Meetings in 1996 and 1997 will coincide with completion of major milestones in MERS' development.

Members of the Advisory Council include the following organizations:

American Bankers Association	International Association of Clerks, Recorders, Election Officials and Treasurers
America's Community Bankers	Mortgage Insurance Companies of America
American Bar Association	National Association of County Recorders and Clerks
American Land Title Association	National Association of Mortgage Brokers
Bear Stearns & Company, Inc.	National Association of Realtors
California Trustee's Association	Participant's Trust Company VA
FHA	
Ginnie Mae	

VII. The MERS and EDS Partnership

Industry Pioneers

When MERS asked EDS to become its sole information technology partner, the agreement seemed a natural alliance between two companies accustomed to pioneering new services in their respective industries.

In just over one year, MERS has consolidated the diverse ideas and expertise from the real estate finance industry to begin developing a paperless system that identifies mortgage ownership rights electronically. In just over three decades, EDS has earned a global reputation as a world-class information services company offering business consulting, systems development, systems integration, systems management and process management.

A Shared Vision

MERS has a vision to improve the efficiency of the real estate finance industry through electronic registration of mortgage ownership rights. Daily processes - such as loan recordation, servicing transfer and lien release - become less time-consuming and more cost efficient. EDS will focus the vision by building and managing the MERS concept. EDS' technology services to MERS will include:

- *Systems Design* - a joint development process involving mortgage industry work groups, EDS industry experts and the MERS management team. EDS used its solid experience in the mortgage industry, proven systems design techniques and project management disciplines to ensure that the MERS design phase was successful.
- *Systems Development* - using EDS' rapid development methodologies, the system will provide both on-line and batch access to encourage usage by all mortgage industry participants. The system will employ an advanced client/server configuration featuring a graphical user interface that offers ease of sending and retrieving information.
- *Network Design and Management* - customized data access through EDS' intranet, the Internet, private virtual circuits, voice response units (VRUs) and dial-up modem. Tools will include fax and fax-back capabilities, as well as mail messaging for delivery of member-specific information and mail. EDS will work with MERS members to configure the best approach to access the network.
- *Systems Support and Training* - EDS is developing and will provide customer training for both MERS users and industry technology users. EDS will also establish the MERS mailroom and customer service help desk. State of the art image processing will be used to handle and route all mail received by MERS to members. A VRU will also be available to assist MERS members and the general public.
- *Electronic Commerce* - a service dedicated to day-to-day implementation and operation of the technical infrastructure necessary to facilitate electronic data interchange (EDI) transactions between MERS members and their trading partners.
- *MERS Internet Presence* - access to and a worldwide presence on the Internet. EDS designed, developed and maintains a MERS World Wide Web home page - <http://www.mersinc.org>.

-Over-

12/20/96

A Team Member - 100 Percent

As the sole information technology partner, EDS is part of the MERS team. Our customers rarely refer to us as a vendor, supplier or information technology provider. Most often, we are part of their team, which says a lot about the trust they place in our work and value we bring to their business. In the mortgage and financial services industry alone, EDS has teamed up with 5,000 clients worldwide. Our client partners include:

- Real estate companies
- Mortgage banks
- Investment banks
- Insurance companies
- Securities firms
- Mutual fund companies
- Retail and commercial financial institutions
- Consumer credit companies

Redefining Industries for 35 Years

Our competency in performance and process improvement and innovation helps us apply information technology to improve our customers' business performance or even redefine their industries through innovation. We are adept in managing complexity - competency born from nearly 35 years of implementing some of the world's most sophisticated and complex technology applications.

Of course, EDS is skilled at computing and communications. But because of the incomparable insight we have into our customers' businesses, our technological knowledge enables partners to achieve a competitive advantage. Our experience is sought by industries spanning a diverse cross-section of commerce including the following industries:

- Financial
- Communications
- Energy
- Health Care
- Consulting
- Manufacturing
- Government Services
- Travel & Transportation
- Retail

Coming Together for a Change

Global electronic commerce is a brave new world for most real estate finance professionals. With the proliferation of direct-to-consumer on-line financial services, technology's impact is already being felt industrywide. MERS and EDS are preparing the way. We invite you to join us as we work to bring the real estate finance industry together for a change.

VIII. MERS Marketing Alliance

Leaders from four segments of the mortgage industry have formed an exclusive alliance to market MERS membership primarily to originators and servicers. Hamilton, Carter, Smith & Co., Hanover Capital Partners Ltd., MGIC, and Stewart Title will jointly market MERS through their established sales and marketing forces. This group was chosen for their demonstrated commitment to MERS' initial and long-term success, and their reputations as leaders in the mortgage industry.

Hamilton, Carter, Smith & Co.

HCS is a specialty financial advisory firm providing services to the mortgage industry in the areas of Portfolio/Corporate Evaluations; Risk Management and Hedging Advisory Services; Marketing of Loan Servicing Assets, and Mergers and Acquisitions. HCS combines Option Adjusted Spread (OAS) technology and Loan Level Portfolio Analysis with eleven years of solid financial advisory experience to enable its clients to realize their mortgage banking strategies and objectives.

Hanover Capital Partners Ltd.

Hanover Capital is a financial services firm with offices in New York, Chicago, Boston, Sacramento, St. Louis, and Edison, New Jersey. The company has major activities in Due Diligence, Whole Loan Trading, Loan Sale Advisory Service, Strategic/Merger and Acquisitions Consulting Service, and Mortgage Banking. Hanover Capital's client base includes mortgage banks, commercial banks, savings and lending institutions, finance companies and life insurance companies nationwide.

MGIC

MGIC is a leading provider of private mortgage insurance and related products and services for the mortgage finance industry. Through the sales and marketing organizations of its affiliate, MGIC Investor Services Corp., MGIC will promote the benefits of MERS and encourage participation by mortgage industry participants throughout the United States.

Stewart Title

Stewart Information Services Corp. (SISCO) enhances the real estate transaction and mortgage process while maintaining a sterling reputation for value and integrity. Through its subsidiaries and network of 3700 title offices, it provides a broad scope of support services and systems including title insurance, electronic closing services, document preparation, recordation and tracking systems, investor delivery and automated land records management. Stewart's cutting edge technology integrates processes and business partners through electronic commerce, thereby reducing the time and costs of loan production and securitization. The experience and commitment that SISCO brings to MERS enhances the success of this monumental industry initiative.

IX. Frequently Asked Questions About MERS

How can I become a member of MERS?

Membership is open to the real estate finance industry, and there are different kinds of membership -- Charter Membership and General Membership. If you are interested in becoming a member of MERS, please fill out the enclosed Membership Application and send it to MERS, or call us at 1-800-646-MERS. More detailed information about MERS membership, including pricing and membership criteria, is included in this folder.

How can I be sure my organization is ready for MERS?

There are three important things for you to do. First, attend MERS update sessions at the MBA and other industry conferences or call 1-800-646-MERS to learn first-hand about MERS' implementation. Second, become a MERS member at your first opportunity. Members will be provided with detailed operational procedures and systems specifications to support their preparations. Finally, access the MERS web site regularly to check on the status of development. Our address is <http://www.mersinc.org>.

Will MERS change the current mortgage closing process?

For the most part your organization will follow its normal procedure. You will need to generate the Mortgage Identification Number (MIN), include it on closing documents, and register the mortgage with MERS. You will need to prepare and file with the county recorder the assignment to MERS.

Your closing process will be made easier if the old mortgage was registered with MERS. That's because the lien release process will not be delayed due to unrecorded and mis-recorded assignments. You will save time and the cost of research. The customer will be happier, too, because the process runs more smoothly.

Is MERS intended for new loans only?

No. Registering your entire portfolio may help you streamline your operation by eliminating the need to run dual tracking of mortgages registered and those not registered with MERS. Then if you decide to sell the mortgage rights, you will save the time required to register with MERS and prepare an assignment to MERS for a portion of the sale portfolio - speeding the transfer process. In addition, the value of the servicing asset will be enhanced.

Is MERS intended for registration of first liens only?

No. Multiple lien positions will be supported; however, first liens will be emphasized upon rollout.

Are service bureaus and software vendors modifying their systems to accommodate use of the MIN?

MERS and EDS, MERS' official information technology partner, are providing service bureaus and software vendors with detailed information about MERS' operations and specifications that they will need to enhance their systems. Lakewood is currently making the necessary modifications to their servicing system. You may want to talk with your provider to ensure that they are planning to be ready to support your decision to join MERS by the start-up date in the second quarter of 1997.

Will MERS operate within the legal framework of all 50 states?

Yes.

-Over-

1/07/97



Official Information Technology Partner

Will the MIN require us to replace our current loan numbering system?

No. While the MIN is a unique life-of-the-loan identifier, your organization is under no obligation to abandon use of its loan number system. In fact, you can use your existing loan number wrapped by your unique MERS organizational ID and a check digit to generate the MIN. You will need to enhance your servicing system to carry the MIN, which is a unique 18 digit identifier. The MIN will become the vehicle for communicating information with other members of the real estate finance industry without having to resort to elaborate cross-referencing schemes for different loan numbering systems. And since you can assign a MIN for a loan when application is first made by the consumer, you may find that your numbering system no longer is needed.

If I don't sell servicing, why should I join MERS?

Because MERS still reduces the paperwork as a result of the other assignments needed in other parts of the industry. With MERS as the mortgagee of record, you will only need one assignment – ever. The unrecorded assignments needed for interim fundings and loan sales are still costly. With MERS you save up to \$10 per loan on each of those two transactions.

Can the cost of the MERS registration fee be passed on to the consumer since there are consumer benefits, and a new consumer toll-free hotline for consumers to find out who services their mortgage?

It appears that some will do it this way.

If I use correspondents to originate, will I need to get them on the system?

It can be done in several ways. Many lenders will urge their correspondents to do so because they prefer the paperless transmission and elimination of assignments. But, the correspondent can also prepare an assignment to MERS without being on the system.

What is the value of a MERS registered servicing portfolio versus one that is not?

It has been estimated by a large national broker of servicing as approximately \$25 to \$50 per loan. There is expected to be a two-tiered system that develops; one for those portfolios that are MERS-registered, and one for those that are not. The MERS-registered portfolios are expected to command a higher price.

Will MERS save the lender time - and if yes, how?

MERS saves the time of processing multiple assignments. Also, because it adds certainty to the lien release process, it will reduce the time and costs associated with re-recording lien releases that have been rejected by county recorders.

For Lenders who originate for their own portfolio - how will MERS provide a benefit?

The same benefits occur as previously mentioned, eliminating the cost of multiple assignments and the headache of waiting on the lien release, to name two key benefits.

Why do title companies want to be involved with MERS?

Title companies will use MERS as the definitive source of information for the current servicer of a loan. This will expedite the process of obtaining payoff quotes and lien releases.

Will MERS replace the role of the trustee in Deed of Trust States?

Typically, not. MERS should be the Beneficiary of the Trust Deed, the same position held today by the servicer. In that capacity MERS would be the placeholder for the true beneficiary – i.e., the investor.



A. Benefits and Value of MERS Membership

Streamlined Loan and Servicing Delivery Process for Sales or Pledging

- Eliminate unrecorded assignment for loan sales.
(Estimated savings of up to \$10/loan)
- Eliminate unrecorded assignment for interim funding.
(Estimated savings of up to \$10/loan)
- Eliminate recorded assignments for sale of servicing.
(Estimated savings of up to \$40/loan)
- Eliminate unrecorded assignments related to sales of servicing.
(Estimated savings of up to \$10/loan)

Note: Estimates include the overall costs associated with preparing and handling assignments by all parties included in a particular transaction.

Improved Lien Release Process

- Reduced unrecorded and mis-recorded assignments, paper handling and file retrieval. (Estimated savings of up to \$7.50/loan)

Enhancement to Intrinsic Value of Servicing Asset

(Estimated value of between \$25 and \$50/loan)

Enhanced Cross-Referencing Process with MIN

(Estimated value of up to \$10/loan)

Increased Liquidity of Servicing Rights Assets

- Due diligence, trading and transfer process will become much more efficient and easy.

Improved Loan Closing Process

- Title and settlement agents will be able to see a cleaner/clearer chain of title with MERS as mortgagee-of-record.

Better Risk Management

- Fraud due to multiple fundings on the same property will be reduced by having cross-referring ability through MERS.
- Compliance risk due to delays in lien releases following payoffs will be reduced.
- Quality assurance will be enhanced, ensuring more certainty to the lien filing and lien release process.

Improved Data Integrity of the Loan Transfer Process

- The MERS mailroom process will enhance flow of information to the appropriate departments within a servicing organization, and also improve the process of forwarding mail to new servicer upon a sale of servicing.

-Over-

Improved Pricing and Service to the Consumer

- Improved profitability in the industry will lead to improved pricing and service.

Improved Opportunity for Further Cost Savings

- MERS will evolve the mortgage industry toward a more electronic environment, thereby creating opportunities for further re-engineering and cost savings.

Electronic Tracking of Secured Interest for Warehouse Lenders

- MERS gives Warehouse Lenders the ability to electronically track their secured interest with all the lenders without the expense of proprietary systems.

Reduced Work for Custodians

- Reduces chances of mis-filing documents.
- Eliminates filing load.
- Reduces number of times a file must be manually searched to obtain customer requested information.

Central Repository for Ownership Rights Information

- The various participants in the mortgage industry will be able to easily access, cross-reference and track ownership interest in one central location.



Bringing The Industry Together For A Change™

B. How to Become a Member of MERS

Membership is open to the real estate finance industry. There are different categories of membership – Charter Membership and General Membership. Charter Membership is open only through December 1996 to organizations that wish to invest in support of MERS' development. (See below for detailed descriptions of each type of membership.)

To become a member of MERS, please fill out the enclosed Membership Application and send it to MERS at the following address.

Mortgage Electronic Registration Systems, Inc.
8201 Greensboro Drive, Suite 350
McLean, Virginia 22102
800-646-MERS
Tel: 703-761-1270
Fax: 703-748-0183

Or please call Julie Margletta at the above numbers, or a member of the MERS Marketing Alliance - Hamilton, Carter, Smith & Co., Hanover Capital Partners Ltd., MGIC, or Stewart Title.

Once you have submitted your application for membership, MERS will review your application and contact you by phone. At that time you will be asked to complete a "Connectivity Questionnaire" to determine the technical requirements for you to be interfaced into the MERS system. You will also be sent a Member Agreement for execution. EDS and MERS will work with you to resolve any technical issues.

General Membership

General Members are essentially users of the MERS System who have paid a membership fee to join. Charter Members are also General Members. General Members share in corporate governance by electing the MERS Board of Directors, one vote per Member, which in turn sets policy on all matters relating to MERS Membership.

Charter Membership

Charter Members play a key role in the development of MERS. Through their capital support, MERS is able to fund expenses related to development and initial start-up, exclusive of systems development costs, which are borne by EDS, MERS' official information technology partner. Charter Membership is open through December 1996.

Contribution Categories

Fannie Mae/Freddie Mac:	\$1 million each
Large Members:	\$250,000
Mid-size Members:	\$100,000
Small Members:	\$10,000 to \$50,000

-Over-

1/07/97

EDS

Official Information Technology Partner

MERS Executive Management Team Profiles

President and Chief Executive Officer

Paul E. Mullings

Paul assumed the leadership of MERS in early 1996. He has been in mortgage banking for more than 25 years, holding senior executive positions at First Interstate BanCorp's Residential Mortgage Division and Glendale Federal Bank. Paul has served on Fannie Mae's National Advisory Council, Residential Funding Corporation's (RFC) Advisory Board, the Mortgage Bankers Association of America's Board of Governors, and Freddie Mac's Liaison Committee. In 1992, Paul was named "Banker of the Year" by the Los Angeles Urban Bankers.

Senior Vice President, General Counsel and Secretary

Roland K. Arnold III

"R.K." plays a major role in business planning and decision-making. He has pioneered electronic commerce law for the last fourteen years. He is responsible for establishing strategic and operational law plans for MERS implementation, as well as corporate governance, investor relations, and regulatory matters. R.K. was a member of the 1993 Malcolm Baldrige award-winning team while working for AT&T Universal Card Services. He has also held legal positions with USAA Federal Savings Bank, Liberty National Bank and Trust Company, and the law firm of Holloway, Dobson, Hudson & Bachman.

Senior Vice President, Operations and Information Management Officer

Daniel R. McLaughlin

Dan has been redesigning business processes and integrating new technologies in the mortgage banking industry for more than fourteen years. For MERS, he is responsible for designing, developing, and managing the operational processes and procedures that serve the business functions of the Corporation. Dan's mortgage banking experience includes management positions with Weyerhaeuser Mortgage Company, Citicorp Mortgage, Inc. and the Mortgage Bankers Association of America.

Senior Vice President, National Sales & Marketing Director

Jane M. DeMarines

Jane has more than 20 years of marketing experience, the majority in the mortgage finance sector. She was Vice President of Public Affairs and Marketing with the Mortgage Bankers Association of America and more recently was Vice President of Public and Congressional Relations with the National Cooperative Bank, a Congressionally-chartered financial institution. Prior to that, she was Director of Communications for a large regional retail drug chain. Jane has won national awards for communications projects under her management.

C. Pricing Schedule

MERS membership fees consist of a one-time Membership Setup Fee, an Annual Membership Fee, and Transaction Fees. Significant discounts are offered for lenders and servicers who become members before March 31, 1997. Fees vary according to firm size and transaction volumes as follows:

Setup Fees and Annual Fees (in dollars)

Firm Size (In Billions)		Membership Setup Fee	Annual Membership Fee
Origination Volume	Size of Servicing Portfolio OR		
\$10+	\$50+	\$3,000	\$7,500
\$2.5+ to \$10	\$25+ to \$50	\$3,000	\$5,500
\$1.0+ to \$2.5	\$10+ to \$25	\$2,000	\$3,500
\$.5+ to \$1.0	\$5+ to \$10	\$2,000	\$2,000
\$.25+ to \$.5	\$2+ to \$5	\$1,150	\$1,000
under \$.25	under \$2	\$1,150	\$500

Transaction Fees

Annual Combined Transaction Volume (in loans)	Registration With One Prepaid Transfer	Registration Only	Transfer Only	Intra-Company	Member Purchasing Member
100,000+	\$9.60	\$3.20	\$8.20	\$1.15	\$2.30
50,001 to 100,000	\$9.70	\$3.30	\$8.30	\$1.20	\$2.40
25,001 to 50,000	\$9.80	\$3.40	\$8.40	\$1.25	\$2.45
0 to 25,000	\$9.90	\$3.50	\$8.50	\$1.25	\$2.50

Discounts for Early Membership

- 25% discount on first year's annual membership fee for general membership applications received by 3/31/97
- 50% discount on first year's annual membership fee for Charter Members
- 50% discount on bulk registrations under the following conditions:
 - Membership by 3/31/97
 - Bulk Registration by 9/30/97
 - Portfolio not sold within 90 days from registration

Fees schedules for Title Companies/Agencies/Plants, Consultants, Interim Lending Organizations/Custodians, and others can be obtained by calling MERS at 1-800-646-MERS.



Bringing The Industry Together For A ChangeTM

D. Membership Application

Please evaluate the below-named Company for membership in MERS:

Company Name: _____

Company Address: _____

Contact Person: _____

Title: _____

Telephone Number: _____

Facsimile Number: _____

If applicable, please check the appropriate box below that indicates the MERS Marketing Alliance Member you worked with.

☐

Hamilton, Carter, Smith & Co.

☐

MGIC

☐

Hanover Capital Partners, Ltd.

☐

Stewart Title

If applicable, please check the appropriate boxes below that indicate your servicing and origination volume as of December 31, 1995.

Firm Size (In Billions)

Origination Volume

☐

\$10+

☐

\$2.5+ to \$10

☐

\$1.0+ to \$2.5

☐

\$.5+ to \$1.0

☐

\$.25+ to \$.5

☐

under \$.25

Size of Servicing Portfolio

☐

\$50+

☐

\$25+ to \$50

☐

\$10+ to \$25

☐

\$5+ to \$10

☐

\$2+ to \$5

☐

under \$2

Please check all of the boxes below that apply to your organization:

☐

Lender

☐

Mortgage Insurer

☐

Software Vendor/Service Bureau

☐

Servicer

☐

Warehouse Lender

☐

Consultant

☐

Investor

☐

Custodian

☐

Title Company

1/13/97

Is your organization active in buying or selling servicing?

☐

Yes

☐

No

☐ Primarily a buyer

☐ Primarily a seller

Is your organization an FHA-approved Lender/Servicer?

☐

Yes

☐

No

Is your organization a VA-approved Lender/Servicer?

☐

Yes

☐

No

Is your organization a Fannie Mae-approved Seller/Servicer?

☐

Yes

☐

No

Is your organization a Freddie Mac-approved Seller/Servicer?

☐

Yes

☐

No

Is your organization a Ginnie Mae-approved Issuer?

☐

Yes

☐

No

Please indicate the year in which your organization was incorporated: _____

Please list the names, titles, departments and telephone numbers of your Senior Management Team below:

NAME	TITLE	DEPARTMENT	TELEPHONE
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

By completing this application, Applicant is requesting membership in MERS. MERS personnel will contact you regarding this application and it may be necessary to provide additional information so that MERS can evaluate the Applicant for membership.

The Applicant will not be considered a member of MERS until it signs and MERS accepts a Member Agreement setting out the mutual rights and obligations of the Applicant and MERS.

Applicant Signature: _____

Date: _____

FAX your completed application form to Julie Margletta at MERS at (703) 748-0183.

MAIL your completed registration form to:
Julie Margletta
MERS, Inc.
8201 Greensboro Drive, Suite 350
McLean, Virginia 22102

MERS MEMBER AGREEMENT & RULES OF MEMBERSHIP**SUMMARY OF PROPOSED TERMS:**

- I. A Member shall be bound by the MERS Certificate of Incorporation, By-Laws, Rules and Procedures (the "Governing Documents") as adopted and modified from time to time by the MERS Board of Directors.
- II. A Member shall, at its own expense, make MERS the mortgagee of record or beneficiary of the deed of trust, solely as nominee for the beneficial owner, for every new loan originated or serviced by the Member.
- III. A Member shall utilize the MERS system exclusively to transfer servicing for loans registered on the MERS System.
- IV. A Member shall pay fees to MERS for registrations and transfers according to the Fee Schedule approved and modified from time to time by the MERS Board of Directors.
- V. A Member shall provide to MERS certain information about its mortgage business for the purpose of ensuring that it complies with the Governing Documents.
- VI. A Member shall indemnify and hold MERS harmless for liability resulting from MERS being named mortgagee of record or beneficiary of a deed of trust on any loan originated or serviced by the Member.
- VII. A Member shall indemnify and hold other Members harmless for reliance on information contained on the MERS System.
- VIII. A Member shall not sell information about loans contained on the MERS System, unless in conjunction with a transfer of that loan.



A. Benefits and Value of MERS Membership

Streamlined Loan and Servicing Delivery Process for Sales or Pledging

- Eliminate unrecorded assignment for loan sales.
(Estimated savings of up to \$10/loan)
- Eliminate unrecorded assignment for interim funding.
(Estimated savings of up to \$10/loan)
- Eliminate recorded assignments for sale of servicing.
(Estimated savings of up to \$40/loan)
- Eliminate unrecorded assignments related to sales of servicing.
(Estimated savings of up to \$10/loan)

Note: Estimates include the overall costs associated with preparing and handling assignments by all parties included in a particular transaction.

Improved Lien Release Process

- Reduced unrecorded and mis-recorded assignments, paper handling and file retrieval. (Estimated savings of up to \$7.50/loan)

Enhancement to Intrinsic Value of Servicing Asset

(Estimated value of between \$25 and \$50/loan)

Enhanced Cross-Referencing Process with MIN

(Estimated value of up to \$10/loan)

Increased Liquidity of Servicing Rights Assets

- Due diligence, trading and transfer process will become much more efficient and easy.

Improved Loan Closing Process

- Title and settlement agents will be able to see a cleaner/clearer chain of title with MERS as mortgagee-of-record.

Better Risk Management

- Fraud due to multiple fundings on the same property will be reduced by having cross-referring ability through MERS.
- Compliance risk due to delays in lien releases following payoffs will be reduced.
- Quality assurance will be enhanced, ensuring more certainty to the lien filing and lien release process.

Improved Data Integrity of the Loan Transfer Process

- The MERS mailroom process will enhance flow of information to the appropriate departments within a servicing organization, and also improve the process of forwarding mail to new servicer upon a sale of servicing.

-Over-

Improved Pricing and Service to the Consumer

- Improved profitability in the industry will lead to improved pricing and service.

Improved Opportunity for Further Cost Savings

- MERS will evolve the mortgage industry toward a more electronic environment, thereby creating opportunities for further re-engineering and cost savings.

Electronic Tracking of Secured Interest for Warehouse Lenders

- MERS gives Warehouse Lenders the ability to electronically track their secured interest with all the lenders without the expense of proprietary systems.

Reduced Work for Custodians

- Reduces chances of mis-filing documents.
- Eliminates filing load.
- Reduces number of times a file must be manually searched to obtain customer requested information.

Central Repository for Ownership Rights Information

- The various participants in the mortgage industry will be able to easily access, cross-reference and track ownership interest in one central location.



Bringing The Industry Together For A Change™

B. How to Become a Member of MERS

Membership is open to the real estate finance industry. There are different categories of membership – Charter Membership and General Membership. Charter Membership is open only through December 1996 to organizations that wish to invest in support of MERS' development. (See below for detailed descriptions of each type of membership.)

To become a member of MERS, please fill out the enclosed Membership Application and send it to MERS at the following address.

Mortgage Electronic Registration Systems, Inc.
8201 Greensboro Drive, Suite 350
McLean, Virginia 22102
800-646-MERS
Tel: 703-761-1270
Fax: 703-748-0183

Or please call Julie Margletta at the above numbers, or a member of the MERS Marketing Alliance - Hamilton, Carter, Smith & Co., Hanover Capital Partners Ltd., MGIC, or Stewart Title.

Once you have submitted your application for membership, MERS will review your application and contact you by phone. At that time you will be asked to complete a "Connectivity Questionnaire" to determine the technical requirements for you to be interfaced into the MERS system. You will also be sent a Member Agreement for execution. EDS and MERS will work with you to resolve any technical issues.

General Membership

General Members are essentially users of the MERS System who have paid a membership fee to join. Charter Members are also General Members. General Members share in corporate governance by electing the MERS Board of Directors, one vote per Member, which in turn sets policy on all matters relating to MERS Membership.

Charter Membership

Charter Members play a key role in the development of MERS. Through their capital support, MERS is able to fund expenses related to development and initial start-up, exclusive of systems development costs, which are borne by EDS, MERS' official information technology partner. Charter Membership is open through December 1996.

Contribution Categories

Fannie Mae/Freddie Mac:	\$1 million each
Large Members:	\$250,000
Mid-size Members:	\$100,000
Small Members:	\$10,000 to \$50,000

-Over-



Official Information Technology Partner

1/07/97

MERS Executive Management Team Profiles

President and Chief Executive Officer

Paul E. Mullings

Paul assumed the leadership of MERS in early 1996. He has been in mortgage banking for more than 25 years, holding senior executive positions at First Interstate Bancorp's Residential Mortgage Division and Glendale Federal Bank. Paul has served on Fannie Mae's National Advisory Council, Residential Funding Corporation's (RFC) Advisory Board, the Mortgage Bankers Association of America's Board of Governors, and Freddie Mac's Liaison Committee. In 1992, Paul was named "Banker of the Year" by the Los Angeles Urban Bankers.

Senior Vice President, General Counsel and Secretary

Roland K. Arnold III

"R.K." plays a major role in business planning and decision-making. He has pioneered electronic commerce law for the last fourteen years. He is responsible for establishing strategic and operational law plans for MERS implementation, as well as corporate governance, investor relations, and regulatory matters. R.K. was a member of the 1993 Malcolm Baldrige award-winning team while working for AT&T Universal Card Services. He has also held legal positions with USAA Federal Savings Bank, Liberty National Bank and Trust Company, and the law firm of Holloway, Dobson, Hudson & Bachman.

Senior Vice President, Operations and Information Management Officer

Daniel R. McLaughlin

Dan has been redesigning business processes and integrating new technologies in the mortgage banking industry for more than fourteen years. For MERS, he is responsible for designing, developing, and managing the operational processes and procedures that serve the business functions of the Corporation. Dan's mortgage banking experience includes management positions with Weyerhaeuser Mortgage Company, Citicorp Mortgage, Inc. and the Mortgage Bankers Association of America.

Senior Vice President, National Sales & Marketing Director

Jane M. DeMarines

Jane has more than 20 years of marketing experience, the majority in the mortgage finance sector. She was Vice President of Public Affairs and Marketing with the Mortgage Bankers Association of America and more recently was Vice President of Public and Congressional Relations with the National Cooperative Bank, a Congressionally-chartered financial institution. Prior to that, she was Director of Communications for a large regional retail drug chain. Jane has won national awards for communications projects under her management.

C. Pricing Schedule

MERS membership fees consist of a one-time Membership Setup Fee, an Annual Membership Fee, and Transaction Fees. Significant discounts are offered for lenders and servicers who become members before March 31, 1997. Fees vary according to firm size and transaction volumes as follows:

Setup Fees and Annual Fees (in dollars)

Firm Size (In Billions)		Membership Setup Fee	Annual Membership Fee
Origination Volume	OR Size of Servicing Portfolio		
\$10+	\$50+	\$3,000	\$7,500
\$2.5+ to \$10	\$25+ to \$50	\$3,000	\$5,500
\$1.0+ to \$2.5	\$10+ to \$25	\$2,000	\$3,500
\$.5+ to \$1.0	\$5+ to \$10	\$2,000	\$2,000
\$.25+ to \$.5	\$2+ to \$5	\$1,150	\$1,000
under \$.25	under \$2	\$1,150	\$500

Transaction Fees

Annual Combined Transaction Volume (in loans)	Registration With One Prepaid Transfer	Registration Only	Transfer Only	Intra-Company	Member Purchasing Member
100,000+	\$9.60	\$3.20	\$8.20	\$1.15	\$2.30
50,001 to 100,000	\$9.70	\$3.30	\$8.30	\$1.20	\$2.40
25,001 to 50,000	\$9.80	\$3.40	\$8.40	\$1.25	\$2.45
0 to 25,000	\$9.90	\$3.50	\$8.50	\$1.25	\$2.50

Discounts for Early Membership

- 25% discount on first year's annual membership fee for general membership applications received by 3/31/97
- 50% discount on first year's annual membership fee for Charter Members
- 50% discount on bulk registrations under the following conditions:
 - Membership by 3/31/97
 - Bulk Registration by 9/30/97
 - Portfolio not sold within 90 days from registration

Fees schedules for Title Companies/Agencies/Plants, Consultants, Interim Lending Organizations/Custodians, and others can be obtained by calling MERS at 1-800-646-MERS.



Bringing The Industry Together For A Change™

D. Membership Application

Please evaluate the below-named Company for membership in MERS:

Company Name: _____

Company Address: _____

Contact Person: _____

Title: _____

Telephone Number: _____

Facsimile Number: _____

If applicable, please check the appropriate box below that indicates the MERS Marketing Alliance Member you worked with.

☐

Hamilton, Carter, Smith & Co.

☐

MGIC

☐

Hanover Capital Partners, Ltd.

☐

Stewart Title

If applicable, please check the appropriate boxes below that indicate your servicing and origination volume as of December 31, 1995.

Firm Size (In Billions)

Origination Volume

☐

\$10+

☐

\$2.5+ to \$10

☐

\$1.0+ to \$2.5

☐

\$.5+ to \$1.0

☐

\$.25+ to \$.5

☐

under \$.25

Size of Servicing Portfolio

☐

\$50+

☐

\$25+ to \$50

☐

\$10+ to \$25

☐

\$5+ to \$10

☐

\$2+ to \$5

☐

under \$2

Please check all of the boxes below that apply to your organization:

☐

Lender

☐

Mortgage Insurer

☐

Software Vendor/Service Bureau

☐

Servicer

☐

Warehouse Lender

☐

Consultant

☐

Investor

☐

Custodian

☐

Title Company

1/13/97

Is your organization active in buying or selling servicing?

☐ Yes

☐ No

☐ Primarily a buyer

☐ Primarily a seller

Is your organization an FHA-approved Lender/Servicer?

☐ Yes

☐ No

Is your organization a VA-approved Lender/Servicer?

☐ Yes

☐ No

Is your organization a Fannie Mae-approved Seller/Servicer?

☐ Yes

☐ No

Is your organization a Freddie Mac-approved Seller/Servicer?

☐ Yes

☐ No

Is your organization a Ginnie Mae-approved Issuer?

☐ Yes

☐ No

Please indicate the year in which your organization was incorporated: _____

Please list the names, titles, departments and telephone numbers of your Senior Management Team below:

NAME	TITLE	DEPARTMENT	TELEPHONE
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

By completing this application, Applicant is requesting membership in MERS. MERS personnel will contact you regarding this application and it may be necessary to provide additional information so that MERS can evaluate the Applicant for membership.

The Applicant will not be considered a member of MERS until it signs and MERS accepts a Member Agreement setting out the mutual rights and obligations of the Applicant and MERS.

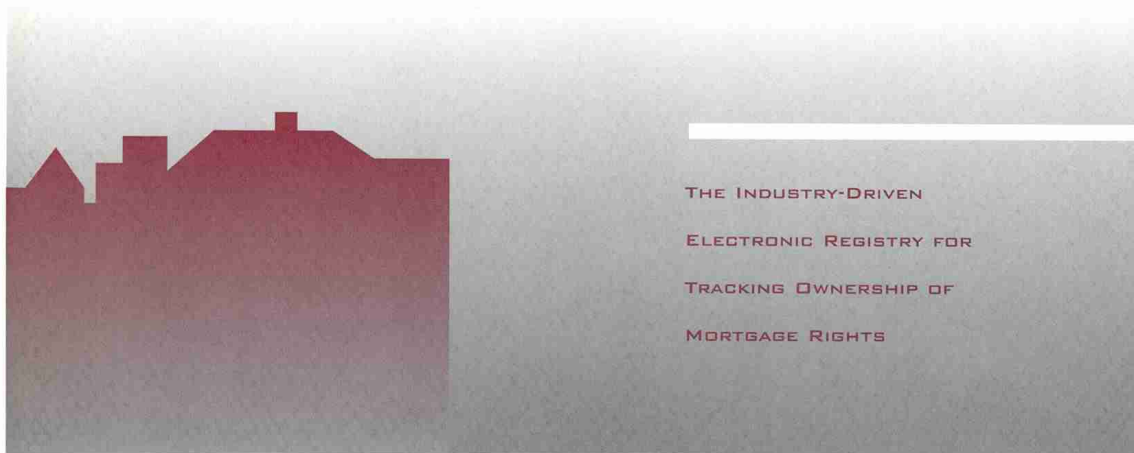
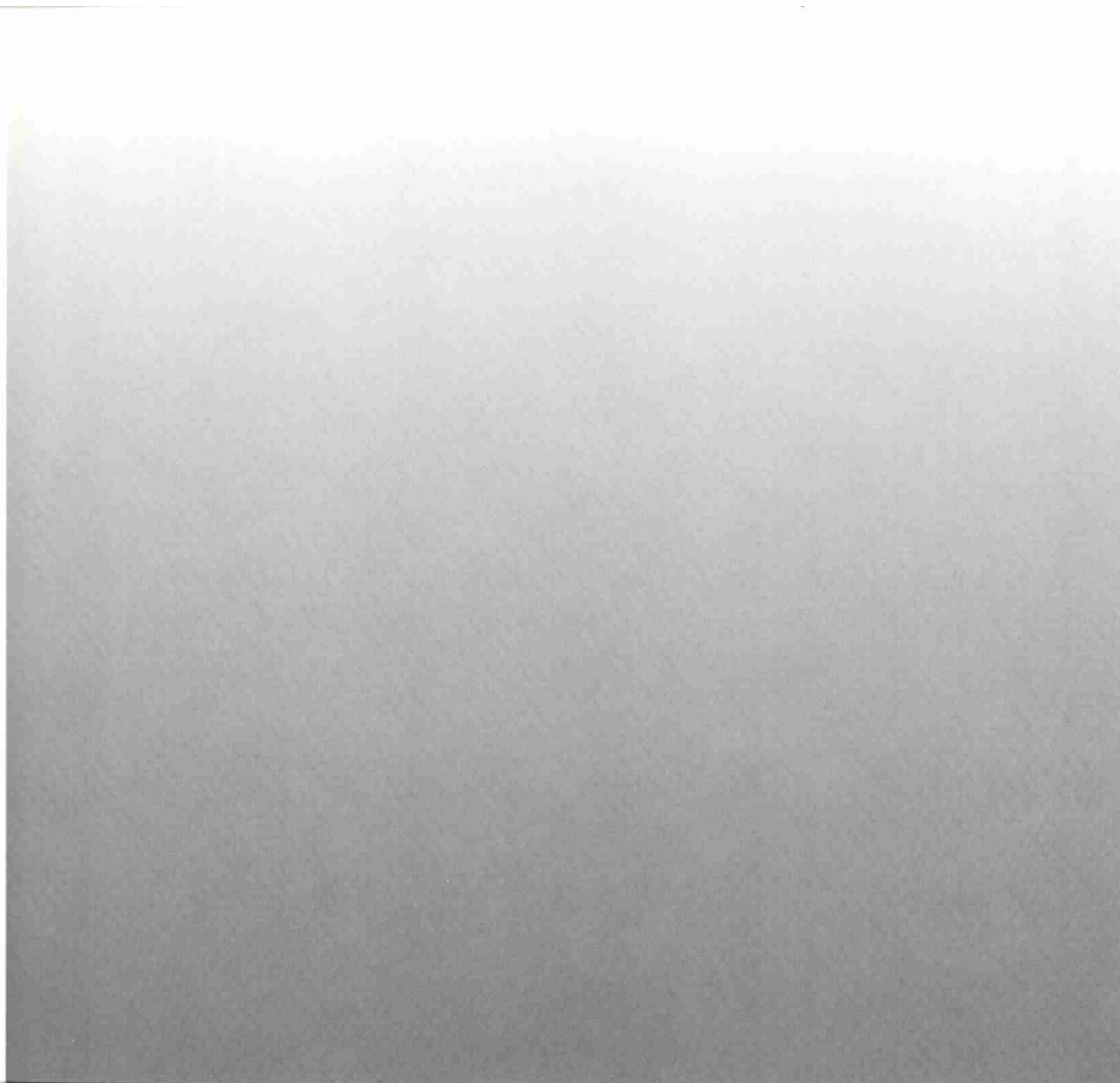
Applicant Signature: _____ Date: _____

FAX your completed application form to Julie Margletta at MERS at (703) 748-0183.

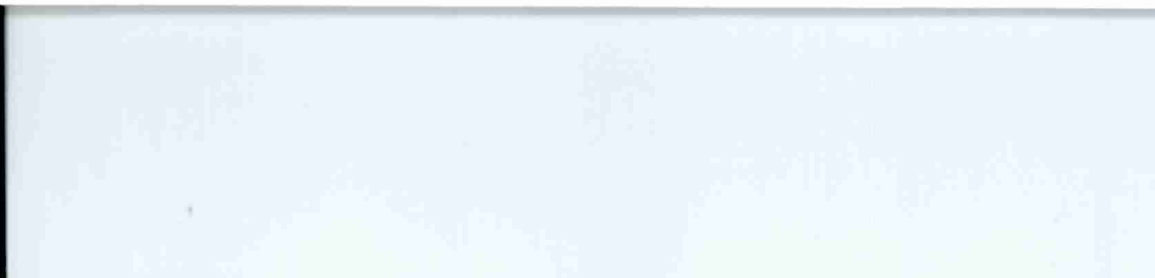
MAIL your completed registration form to:
Julie Margletta
MERS, Inc.
8201 Greensboro Drive, Suite 350
McLean, Virginia 22102

MERS MEMBER AGREEMENT & RULES OF MEMBERSHIP**SUMMARY OF PROPOSED TERMS:**

- I. A Member shall be bound by the MERS Certificate of Incorporation, By-Laws, Rules and Procedures (the "Governing Documents") as adopted and modified from time to time by the MERS Board of Directors.
- II. A Member shall, at its own expense, make MERS the mortgagee of record or beneficiary of the deed of trust, solely as nominee for the beneficial owner, for every new loan originated or serviced by the Member.
- III. A Member shall utilize the MERS system exclusively to transfer servicing for loans registered on the MERS System.
- IV. A Member shall pay fees to MERS for registrations and transfers according to the Fee Schedule approved and modified from time to time by the MERS Board of Directors.
- V. A Member shall provide to MERS certain information about its mortgage business for the purpose of ensuring that it complies with the Governing Documents.
- VI. A Member shall indemnify and hold MERS harmless for liability resulting from MERS being named mortgagee of record or beneficiary of a deed of trust on any loan originated or serviced by the Member.
- VII. A Member shall indemnify and hold other Members harmless for reliance on information contained on the MERS System.
- VIII. A Member shall not sell information about loans contained on the MERS System, unless in conjunction with a transfer of that loan.



THE INDUSTRY-DRIVEN
ELECTRONIC REGISTRY FOR
TRACKING OWNERSHIP OF
MORTGAGE RIGHTS





MORTGAGE ELECTRONIC REGISTRATION SYSTEMS, INC.

FOR MORE INFORMATION:

(800) 646-MERS

[HTTP://WWW.MERSINC.ORG](http://www.mersinc.org)



EDS Official Information Technology Partner of MERS

MERS IS A TRADEMARK OF MORTGAGE ELECTRONIC REGISTRATION SYSTEMS, INC.

#7

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Mark: MERS
Registration No.: 2,084,831
Registration Date: July 29, 1997

MERSCORP, Inc.
(Delaware corporation)
1595 Spring Hill Road, Suite 310
Vienna, VA 22182

COMBINED AFFIDAVIT UNDER §§ 8 AND 15

STATE OF VIRGINIA)
: ss:-
COUNTY OF FAIRFAX)

Sharon M. Horstkamp, being duly sworn, states that she is Vice President and General Counsel of MERSCORP, Inc.; that said corporation owns Registration No. 2,084,831; that the mark shown therein has been in continuous use in interstate commerce for five consecutive years next preceding the execution of this Affidavit to the present in connection with:

real estate database services, namely, providing and maintaining a registry of the transfer of mortgage servicing rights, mortgage ownership, security interests in mortgages and the release of mortgages for use by those in the mortgage banking industry, in Class 36;

that said mark is still in use in interstate commerce in connection with the above-listed services as evidenced by the attached specimen showing the mark as currently used; that there has been no final decision adverse to said corporation's claim to ownership of said mark, to its right to register the same or maintain it on the register; that there is no proceeding involving any of said rights pending and not finally disposed of either in the Patent and Trademark Office or in the courts; and that all statements made herein are true.

07/10/2003 KGIBBONS 00000020 191565 2084831

01 FC:6205 100.00 DA
02 FC:6208 200.00 DA

POWER OF ATTORNEY

The undersigned hereby appoints Alan S. Cooper, Kathy J. McKnight, Nancy S. Lapidus and Caroline C. Smith, all members of the Bar of the highest court of the District of Columbia, and Eric T. Fingerhut, Alisa C. Key and Allison S. Groff, all members of the Bar of the highest court of the Commonwealth of Virginia, and each of them, c/o Shaw Pittman LLP, 2300 N Street, NW, Washington, D.C., 20037-1128, telephone 202.663.8000, as its attorneys, with full power of substitution and revocation, to transact all business in the Patent and Trademark Office in connection with the above matter. Correspondence and other communications should be addressed to Kathy J. McKnight at the above address and telephone number.

MERSCORP, INC.

By: _____

Sharon M. Horstkamp
Vice President and General Counsel

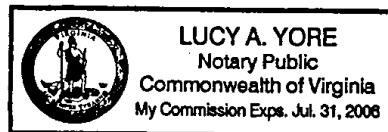
Signed and sworn to before me this 19th day of June, 2003.

Notary Public

SEAL

My commission expires: July 31, 2006

Document #: 1317882 v.1



MERS is an electronic loan registry created by the real-estate finance industry to eliminate assignments when trading mortgages. A lender places MERS as the mortgagee of record and nominee for the lender on the security instrument recorded in the county land records. The loan is then registered on the MERS® System, which eliminates the need for future assignments when servicing rights are sold from one MERS member to another, because MERS serves as mortgagee of record for all members. All subsequent transfers can be tracked electronically.

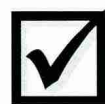
- MERS appears on the security instrument for the sole purpose of holding title as nominee for a MERS member.
- The security instruments make it clear the originating lender is still the Lender.
- MERS is not lending or collecting money.

MERS
www.mersinc.org
1595 SpringHill Rd
Suite 310
Vienna, VA 22182

Congratulations! Your company has decided to eliminate assignments and save money! That's great for the company, but what's ahead for you? Seven easy steps to check off!

Your

**MERS®
READY**



Checklist



REMEMBER MERS IS INVOLVED IN EVERY STEP

☐ **Join MERS.** Visit our web site, www.mersinc.org, or call 1-800-646-MERS (6377) for a one-page application.

☐ **MERS Customer Profile.** An overview of how your company conducts business.

Questions we ask

- With whom do you buy and sell
- What is your production volume

- What is your origination system
- What is your servicing system

- What is your servicing volume
- Is your servicing released or retained

☐ **MOM Documents.** The centerpiece to eliminating paper assignments.

- Contact your document vendor to order security instruments that name MERS as the Original Mortgagee (MOM)
- MOM documents incorporate authorized FHLMC, FNMA, FHA, VA, CHFA Mortgage or Deed of Trust changes

☐ **Mortgage Identification Number.** The 18-digit number that tracks loans on the MERS® System.

- Contact your loan origination software vendor to determine its MIN generation capability
- MERS provides free MINGen™ software
- MIN must be created and affixed to the security instrument and note

☐ **Trading Partner Readiness.** Let us help you make all your trading partners MERS® Ready.

- Tell your trading partners when you will begin producing MOM documents
- You still have the ability to execute an assignment to a non-MERS® Ready trading partner

☐ **Registration.** Several methods are available to register loans on the MERS® System.

- MERS® OnLine
- Batch interface
- A trading partner registers your loans

☐ **Signing Authority.** Your authority to execute documents for MERS.

- Your own employees you designate as officers of Mortgage Electronic Registration Systems, Inc., with authority to execute documents
- MERS provides a Corporate Resolution that authorizes them to execute documents

ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations



KATHY J. MCKNIGHT
202.663.8689
kathy.mcknight@shawpittman.com

June 26, 2003

Honorable Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513

Re: U.S. Service Mark Registration No. 2,084,831
(MERS, Class 36)
Our File No. 13710.0002.0001

Dear Madam:

Attached hereto are the following documents:

COMBINED AFFIDAVIT UNDER § 8 and § 15
ONE SPECIMEN

Please charge our Deposit Account No. 19-1565 for the \$300 fee. In the event that an additional fee is required, you are authorized to charge the Deposit Account. Two copies of this letter are submitted herewith.

If there are any questions, please contact the undersigned.

Sincerely,

A handwritten signature in blue ink that reads "Kathy J. McKnight".

Kathy J. McKnight

KJM/sko
Enclosures

Document #: 1333781 v.1



06-26-2003

U.S. Patent & TMO/TM Mail Rpt Dt. #64

2300 N Street, NW Washington, DC 20037-1128

202.663.8000 Fax: 202.663.8007

www.shawpittman.com

Washington, DC
Northern Virginia
New York
Los Angeles
London

Incoming Correspondence Routing Sheet

To: Post Registration (PRU)

Word Mark: MERS

Reg. No.: 2084831



Serial No: 75031300



Mail Date: 06262003



Doc. Type: Combined 8 and 15



Fee

RAM Mail Date: 062603



ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations

KATHY J. MCKNIGHT
202.663.8689
kathy.mcknight@shawpittman.com

June 26, 2003

Honorable Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513

Re: U.S. Service Mark Registration No. 2,084,831
(MERS, Class 36)
Our File No. 13710.0002.0001

Dear Madam:

Attached hereto are the following documents:

COMBINED AFFIDAVIT UNDER § 8 and § 15
ONE SPECIMEN

Please charge our Deposit Account No. 19-1565 for the \$300 fee. In the event that an additional fee is required, you are authorized to charge the Deposit Account. Two copies of this letter are submitted herewith.

If there are any questions, please contact the undersigned.

Sincerely,



Kathy J. McKnight

KJM/sko
Enclosures

Document #: 1333781 v.1

PUBLICATION REGISTRATION EXAMINATION WORK SHEET

Reviewer: Elise L.O.: 102 Date: 6/97 Serial No.: 031300

I certify all information in the database matched the information in the file and no corrections were required.

INSTRUCTIONS: If the information in the database does not match the information in the file the reviewer should check the ERROR column. After correction (text editing), the EDITED column should be checked. RETAIN IN FILE WRAP.

SCREEN	ERROR	EDITED	ERROR FOUND DURING REVIEW REQUIRING AMENDMENT OF:	
AM			AM	Mark Type:
			AM	Register:
			AM	Mark: <input type="checkbox"/> MDC:
PY			PY	Owner: <input type="checkbox"/> Name:
			PY	<input type="checkbox"/> Citizenship:
			PY	<input type="checkbox"/> Entity Type:
			EN	<input type="checkbox"/> Entity Statement:
			DB	DBA/AKA/TA Statement:
			PY	Address: <input type="checkbox"/> Inter <input type="checkbox"/> City <input type="checkbox"/> State/Country <input type="checkbox"/> Zip
			NC	Assignment or Name Change:
			CO	Composed of:
CL			CL	International Class: U.S. Class:
			CL	First Use: First Use in Commerce:
			GS	Goods and Services:
			GS	
			GS	
			GS	
AM			AM	Amended Register: P.R.: S.R.:
			AM	Amended Reg. Date:
OTHER DATA			D1	Disclaimer:
			DM	Description of Mark:
			LS	Lining and Stippling Statement:
			TR	Translation of Words in Mark:
			NO	Name/Portrait Description/Consent:
			TF	Section 2(f): <input type="checkbox"/> Entire Mark <input type="checkbox"/> In Part <input type="checkbox"/> Limitation Statement:
			AF	Use in Another Form:
			CS	Certification Statement:
			CJ	Concurrent Use Statement:
			PR	Prior U.S. Registrations:
FN			DR	Domestic Representative:
			FN	Foreign Country of Origin:
			FN	Foreign Application No.: Frgn. Appl. Filing Date:
			FN	Section 44(d): Y/N
			FN	Foreign Registration No.: Frgn. Reg. Date:
			FN	Foreign Registration Expiration Date:
			FN	Foreign Renewal Reg. No.: Frgn. Reg. Renewed:
			FN	Foreign Registration Renewed Expiration Date:
CD			AT	Attorney Name:
			CD	Correspondence: <input type="checkbox"/> Name <input type="checkbox"/> Inter St. Address <input type="checkbox"/> City/State/Zip
			DN	Attorney Docket Number:

Other: _____

I certify that all corrections have been entered in accordance with the above instructions and text editing guidelines.

Text Editor

Date

AMENDMENT WORKSHEET

NAME: Mary Cowan

DATE: 4.15.97

SERIAL # _____

INSTRUCTIONS: The dates of use and/or deletion to goods have been entered in the file. The Text Editor should check the "Entered" column after the amendment has been entered in the database.

RETAIN IN APPLICATION FILE

SCREEN CODE	AMENDED	ENTERED	AMENDED TO:
CL	X	/	Date of first use
CL	X	/	Date of first use in commerce
DELETE (GS)			Goods & Services
CL			International Class
PY			Applicant: <> Name <> Address <> Entry Type <> Citizenship/State of Incorporation
NC'99			Assignment/Name Change
CD			Correspondence <> Name <> Address

NOTE: _____

OTHER INFORMATION OR

AMENDMENTS: _____

NO AMENDING REQUIRED ():

All indicated amendment(s) have been entered in the database in accordance with the above instructions and text editing guidelines.

INIT. 67

DATE: 4/16/97

ITU

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE



Mark: MERS

Serial No. 75/031300

Filing Date: November 21, 1995

Applicant: Mortgage Electronic Registration Systems, Inc.

Class: 36

Notice of Allowance Mailing Date: January 21, 1997

STATEMENT OF USE UNDER 37 C.F.R. §2.88

The above-identified applicant has adopted and is using the mark MERS in commerce on or in connection with real estate database services, namely, providing and maintaining a registry of the transfer of mortgage servicing rights, mortgage ownership, security interests in mortgages and the release of mortgages for use by those in the mortgage banking industry, as identified in the Notice of Allowance of this application, and requests that said mark be registered in the United States Patent and Trademark Office on the Principal Register established by the Act of July 5, 1945 (15 U.S.C. §1051 et. seq., as amended).

CL

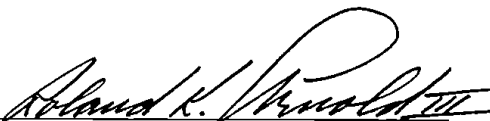
The mark was first used in connection with the services specified no later than February 1, 1996; was first used in interstate commerce no later than February 1, 1996; and is now in use in such commerce.

Sen

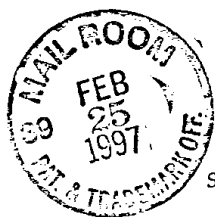
The mark is used on brochures, advertisements, and in other manners customary in the trade. Three (3) specimens showing the mark as actually used are presented herewith. Please withdraw the required fee from trademark deposit account no. 191565.

Roland K. Arnold, III, being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. 1001, and that willful false statements may jeopardize the validity of the application or any resulting registration, declares that he is General Counsel and Secretary of the applicant corporation and is properly authorized to execute this Statement of Use under 37 C.F.R. §2.88 on behalf of the applicant; he believes the applicant to be the owner of the service mark sought to be registered; the service mark is now in use in commerce; and all statements made of his own knowledge are true and all statements made on information and belief are believed to be true.

MORTGAGE ELECTRONIC REGISTRATION
SYSTEMS, INC.


Roland K. Arnold, III
General Counsel and Secretary

Date: 2/11/97



SUSAN A. SMITH
202.663.8386
susan_smith@shawpittman.com

Not Admitted in D.C.

SHAW PITTMAN
POTTS & TROWBRIDGE
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATION

2300 N Street, N.W.
Washington, D.C. 20037-1128
202.663.8000
Facsimile 202.663.8007

February 25, 1997



New York
Virginia

VIA HAND-DELIVERY

Assistant Commissioner for Trademarks
U.S. Patent and Trademark Office
Box **ITU FEE**
2900 Crystal Drive
Arlington, Virginia 22202-3513

Re: U.S. "Intent-to-Use" Service Mark Application
Mark: MERS
Serial No. 75/031300
Applicant: Mortgage Electronic Registration Systems, Inc.

Dear Sir:


On behalf of Mortgage Electronic Registration Systems, Inc., enclosed for filing is a Statement of Use for the mark **MERS** in International Class 36. The following materials are enclosed in connection with this matter:

1. A Statement of Use dated February 11, 1997; and
2. Three specimens of the mark as used in interstate commerce.

Please withdraw \$100.00 from trademark deposit account no. 191565 in order to cover the filing fee and reference number 13710-0002 on our billing statement.

Please direct all correspondence and questions concerning this matter to the undersigned.

Sincerely,


Susan A. Smith

Enclosures
406465 13710-0002

24:01W 22 NOV 97
FEB 25 1997

NOTICE OF ALLOWANCE

15 U.S.C. SECTION 1063(b)(2)

Page 01 of 01

The MARK identified below was published for opposition under 15 U.S.C. Section 1062(a). No successful opposition was filed. In order to obtain a registration, applicant must file a Statement of Use under 15 U.S.C. Section 1051(d)(1) within six months of the MAILING DATE OF NOTICE identified below. A six-month extension of time to file the Statement of Use will be granted upon proper request. Subsequent six-month extensions will be granted, for a period not to exceed twenty-four months, if good cause is shown. 15 U.S.C.1051(d)(2). Failure to timely file or perfect a Statement of Use or request for extension of time will result in abandonment of the application. The requirements for each are set forth at 37 C.F.R. Sections 2.88 and 2.89.

75/031300

Amy Span Wergeles
Shaw, Pittman, Potts & Trowbridge
2300 N Street, N.W.
Washington, DC 20037

ATTORNEY
REFERENCE NUMBER

PLEASE REVIEW THE ACCURACY OF THE NOTICE OF ALLOWANCE DATA

A request for correction to the notice of allowance should be submitted within 30 days to the following address: ASSISTANT COMMISSIONER FOR TRADEMARKS, 2900 CRYSTAL DRIVE, ARLINGTON, VIRGINIA 22202-3313. The correspondence should be marked to the attention of BOX ITU. The Patent and Trademark Office will review the request and make corrections where appropriate.

SERIAL NUMBER: 75/031300

MARK: MERS

OWNER NAME: Mortgage Electronic Registration Systems, Inc.

OWNER ADDRESS: 1125 15th Street, NW
Washington
D.C. 20005

MAILING DATE OF NOTICE: 01/21/1997

A Statement of Use or a request for an extension of time to file a Statement of Use must be RECEIVED by the Patent and Trademark Office within six (6) months from the above mailing date.

GOODS/SERVICES BY INTERNATIONAL CLASS

036—real estate database services, namely, providing and maintaining a registry of the transfer of mortgage servicing rights, mortgage ownership, security interests in mortgages and the release of mortgages for use by those in the mortgage banking industry

ALL OF THE GOODS/SERVICES IN EACH CLASS ARE LISTED

The filing of documents by Express Mail will be accorded a filing date of the date the document was deposited as Express Mail. All documents mailed by Express Mail must include the following: (1) the number of the Express Mail mailing label; (2) be addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513; and (3) a certificate of Express Mail mailing that states the date of mailing by Express Mail and is signed by the person mailing the document.

Certificate of Express Mail:

I, _____ (Name), do hereby certify that the foregoing documents are being deposited with the United States Postal Service as Express Mail, postage prepaid, in an envelope addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513, on this date of _____ (date).

(signature)

Name

Express Mail Label Number

Date of Deposit



**UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office**

ASSISTANT COMMISSIONER FOR TRADEMARKS
2900 Crystal Drive
Arlington, Virginia 22202-3513

SEP. 27, 1996

NOTICE OF PUBLICATION UNDER 12(a)

- | | |
|--|----------------------|
| 1. Serial No.: | 2. Mark: |
| 75/031,300 | MERS |
| | |
| 3. Applicant: | 4. Publication Date: |
| Mortgage Electronic Registration Systems | OCT. 29, 1996 |

The mark of the application identified appears to be entitled to registration. The mark will, in accordance with Section 12(a) of the Trademark Act of 1946, as amended, be published in the Official Gazette on the date indicated above for the purpose of opposition by any person who believes he will be damaged by the registration of the mark. If no opposition is filed within the time specified by Section 13(a) of the Statute or by rules 2.101 or 2.102 of the Trademark Rules, the Commissioner of Patents and Trademarks may issue a notice of allowance pursuant to section 13(b) of the Statute.

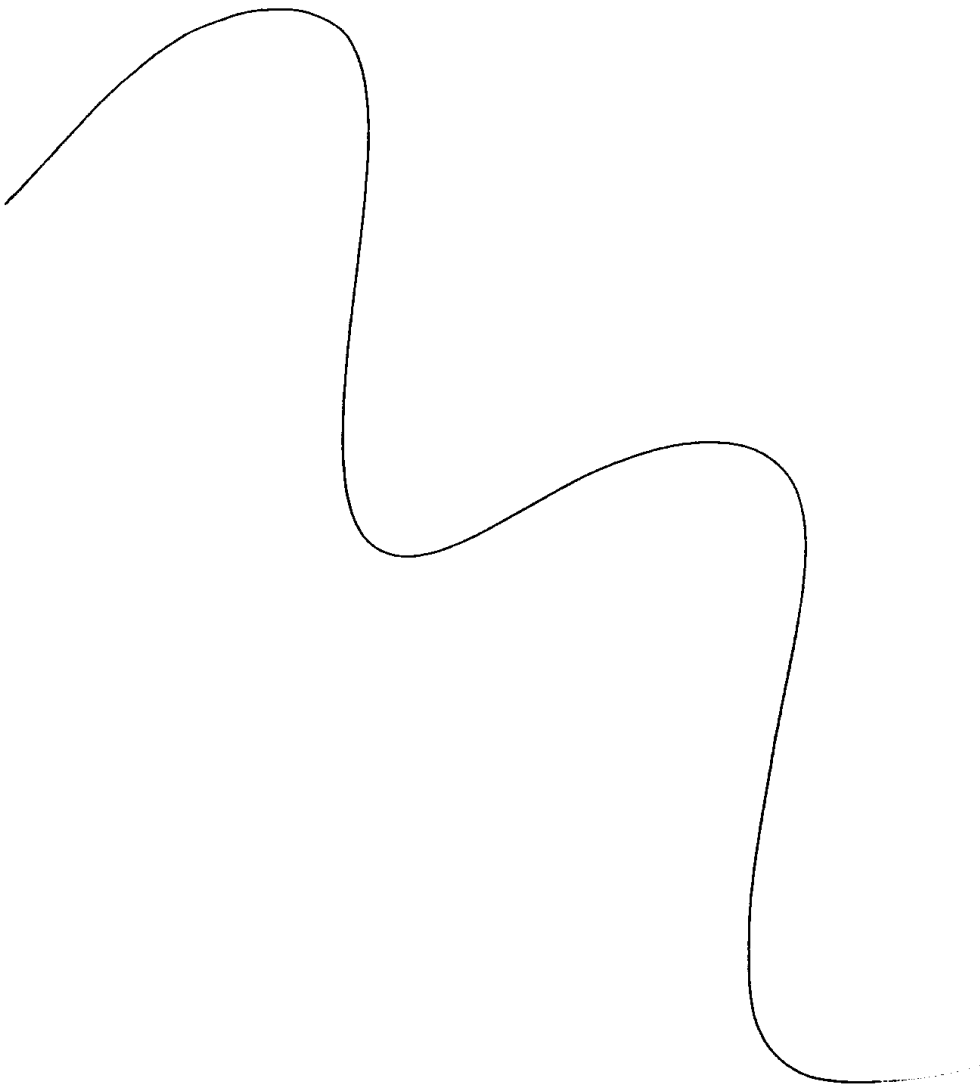
Copies of the trademark portion of the Official Gazette containing the publication of the mark may be obtained at \$28.00 each for domestic orders, or at \$35.00 each for foreign orders from:

The Superintendent of Documents
U.S. Government Printing Office
Washington, D.C. 20402

By direction of the Commissioner.

Amy Span Wergeles
Shaw, Pittman, Potts & Trowbridge
2300 N Street, N.W.
Washington, DC 20037

TMP&I



PUBLICATION/REGISTRATION EXAMINATION WORK SHEET

Reviewer: Elsie Bradley L.O.: 102 Date: 9/4/96 Serial No.: 031300

I certify all information in the database matched the information in the file and no corrections were required.

INSTRUCTIONS: If the information in the database does not match the information in the file the reviewer should check the ERROR column. After correction (text editing), the EDITED column should be checked. RETAIN IN FILE WRAP

SCREEN	ERROR	EDITED	ERROR FOUND DURING REVIEW REQUIRING AMENDMENT OF:
AM			AM: Mark Type:
			AM: Register:
			AM: Mark: <input type="checkbox"/> MDC:
PY			PY: Owner: <input type="checkbox"/> Name:
			PY: <input type="checkbox"/> Citizenship:
			PY: <input type="checkbox"/> Entity Type:
			DB: DBA/AKATA Statement:
			PY: Address: <input type="checkbox"/> Inter <input type="checkbox"/> City <input type="checkbox"/> State/Country <input type="checkbox"/> Zip
			NC: Assignment or Name Change:
			CO: Composed of:
CL			CL: International Class: U.S. Class:
			CL: First Use: First Use in Commerce:
			GS: Goods and Services:
			GS:
			GS:
			GS:
			GS:
AM			AM: Amended Register: P.R.: S.R.:
			AM: Amended Reg. Date:
O D A T A			DI: Disclaimer:
			DM: Description of Mark:
			LS: Lining and Stippling Statement:
			TR: Translation of Words in Mark:
			NO: Name/Portrait Description/Consent:
			TE: Section 2(f): <input type="checkbox"/> In Part <input type="checkbox"/> Limitation Statement <input type="checkbox"/> Entire Mark
			AF: Use in Another Form:
			CS: Certification Statement:
			CU: Concurrent Use Statement:
			PR: Prior U.S. Registrations:
FN			DR: Domestic Representative:
			FO: Foreign Country of Origin:
			FA: Foreign Application No.: Frqn. Appl. Filing Date:
			FE: Section 44(d): Y/N Section 44(e): Y/N
			FR: Foreign Registration No.: Frqn. Reg. Date:
			FE1: Foreign Registration Expiration Date:
			FR1: Foreign Renewal Reg. No.: Frqn. Reg. Renewed:
		FR1: Foreign Registration Renewed Expiration Date:	
CD			AT: Attorney Name:
			CO: Correspondence: <input type="checkbox"/> Name <input type="checkbox"/> Inter St. Address <input type="checkbox"/> City/State/Zip
			DN: Attorney Docket Number:

Other: _____

I certify that all corrections have been entered in accordance with the above instructions and text editing guidelines.

Text Editor

Date

AMENDMENT EXAMINATION WORK SHEET

Name: Sylvia Hammett Ofc: 102 Date: 7/19/96 Serial No.: 031300

INSTRUCTIONS: To certify amendments the R&A Clerk should check the "AMENDED" column. The Text Editor should check "ENTERED" after the amendment has been entered.
RETAIN IN FILE.

SCREEN	AMENDED	ENTERED	AM	AMENDED TO:
AM			AM	Mark Type:
			AM	Register:
			AM	Mark: <input type="checkbox"/> MDC:
PY			PY	Owner: <input type="checkbox"/> Name:
			PY	<input type="checkbox"/> Citizenship:
			PY	<input type="checkbox"/> Entity Type:
			DB	DBA/AKA/TA Statement:
PY			PY	Address: <input type="checkbox"/> Inter <input type="checkbox"/> City <input type="checkbox"/> State/Country <input type="checkbox"/> Zip
			NC	Assignment or Name Change:
			CL	International Class: <u>reclassify 42 to 36</u> U.S. Class:
CL			CL	First Use: First Use in Commerce:
			CL	
			GS	Goods and Services:
			GS	
			GS	
			GS	
AM			AM	Amended Register: P.R.: S.R.:
			AM	Amended Reg Date:
OTHER			D1	Disclaimer:
			DM	Description of Mark:
			LS	Lining and Stippling Statement:
			TR	Translation of Words in Mark:
			NO	Name/Portrait Description/Consent:
			TF	Section 2(f): <input type="checkbox"/> In Part <input type="checkbox"/> Limitation Statement <input type="checkbox"/> Entire Mark
			AF	Use in Another Form:
			CS	Certification Statement:
			CU	Concurrent Use Statement:
			PR	Prior U.S. Registrations:
FN			DR	Domestic Representative:
			FN	Foreign Country of Origin:
			FN	Foreign Application No.: Frgn. Appl. Filing Date:
			FN	Section 44(e) Claimed: Y/N Section 44(d) Claimed: Y/N
			FN	Foreign Registration No.: Frgn. Reg. Date:
			FN	Foreign Registration Expiration Date:
			FN	Foreign Renewal Reg. No.: Frgn. Reg. Renewed:
CD			AT	Attorney Name:
			CD	Correspondence: <input type="checkbox"/> Name <input type="checkbox"/> Inter St. Address <input type="checkbox"/> City/State/Zip
			DN	Attorney Docket Number:

Other: _____

I certify that all corrections have been entered in accordance with the above instructions and text editing guidelines.

Text Editor

Date

Initial Box if No Amendments are required.

UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office

SERIAL NO. 75/001320 Mortgage Electronic Registration SystemsETC		APPLICANT		PAPER NO.
MARK MERS		ACTION/NO. 02 <i>JB</i>		ADDRESS: ASSISTANT COMMISSIONER FOR TRADEMARKS 2900 Crystal Drive Arlington, Virginia 22202-3513 If no fees are enclosed, the address should include the words "Box 5." Please provide in all correspondence:
ADDRESS Any Span Wargales Shaw, Pittman, Potts & Trowbridge 2300 N Street, N.W. Washington, DC 20037		MAILING DATE 07/17/96		
FORM PTO-1525 (5-90)		REF. NO.		
U.S. DEPT. OF COMM. PAT. & TM OFFICE				1. Filing Date, serial number, mark and Applicant's name. 2. Mailing date of this action. 3. Examining Attorney's name and Law Office number. 4. Your telephone number and ZIP code.

EXAMINER'S AMENDMENT

EXAMINING ATTORNEY		PERSON CALLED/INTERVIEWED	TELEPHONE NUMBER	
Richard Y. Kim		Amy Span Wergeles	(202) 663-9436	
X	TELEPHONE CALL	INTERVIEW DATE	X	ATTORNEY
	PERSONAL INTERVIEW	July 15, 1996		APPLICANT

CALL RECORD/NOTES

OFFICE SEARCH: The examining attorney has searched the Office records and has found no similar registered or pending mark which would bar registration under Trademark Act § 2(d), 15 U.S.C. § 1052(d). TMEP § 1105.01.

RE: Serial Number 75/031300

In accordance with the authorization granted by the above Applicant or attorney, the application has been **AMENDED** as indicated below. No response is necessary unless there is an objection to the amendment.

Recitation of Services

The recitation of services has been amended to: Real estate database services, namely, providing and maintaining a registry of the transfer of mortgage servicing rights, mortgage ownership, security interests in mortgages and the release of mortgages for use by those in the mortgage banking industry, in International Class 36.

Richard Y. Kim, Examining Attorney
Law Office 102, (703) 308-9102 ext. 169

AMENDMENT EXAMINATION WORK SHEET

Name Elsie Bradley L.O. USA Date 7/2/96 Serial No. 087300

INSTRUCTIONS: To certify amendments the R&A Clerk should check the "AMENDED" column. The Text Editor should check "ENTERED" after the amendment has been entered.
RETAIN IN FILE

SCREEN	AMENDED	ENTERED	AMENDED TO
AM			Mark Type:
			Register:
			Mark: <input type="checkbox"/> MDC:
			Owner: <input type="checkbox"/> Name <input type="checkbox"/> Citizenship <input type="checkbox"/> Entity Type:
PY			DBA/KA/TA Statement:
			Address: <input type="checkbox"/> Inter <input type="checkbox"/> City <input type="checkbox"/> State/Country <input type="checkbox"/> Zip
			Assignment or Name Change:
			Composed of:
CL			International Class: U.S. Class:
			First Use: First Use in Commerce:
			Goods and Services:
AMEND TO DATA			Amended Register: P.R.: S.R.:
			Amended Reg Date:
			Disclaimer:
			Description of Mark:
			Lining and Stippling Statement:
			Translation of Words in Mark:
			Name/Portrait Description/Consent:
			Section 2(f): <input type="checkbox"/> In Part <input type="checkbox"/> Limitation Statement <input type="checkbox"/> Entire Mark
			Use in Another Form:
			Certification Statement:
			Concurrent Use Statement:
			Prior U.S. Registrations:
FN			Domestic Representative:
			Foreign Country of Origin:
			Foreign Application No.: Frgn. Appl. Filing Date:
			Section 44(e) Claimed: Y/N Section 44(d) Claimed: Y/N
			Foreign Registration No.: Frgn. Reg. Date:
			Foreign Registration Expiration Date:
			Foreign Renewal Reg. No.: Frgn. Reg. Renewed:
			Foreign Registration Renewed Expiration Date:
CD			Attorney Name:
			Correspondence: <input type="checkbox"/> Name <input type="checkbox"/> Inter St. Address <input type="checkbox"/> City/State/Zip
			Attorney Docket Number:

Text Editor: [Signature] Date: 7/2

Initial Box if No Amendments are required

UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office

SERIAL NO. 75/031300		APPLICANT Mortgage Electronic Registration Systems ETC		PAPER NO.	
MARK MERS		ADDRESS Amy Span Wergeles Shaw, Pittman, Potts & Trowbridge 2300 N Street, N.W. Washington, DC 20037		ADDRESS: ASSISTANT COMMISSIONER FOR TRADEMARKS 2900 Crystal Drive Arlington, Virginia 22202-3513	
ACTION NO. 01				If no fees are enclosed, the address should include the words "Box 5." Please provide in all correspondence: 1. Filing Date, serial number, mark and Applicant's name. 2. Mailing date of this action. 3. Examining Attorney's name and Law Office number. 4. Your telephone number and ZIP code.	
MAILING DATE 06/20/96					
REF. NO.					

FORM PTO-1525 (5-90) U.S. DEPT. OF COMM. PAT. & TM OFFICE

EXAMINER'S AMENDMENT

EXAMINING ATTORNEY		PERSON CALLED/INTERVIEWED		TELEPHONE NUMBER	
Richard Kim		Amy Span Wergeles, Esq.		(202) 663-9436	
X	TELEPHONE CALL	INTERVIEW DATE		X	ATTORNEY
PERSONAL INTERVIEW		June 20, 1996		APPLICANT	

CALL RECORD/NOTES

OFFICE SEARCH: The examining attorney has searched the Office records and has found no similar registered or pending mark which would bar registration under Trademark Act § 2(d), 15 U.S.C. § 1052(d). TMEP § 1105.01.
RE: Serial Number 75/031300

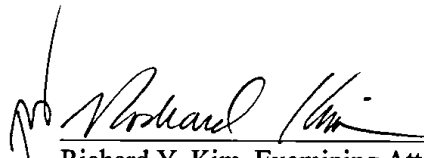
In accordance with the authorization granted by the above Applicant or attorney, the application has been **AMENDED** as indicated below. No response is necessary unless there is an objection to the amendment.

Recitation of Services

The recitation of services has been amended to: Database services, namely, providing a database of the transfer of mortgage servicing rights, mortgage ownership, security interests in mortgages and the release of mortgages for use by those in the mortgage banking industry, in International Class 36.

Classification of Services

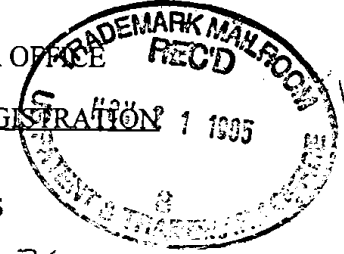
The applicant has classified the services incorrectly. The Office has corrected the classification of services to International Class 36.


 Richard Y. Kim, Examining Attorney
 Law Office 102, (703) 308-9102 ext. 169

1/6

93031300

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
INTENT-TO-USE APPLICATION FOR SERVICE MARK REGISTRATION



Mark: MERS

Int. Class: 42 36
A

TO THE HON. COMMISSIONER OF PATENTS AND TRADEMARKS:

Applicant: Mortgage Electronic Registration Systems, Inc., a Delaware corporation /

Business Address: 1125 15th Street, NW
Washington, DC 20005 /

AA

The above-identified applicant has a bona fide intention to use the mark in commerce for:

~~DATABASE SERVICES, NAMELY PROVIDING ENTRIES OF THE TRANSFER OF MORTGAGE SERVICING RIGHTS, MORTGAGE OWNERSHIP, SECURITY INTERESTS IN MORTGAGES AND THE RELEASE OF MORTGAGES IN A DATABASE FOR USE BY THOSE IN THE MORTGAGE BANKING INDUSTRY IN INTERNATIONAL CLASS 42~~

and requests that said mark, shown in the accompanying drawing, be reserved for registration on the Principal Register maintained by the United States Patent & Trademark Office, as established by the Trademark Law Revision Act of 1988.

The mark will be used on brochures, advertisements and promotional material, and in other manners customary in the trade.

Within a period of six (6) months following issuance of a Notice of Allowance, Applicant will file a statement of use and three (3) specimens showing the mark as actually used.

POWER OF ATTORNEY

AT Applicant hereby appoints Amy Span Wergeles, Esq., and Elisabeth Roth Escobar, Esq. both of whom are members of the Bar of the District of Columbia, and Trevor W. Nagel, Esq., a member of the bar of the Commonwealth of Massachusetts, of the firm of Shaw, Pittman, Potts & Trowbridge, 2300 N Street, N.W., Washington, D.C. 20037, to prosecute this application to register, transact all business in the Patent and Trademark Office in connection therewith, and to receive the Certificate of Registration.

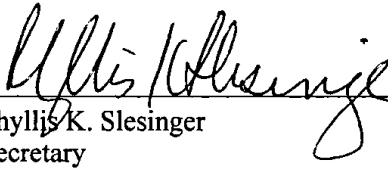
CA

DECLARATION

Phyllis K. Slesinger, being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any registration resulting therefrom, declares that she is Secretary of the applicant organization and is authorized to execute this instrument on behalf of said organization; she believes said organization to be the owner of the mark sought to be registered; to the best of her knowledge and belief no other person, firm, corporation, or association has the right to use said mark in commerce, either in the identical form or in such near resemblance thereto as may be likely when applied to the services of such other person, to cause confusion, or to cause mistake, or to deceive; she believes said organization has a bona fide intention to use the mark in

commerce in connection with the specified services; the facts set forth in this application are true; and all statements made on information and belief are believed to be true.

MORTGAGE ELECTRONIC REGISTRATION
SYSTEMS, INC.



Phyllis K. Slesinger
Secretary

Dated: 11/20/95, 1995

TRADEMARK APPLICATION SERIAL NO. 75031300

U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE
FEE RECORD SHEET

1810/23 01/18/92 75031300 19-1565 150 361 245.0000

CODING SHEET FOR PSEUDO MARKS AND DESIGN SEARCH CODES

SERIES CODE AND SERIAL NUMBER

75- 031300

MARK DRAWING CODE

(please circle appropriate NEC) 1

2

3

4

5

PSEUDO MARK (PM) _____

WIPO/DESIGN SEARCH CODES

_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Name: Mark Jones

P - 1

S - 2

ITU:

Y

or

N

SERIAL NO.: 75/031300

TRADEMARK APPLICATION FILE DATA WORKSHEET

CLASS DATA

1. INTERNATIONAL CLASS	42									
2. COLLECTIVE TM or SM	I	S	T	S	T	S	T	S	T	S
3. FEE PAID	(Y)	N	Y	N	Y	N	Y	N	Y	N
4. PRIOR US CLASS(ES)										
5. 1ST USE DATE										
6. 1ST USE IN COMM DATE										
7. IN ANOTHER FORM CODE	1	2	1	2	1	2	1	2	1	2
8. IN ANOTHER FORM STATEMENT	AF CODE IN MARGIN TEXT IN []									
9. GOODS/SERVICES	(S) INTERNATIONAL CLASS IN MARGIN TEXT []									
10. CERTIFICATION STATEMENT	CS IN MARGIN, TEXT IN []									

FOREIGN DATA

1. PRIORITY CLAIMED	Y	N	Y	N	Y	N	Y	N	Y	N
2. COUNTRY CODE										
3. FOREIGN APPLICATION										
4. FOREIGN FILING DATE										
5. FOREIGN REG #										
6. FOREIGN REG DATE										
7. FOREIGN EXPIRATION DATE										
8. RENEWAL #										
9. RENEWAL REG DATE										
10. RENEWAL EXPIRATION DATE										

NOTES TO DATA ENTRY PERSONNEL:

Applicant:

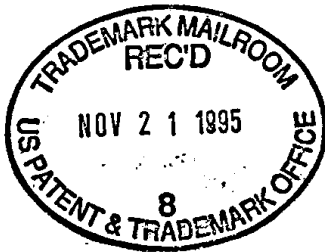
42 36
Mortgage Electronic Registration Systems, Inc.

Address:

1125 15th Street, NW
Washington, DC 20005

Services:

Database services, namely providing entries of the transfer of mortgage servicing rights, mortgage ownership, security interests in mortgages and the release of mortgages in a database for use by those in the mortgage banking industry, in International Class 42.



TRADEMARK



75031300

MERS

Attorney of Record:

Amy Span Wergeles, Esq.
Elisabeth Roth Escobar, Esq.
Trevor W. Nagel, Esq.
Shaw, Pittman, Potts & Trowbridge
2300 N Street, N.W.
Washington, D.C. 20037
(202) 663-8000

REGISTERED

JUL 29 1997

33677 13710-0001 50B1011.SAM

PAT. & T.M. OFFICE



PUBLISHED
OCT 29 1997

*** User: EX296522 ***

STMT NUMBER	TOTAL MARKS	LIVE VIEWED	DEAD VIEWED	SEARCH
01	2	2	0	PHRASCH /OW mortgage electronic
02	3	3	0	/fm mers ^ mer ^ meres
03	88	0	0	PHRASCH mers ^ mer ^ m ers ^ me rs ^ mer s
04	428064	0	0	042/cc
05	15	6	9	3 & 4
06	172	0	0	PHRASCH #ers
07	60	37	23	4 & 6
08	503	0	0	PHONSCH mers
09	149	0	0	4 & 8
10	145	34	4	9 ~7
11	93	59	34	10 ~mercy

TERMINAL SESSION STARTED 06/18/96 6:04 P.M. (EASTERN TIME)

TERMINAL SESSION FINISHED 06/18/96 6:21 P.M. (EASTERN TIME)

ELAPSED TIME THIS SESSION 0 HRS AND 17 MIN

*** User: EX296522 ***

STMT NUMBER	TOTAL MARKS	LIVE VIEWED	DEAD VIEWED	SEARCH
01	1	0	1	PHRASCH m e r s

TERMINAL SESSION STARTED 06/24/96 3:11 P.M. (EASTERN TIME)
TERMINAL SESSION FINISHED 06/24/96 3:12 P.M. (EASTERN TIME)
ELAPSED TIME THIS SESSION 0 HRS AND 1 MIN

APPLICATION CHECK LIST

MARK: MERS

SERIAL NO.: 75031300

USE ITU § 44

APPLICATION

☐ ☒ ☐ Name / Address
☐ ☒ ☐ Entity / State-Country
☐ ☒ ☐ Identification of goods / services
☐ ☒ ☐ Classification
☐ ☒ ☐ Fees paid per class
☐ ☒ ☐ Bona fide intent to use in commerce
☐ ☐ ☐ Date of first use anywhere
☐ ☐ ☐ Date of first use in commerce
☐ ☐ ☐ Type of commerce
☐ ☒ ☐ Method of use
☐ ☒ ☐ Print other matter (prior registrations, description, lining / stippling statement, 2(f), consent, etc.)
☐ ☒ ☐ Declaration:
☐ ☒ ☐ • 18 USC 1001 / Notarized
☐ ☒ ☐ • Owner of mark
☐ ☒ ☐ • Entitled to use mark
☐ ☒ ☐ • Statements are true
☐ ☒ ☐ • Authority of signer
☐ ☐ ☐ • Date / timeliness

DRAWING

☐ ☒ ☐ Typed - All caps / Symbols
☐ ☒ ☐ Special Form - Clarity / Quality
☐ ☒ ☐ Lining / Stippling
☐ ☒ ☐ Delete non-mark matter (®,™, etc.)
☐ ☒ ☐ Description necessary
☐ ☒ ☐ Translation / meaning inquiry

SPECIMENS

☐ ☐ ☐ Acceptable physical form
☐ ☐ ☐ Agree with identification
☐ ☐ ☐ Agree with method of use
☐ ☐ ☐ Agree with drawing
☐ ☐ ☐ 3 per class
☐ ☐ ☐ Other names / dba

SEARCH

☐ ☒ ☐ Done
☐ ☐ ☐ Deferred because:
☐ ☒ ☐ Prior registrations

USE ITU § 44

REGISTRABILITY ISSUES

Fails to function as a mark:

- Ornamentation
- Trade name
- Functionality / Configuration
- Activity in ID not a service
- Other: _____

2(a):

- Immoral / Scandalous
- Deceptive
- Falsely suggests connection
- Disparages

2(b) - Flag / Insignia

2(c) - Name of individual

2(d) - Likelihood of confusion

2(d) - Pending application

2(e)(1) - Descriptive / Misdescriptive

2(e)(2) - Geographically Descriptive

2(e)(3) - Geographically Misdescript.

2(e)(4) - Surname

Suggest incapable

Suggest Supplemental Register

Suggest 2(f)

Ownership refusal

Premature use refusal

Disclaimer

FOREIGN APPLICANT

Domestic Representative

44(d):

- Timeliness
- Foreign application serial number
- Treaty country
- Foreign registration needed

44(e):

- Applicant's names agree
- Marks agree
- ID within scope
- Expiration date
- Country of origin
- Treaty country
- Translation

ACTION TAKEN: ☐ OA ☐ EA ☐ PA ☐ Suspend ☐ Pub

Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3514
www.uspto.gov

REGISTRATION NO: 2084831 SERIAL NO: 75/031300 MAILING DATE: 02/26/2004
REGISTRATION DATE: 07/29/1997
MARK: MERS
REGISTRATION OWNER: Mortgage Electronic Registration Systems

CORRESPONDENCE ADDRESS:

Amy Span Wergeles
Shaw, Pittman, Potts & Trowbridge
2300 N Street, N.W.
Washington, DC 20037

NOTICE OF ACCEPTANCE

15 U.S.C. Sec. 1058(a)(1)

THE COMBINED AFFIDAVIT FILED FOR THE ABOVE-IDENTIFIED REGISTRATION MEETS THE REQUIREMENTS OF SECTION 8 OF THE TRADEMARK ACT, 15 U.S.C. Sec. 1058.

ACCORDINGLY, THE SECTION 8 AFFIDAVIT IS ACCEPTED.

NOTICE OF ACKNOWLEDGEMENT

15 U.S.C. Sec. 1065

THE AFFIDAVIT FILED FOR THE ABOVE-IDENTIFIED REGISTRATION MEETS THE REQUIREMENTS OF SECTION 15 OF THE TRADEMARK ACT, 15 U.S.C. Sec. 1065.

ACCORDINGLY, THE SECTION 15 AFFIDAVIT IS ACKNOWLEDGED.

THE REGISTRATION WILL REMAIN IN FORCE FOR CLASS(ES):
036.

RICE, GREGGRY A
PARALEGAL SPECIALIST
POST-REGISTRATION DIVISION
(703)308-9500

**PLEASE SEE THE REVERSE SIDE OF THIS NOTICE FOR INFORMATION
CONCERNING REQUIREMENTS FOR MAINTAINING THIS REGISTRATION**
CORRECTED

REQUIREMENTS FOR MAINTAINING A FEDERAL TRADEMARK REGISTRATION

I) SECTION 8: AFFIDAVIT OF CONTINUED USE

The registration shall remain in force for 10 years, except that the registration shall be canceled for failure to file an Affidavit of Continued Use under Section 8 of the Trademark Act, 15 U.S.C. Sec. 1058, at the end of each successive 10-year period following the date of registration.

Failure to file the Section 8 Affidavit will result in the cancellation of the registration.

II) SECTION 9: APPLICATION FOR RENEWAL

The registration shall remain in force for 10 years, subject to the provisions of Section 8, except that the registration shall expire for failure to file an Application for Renewal under Section 9 of the Trademark Act, 15 U.S.C. Sec. 1059, at the end of each successive 10-year period following the date of registration.

Failure to file the Application for Renewal will result in the expiration of the registration.

NO FURTHER NOTICE OR REMINDER OF THESE REQUIREMENTS WILL BE SENT TO THE REGISTRANT BY THE PATENT AND TRADEMARK OFFICE. IT IS RECOMMENDED THAT THE REGISTRANT CONTACT THE PATENT AND TRADEMARK OFFICE APPROXIMATELY ONE YEAR BEFORE THE EXPIRATION OF THE TIME PERIODS SHOWN ABOVE TO DETERMINE APPROPRIATE REQUIREMENTS AND FEES.

Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3514
www.uspto.gov

REGISTRATION NO: 2084831 SERIAL NO: 75/031300 MAILING DATE: 08/23/2003
REGISTRATION DATE: 07/29/1997
MARK: MERS
REGISTRATION OWNER: Mortgage Electronic Registration Systems

CORRESPONDENCE ADDRESS:

Amy Span Wergeles
Shaw, Pittman, Potts & Trowbridge
2300 N Street, N.W.
Washington, DC 20037

NOTICE OF ACCEPTANCE

15 U.S.C. Sec. 1058(a)(1)

THE COMBINED AFFIDAVIT FILED FOR THE ABOVE-IDENTIFIED REGISTRATION MEETS THE REQUIREMENTS OF SECTION 8 OF THE TRADEMARK ACT, 15 U.S.C. Sec. 1058.

ACCORDINGLY, THE SECTION 8 AFFIDAVIT IS ACCEPTED.

NOTICE OF ACKNOWLEDGEMENT

15 U.S.C. Sec. 1065

THE AFFIDAVIT FILED FOR THE ABOVE-IDENTIFIED REGISTRATION MEETS THE REQUIREMENTS OF SECTION 15 OF THE TRADEMARK ACT, 15 U.S.C. Sec. 1065.

ACCORDINGLY, THE SECTION 15 AFFIDAVIT IS ACKNOWLEDGED.

THE REGISTRATION WILL REMAIN IN FORCE FOR CLASS(ES):
036.

RICE, GREGGRY A
PARALEGAL SPECIALIST
POST-REGISTRATION DIVISION
(703)308-9500

**PLEASE SEE THE REVERSE SIDE OF THIS NOTICE FOR INFORMATION
CONCERNING REQUIREMENTS FOR MAINTAINING THIS REGISTRATION**

ORIGINAL

REQUIREMENTS FOR MAINTAINING A FEDERAL TRADEMARK REGISTRATION

I) SECTION 8: AFFIDAVIT OF CONTINUED USE

The registration shall remain in force for 10 years, except that the registration shall be canceled for failure to file an Affidavit of Continued Use under Section 8 of the Trademark Act, 15 U.S.C. Sec. 1058, at the end of each successive 10-year period following the date of registration.

Failure to file the Section 8 Affidavit will result in the cancellation of the registration.

II) SECTION 9: APPLICATION FOR RENEWAL

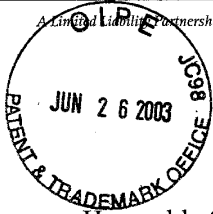
The registration shall remain in force for 10 years, subject to the provisions of Section 8, except that the registration shall expire for failure to file an Application for Renewal under Section 9 of the Trademark Act, 15 U.S.C. Sec. 1059, at the end of each successive 10-year period following the date of registration.

Failure to file the Application for Renewal will result in the expiration of the registration.

NO FURTHER NOTICE OR REMINDER OF THESE REQUIREMENTS WILL BE SENT TO THE REGISTRANT BY THE PATENT AND TRADEMARK OFFICE. IT IS RECOMMENDED THAT THE REGISTRANT CONTACT THE PATENT AND TRADEMARK OFFICE APPROXIMATELY ONE YEAR BEFORE THE EXPIRATION OF THE TIME PERIODS SHOWN ABOVE TO DETERMINE APPROPRIATE REQUIREMENTS AND FEES.

ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations



KATHY J. McKNIGHT
202.663.8689
kathy.mcknight@shawpittman.com

June 26, 2003

Honorable Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513

Re: U.S. Service Mark Registration No. 2,084,831
(MERS, Class 36)
Our File No. 13710.0002.0001

Dear Madam:

Attached hereto are the following documents:

COMBINED AFFIDAVIT UNDER § 8 and § 15
ONE SPECIMEN

Please charge our Deposit Account No. 19-1565 for the \$300 fee. In the event that an additional fee is required, you are authorized to charge the Deposit Account. Two copies of this letter are submitted herewith.

If there are any questions, please contact the undersigned.

Sincerely,

Kathy J. McKnight

KJM/sko
Enclosures

Document #: 1333781 v.1



06-26-2003

U.S. Patent & TMO/TM Mail Rpt Dt. #64

2300 N Street, NW Washington, DC 20037-1128

202.663.8000 Fax: 202.663.8007

www.shawpittman.com

Washington, DC
Northern Virginia
New York
Los Angeles
London

ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations

KATHY J. MCKNIGHT
202.663.8689
kathy.mcknight@shawpittman.com

June 26, 2003

Honorable Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513

Re: U.S. Service Mark Registration No. 2,084,831
(MERS, Class 36)
Our File No. 13710.0002.0001

Dear Madam:

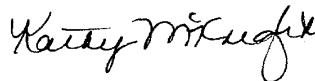
Attached hereto are the following documents:

COMBINED AFFIDAVIT UNDER § 8 and § 15
ONE SPECIMEN

Please charge our Deposit Account No. 19-1565 for the \$300 fee. In the event that an additional fee is required, you are authorized to charge the Deposit Account. Two copies of this letter are submitted herewith.

If there are any questions, please contact the undersigned.

Sincerely,



Kathy J. McKnight

KJM/sko
Enclosures

Document #: 1333781 v.1

ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations

KATHY J. MCKNIGHT
202.663.8689
kathy.mcknight@shawpittman.com

June 26, 2003

Honorable Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513

Re: U.S. Service Mark Registration No. 2,084,831
(MERS, Class 36)
Our File No. 13710.0002.0001

Dear Madam:

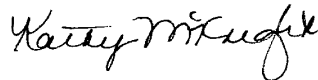
Attached hereto are the following documents:

COMBINED AFFIDAVIT UNDER § 8 and § 15
ONE SPECIMEN

Please charge our Deposit Account No. 19-1565 for the \$300 fee. In the event that an additional fee is required, you are authorized to charge the Deposit Account. Two copies of this letter are submitted herewith.

If there are any questions, please contact the undersigned.

Sincerely,



Kathy J. McKnight

KJM/sko
Enclosures

Document #: 1333781 v.1

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Mark: MERS
Registration No.: 2,084,831
Registration Date: July 29, 1997

MERSCORP, Inc.
(Delaware corporation)
1595 Spring Hill Road, Suite 310
Vienna, VA 22182

COMBINED AFFIDAVIT UNDER §§ 8 AND 15

STATE OF VIRGINIA)
: ss:-
COUNTY OF FAIRFAX)

Sharon M. Horstkamp, being duly sworn, states that she is Vice President and General Counsel of MERSCORP, Inc.; that said corporation owns Registration No. 2,084,831; that the mark shown therein has been in continuous use in interstate commerce for five consecutive years next preceding the execution of this Affidavit to the present in connection with:

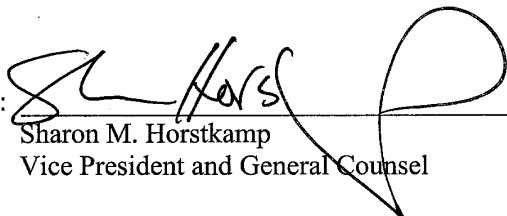
real estate database services, namely, providing and maintaining a registry of the transfer of mortgage servicing rights, mortgage ownership, security interests in mortgages and the release of mortgages for use by those in the mortgage banking industry, in Class 36;

that said mark is still in use in interstate commerce in connection with the above-listed services as evidenced by the attached specimen showing the mark as currently used; that there has been no final decision adverse to said corporation's claim to ownership of said mark, to its right to register the same or maintain it on the register; that there is no proceeding involving any of said rights pending and not finally disposed of either in the Patent and Trademark Office or in the courts; and that all statements made herein are true.

POWER OF ATTORNEY

The undersigned hereby appoints Alan S. Cooper, Kathy J. McKnight, Nancy S. Lapidus and Caroline C. Smith, all members of the Bar of the highest court of the District of Columbia, and Eric T. Fingerhut, Alisa C. Key and Allison S. Groff, all members of the Bar of the highest court of the Commonwealth of Virginia, and each of them, c/o Shaw Pittman LLP, 2300 N Street, NW, Washington, D.C., 20037-1128, telephone 202.663.8000, as its attorneys, with full power of substitution and revocation, to transact all business in the Patent and Trademark Office in connection with the above matter. Correspondence and other communications should be addressed to Kathy J. McKnight at the above address and telephone number.

MERSCORP, INC.

By: 
Sharon M. Horstkamp
Vice President and General Counsel

Signed and sworn to before me this 17 day of June, 2003.

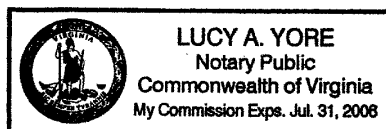


Notary Public

SEAL

My commission expires: July 31, 2008

Document #: 1317882 v.1



MERS is an electronic loan registry created by the real-estate finance industry to eliminate assignments when trading mortgages. A lender places MERS as the mortgagee of record and nominee for the lender on the security instrument recorded in the county land records. The loan is then registered on the MERS® System, which eliminates the need for future assignments when servicing rights are sold from one MERS member to another, because MERS serves as mortgagee of record for all members. All subsequent transfers can be tracked electronically.

- MERS appears on the security instrument for the sole purpose of holding title as nominee for a MERS member.
- The security instruments make it clear the originating lender is still the Lender.
- MERS is not lending or collecting money.



www.mersinc.org

1595 SpringHill Rd
Suite 310
Vienna, VA 22182

Congratulations! Your company has decided to eliminate assignments and save money! That's great for the company, but what's ahead for you? Seven easy steps to check off!

Your

MERS® READY



Checklist



REMEMBER MERS IS INVOLVED IN EVERY STEP

- ☐ **Join MERS.** Visit our web site, www.mersinc.org, or call 1-800-646-MERS (6377) for a one-page application.

- ☐ **MERS Customer Profile.** An overview of how your company conducts business.

Questions we ask

- With whom do you buy and sell
- What is your production volume

- What is your origination system
- What is your servicing system

- What is your servicing volume
- Is your servicing released or retained

- ☐ **MOM Documents.** The centerpiece to eliminating paper assignments.

- Contact your document vendor to order security instruments that name MERS as the Original Mortgagee (MOM)
- MOM documents incorporate authorized FHLMC, FNMA, FHA, VA, CHFA Mortgage or Deed of Trust changes

- ☐ **Mortgage Identification Number.** The 18-digit number that tracks loans on the MERS® System.

- Contact your loan origination software vendor to determine its MIN generation capability
- MERS provides free MINGen™ software
- MIN must be created and affixed to the security instrument and note

- ☐ **Trading Partner Readiness.** Let us help you make all your trading partners MERS® Ready.

- Tell your trading partners when you will begin producing MOM documents
- You still have the ability to execute an assignment to a non-MERS® Ready trading partner

- ☐ **Registration.** Several methods are available to register loans on the MERS® System.

- MERS® OnLine
- Batch interface
- A trading partner registers your loans

- ☐ **Signing Authority.** Your authority to execute documents for MERS.

- Your own employees you designate as officers of Mortgage Electronic Registration Systems, Inc., with authority to execute documents
- MERS provides a Corporate Resolution that authorizes them to execute documents

Int. Cl.: 36

Prior U.S. Cls.: 100, 101, and 102

Reg. No. 2,084,831

United States Patent and Trademark Office

Registered July 29, 1997

**SERVICE MARK
PRINCIPAL REGISTER**

MERS

MORTGAGE ELECTRONIC REGISTRATION
SYSTEMS, INC. (DELAWARE CORPORATION)
1125 15TH STREET, NW
WASHINGTON, DC 20005

FOR: REAL ESTATE DATABASE SERVICES,
NAMELY, PROVIDING AND MAINTAINING A
REGISTRY OF THE TRANSFER OF MORT-
GAGE SERVICING RIGHTS, MORTGAGE
OWNERSHIP, SECURITY INTERESTS IN

MORTGAGES AND THE RELEASE OF MORT-
GAGES FOR USE BY THOSE IN THE MORT-
GAGE BANKING INDUSTRY, IN CLASS 36
(U.S. CLS. 100, 101 AND 102).

FIRST USE 2-1-1996; IN COMMERCE
2-1-1996.

SN 75-031,300, FILED 11-21-1995.

RICHARD KIM, EXAMINING ATTORNEY

Int. Cl.: 36

Prior U.S. Cls.: 100, 101, and 102

Reg. No. 2,084,831

United States Patent and Trademark Office

Registered July 29, 1997

**SERVICE MARK
PRINCIPAL REGISTER**

MERS

MORTGAGE ELECTRONIC REGISTRATION
SYSTEMS, INC. (DELAWARE CORPORATION)
1125 15TH STREET, NW
WASHINGTON, DC 20005

FOR: REAL ESTATE DATABASE SERVICES,
NAMELY, PROVIDING AND MAINTAINING A
REGISTRY OF THE TRANSFER OF MORT-
GAGE SERVICING RIGHTS, MORTGAGE
OWNERSHIP, SECURITY INTERESTS IN

MORTGAGES AND THE RELEASE OF MORT-
GAGES FOR USE BY THOSE IN THE MORT-
GAGE BANKING INDUSTRY, IN CLASS 36
(U.S. CLS. 100, 101 AND 102).

FIRST USE 2-1-1996; IN COMMERCE
2-1-1996.

SN 75-031,300, FILED 11-21-1995.

RICHARD KIM, EXAMINING ATTORNEY