

LENDERS ONE
CORPORATE CODE OF CONDUCT

OVERVIEW AND PURPOSE

Best Partners Mortgage Cooperative, Inc. (“Lenders One” or the “Cooperative”) was established to assist independent mortgage bankers to operate more efficiently within the industry and within their community.

The Mortgage Partnership of America, LLC, a for profit company, has been appointed as the Cooperative’s manager (the “Management Company”). It is the Management Company’s primary objective to establish a membership consisting of like-minded mortgage professionals who appreciate their independence, but recognize the advantages that can be realized through constructive collaboration. The Management Company will attempt to ensure the Cooperative’s long-term success by negotiating mutually profitable contractual arrangements with companies who support the mortgage banker model.

Although the terms governing the relationship between Lenders One and the Management Company are provided in the agreement entered into between them (the “Management Agreement”), this Corporate Code of Conduct (the “Code”) details the standards of conduct applicable to the management of the Cooperative. The Management Company will strive to ensure its compliance with this Code as part of its obligations to the Cooperative. This Code supplements the Management Agreement, and is deemed integral part thereto. Upon any conflict or disagreement between this Code and the Management Agreement, the Management Agreement shall control.

CODE OF CONDUCT

The Management Company understands that it shares a responsibility for the Cooperative’s success and accordingly commits to the following:

- The Management Company will provide administrative services with respect to the management and operation of the Cooperative including:
 - Recruiting of members;
 - Maintaining a system of records, books and accounts necessary for the operations of the Cooperative;
 - Overseeing the Cooperative members’ compliance with the Cooperative rules and other member obligations;
 - Supervising the collection of fees owed to the Cooperative;
 - Managing the Cooperative’s relationships with vendors, suppliers and other third parties doing business with the Cooperative and the members;
 - Supervising the Cooperative’s day-to-day operations and implementation of the Cooperative’s policies and programs;
 - Developing and promoting programs for members;
 - Negotiating or supervising negotiations of contracts with vendors or other third parties, including signing contracts on behalf of the Cooperative;

- Assisting members and preferred vendors and lenders in doing business with the Cooperative; decreasing operating costs and developing superior working relationships for the Cooperative;
- Performing such other duties as may be mutually agreed upon by the Cooperative and Management Company necessary for the management and operations of the Cooperative

The Management Company's performance of its management duties will be aligned with the following principles:

- The management activities will be performed in a professional manner and in compliance with applicable laws, the Cooperative's Articles of Incorporation, By-Laws, and the Management Agreement
- The Management Company has conducted, currently conducts or may in the future conduct other businesses, different from its non-exclusive duties to the Cooperative, independently or in association with third parties. Such businesses may include, but are not limited to, the management of other cooperative entities; the provision, promotion and marketing of products and services; and other business opportunities or ventures, independently or with others
- Certain activities of the Management Company, as well as certain products or services that the Management Company sponsors, markets or makes available to the Cooperative and the members, may be provided by or through the Management Company or its affiliated companies. The Management Company will use its good faith efforts to disclose from time to time such relationships to the Cooperative in the Residential Investor One Business Relationship and Affiliation Disclosure.

RESPONSIBILITY

The Chief Executive Officer of the Cooperative ("CEO") is responsible for monitoring compliance with this Code and for making its content known to the person(s) responsible for compliance with the provisions hereof. The CEO will periodically review this Code and determine if any amendments or updates are required, and resolve any conflicts regarding the applicability or application of this Code.