

IN WITNESS WHEREOF, the parties hereto have executed this **SERIES 5 PREFERRED STOCK PURCHASE AGREEMENT** dated June 16, 2011 at a Subsequent Closing held on May __, 2012.

PURCHASER:

MORT, INC.

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the undersigned have executed this **SIXTH AMENDED AND RESTATED INVESTOR RIGHTS AGREEMENT** dated June 16, 2011, as of May __, 2012.

INVESTORS:

MORT, INC.

By: _____

Name: _____

Title: _____

The foregoing **THIRD AMENDED AND RESTATED RIGHT OF FIRST REFUSAL AGREEMENT** dated June 16, 2011, is hereby executed as of May __, 2012.

INVESTORS:

MORT, INC.

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the parties hereto have executed this **FOURTH AMENDED AND RESTATED VOTING AGREEMENT** dated June 16, 2011, as of May __, 2012.

INVESTORS:

MORT, INC.

By: _____

Name: _____

Title: _____

**VOTING AGREEMENT
SIGNATURE PAGE**