RER SOLUTIONS, INC.
SUBCONTRACT AGREEMENT

This Subcontract ("Agreement" or "Subcontract") is entered into this 1 day of April, 2019 ("Effective Date"), by and between RER Solutions, Inc., a Virginia corporation , whose primary address is 950 Herndon Parkway, Suite 410, Herndon, VA 20170 (hereinafter referred to as "Prime Contractor" or "RER") and RocketLoans Marketplace LLC d/b/a Rocket Loans, a Michigan limited liability company, located at 1274 Library Street, 2nd Floor, Detroit, MI 48226 (hereinafter referred to as "Subcontractor" or "RocketLoans"). Prime Contractor and Subcontractor are each individually a "Party" and collectively the "Parties."

WHEREAS, Prime Contractor has entered into Contract No. 73351019D0001 ("Prime Contract") with the United States Small Business Administration, Office of Disaster Assistance ("SBA ODA") for data analysis and loan recommendation services;

WHEREAS, Prime Contractor desires that Subcontractor provide certain Commercial Services (as defined in the statement of work "SOW" in Exhibit D) and the use of its commercial computer Software (as defined in Section 2.4 of this Agreement) in connection with Prime Contractor's performance of the task orders issued by SBA ODA under the Prime Contract and Subcontractor has agreed to provide such Commercial Services and Software to facilitate and support Prime Contractor's successful performance of the Prime Contract; and

WHEREAS, Prime Contractor and Subcontractor intend to form a subcontract for "commercial items" as that term is defined in the Federal Acquisition Regulation ("FAR"), 48 C.F.R. Part 2.101 and as the term is used in the FAR, 48 C.F.R. Part 12, for commercial services related to data analysis and loan recommendation services for SBA ODA.

NOW, THEREFORE, in consideration of the valuable promises and covenants contained herein, the adequacy of which is hereby acknowledged, the Parties agree as follows:

Section 1. Prime Contract.

1.1 Prime Contractor will perform the primary and vital requirements of the Prime Contract and will control the Prime Contract at all times. Prime Contractor will direct, supervise, and manage the activities of Subcontractor and other subcontractors as appropriate for a Commercial Item subcontract. Subcontractor shall report to Prime Contractor and communicate and deliver its performance to the Client through Prime Contractor.

1.2 Subcontractor will abide by and discharge the provisions of the Prime Contract to the extent such provisions are incorporated into this Subcontract in Exhibit B and solely by performing and delivering commercial item products and services.

IN WITNESS WHEREOF, the Parties hereto have, through duly authorized representatives, executed this Subcontract effective as of the day and year indicated in the preamble.

	RER Solutions, Inc.	RocketLoans Marketplace LLC d/b/a [redacted]
By:	[redacted]	[redacted]
	Signature	Signature
	Errin E. Green	Mark Acchione
	Chief Executive Officer	Chief Investment Officer, EVP
	April 1, 2019	April 1, 2019
	Date	Date