

**EXHIBIT A  
TO  
NOTICE OF FILING OF DECLARATION**



2.

In early 2009, Metro sought to renew and increase its line-of-credit ("LOC") with Fidelity Bank. I met with Mr. Levent and Ralph Thurmond of Fidelity Bank on or about February 25, 2009 to address the LOC. We met at Metro's corporate offices in Atlanta and discussed the LOC and the need for Metro to continue to reduce its expenses in a very difficulty real estate market.

3.

I advised Mr. Levent and Mr. Thurmond that GMAC would be willing to provide to Metro a "franchise fee holiday" which could extend until the end of the year or until GMAC and Metro worked out a new franchise agreement and payment structure.

4.

The franchise fees that Metro had paid to GMAC for the prior year were approximately \$30,000 per month.

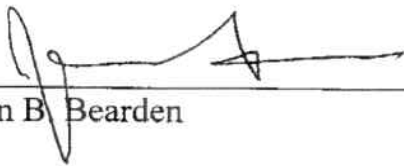
5.

On February 26, 2009, I provided to Mr. Thurmond a letter acknowledging the fee waiver, a true and correct copy of which is attached hereto as Exhibit A. It was my understanding that the letter was included within Metro's loan package which was submitted to Fidelity Bank, along with financial information concerning

Metro for the underwriting committee to consider in connection with its determination of whether to increase and extend the LOC.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on the 21<sup>st</sup> day of October, 2009

  
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John B. Bearden

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# **GMAC** Real Estate

John B. Bearden  
President & CEO

February 26, 2009

Mr. Ralph Thurmond  
Senior Vice President  
Business Development  
Perimeter West Branch  
135 Perimeter Center West  
Atlanta, Georgia 30346

Re: Metro Brokers, GMAC

Dear Ralph,

To confirm our discussion this week in Kevin Levent's office, we are the franchisor for Metro Brokers GMAC.

In light of the degradation in the real estate market conditions and the resulting decline in Metro's top-line revenue, I am writing to confirm our willingness to provide Mr. Levent a franchise fee holiday for the foreseeable future. This will provide the company with approximately \$30,000 per month of additional cash flow during the franchise fee holiday period.

As discussed, Ralph, Kevin is the leading Broker in our national network. Further, he is, in my opinion, the most innovative and effective leader in the entire real estate industry. The liquidity crisis that is affecting Metro Brokers GMAC is commonplace in our industry currently. Metro Brokers, however, is better positioned than any other company to prosper from a recovery in the industry condition due to his investment in technology based infra-structure. It is a very sound and well-conceived business model.

I hope that Fidelity Bank will be in a position to expand its lending facility to Metro Brokers GMAC. If we can be of further assistance, please contact me at any time.

Regards,



John B. Bearden

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