

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,

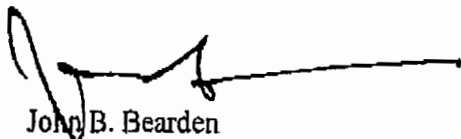
To confirm our discussion this week in Kevin Levent's office, we are the franchisor for Metro Brokers GMAC.

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

GMAC Real Estate
2021 Spring Road, Suite 300
Oak Brook, IL 60523

Toll Free: (800) 274-7653
Fax: (866) 432-3342
john_bearden@gmacs.com

