

**EXHIBIT C  
TO  
NOTICE OF FILING OF AFFIDAVITS**

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION**

<b>GMAC REAL ESTATE, LLC,</b>	)	
	)	
<b>Plaintiff,</b>	)	
	)	
<b>v.</b>	)	<b>CIVIL ACTION FILE</b>
	)	<b>NO. 1:09-CV-02838-JEC</b>
<b>METRO BROKERS, INC., KEVIN R.</b>	)	
<b>LEVENT, and CLYDE W. CARVER,</b>	)	
	)	
<b>Defendants.</b>	)	
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<b>STATE OF GEORGIA</b>	}	
	}	
<b>COUNTY OF FULTON</b>	}	

**AFFIDAVIT OF KEVIN LEVENT**

Kevin Levent, who, having been first duly sworn before an officer authorized to administer oaths, deposes and states under oath as follows:

1.

My name is Kevin Levent. I voluntarily and freely make this affidavit on my own personal knowledge for any and all uses and purposes authorized by law. I am over the age of twenty-one years, and I am the President of Metro Brokers, Inc. ("Metro").

2.

In early 2009 Metro sought to renew and increase its line-of-credit ("LOC") with Fidelity Bank. I, along with my banker, Mr. Ralph Thurmond, met with John B. Bearden, President of GMAC Real Estate, LLC ("GMAC"), 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 difficult real estate market.

3.

Mr. Bearden advised us that GMAC would continue to provide to Metro a "franchise fee holiday" for the remaining year. I was not advised that GMAC would seek a refund of the franchise fees waived by GMAC.

4.

The franchise fees that Metro had paid to GMAC for the prior year were \$352,721.17, or approximately \$30,000 per month.

5.

We requested a letter from Mr. Bearden acknowledging the fee waiver. On February 26, 2009, Mr. Thurmond was provided this letter, a true and correct copy of which is attached hereto as Exhibit A. The letter was included within Metro's loan package which was submitted to Fidelity Bank, along with financial

information concerning myself and Metro for the underwriting committee to consider in connection with its determination of whether to increase and/or extend the LOC.

6.

It is my understanding that the franchise fee waiver was a part of the package which our bank considered in approving the increase and extension of the LOC.

7.

Over the history of our franchise with GMAC, I allowed, upon reasonable request, other GMAC franchisees to be located in our exclusive licensed territory.

8.

I have never been served with the Complaint or the Amended Complaint in this matter.

9.

I have never been served with the Notice of Termination dated October 13, 2009, other than through an e-mail from my attorney who received the document by facsimile.

**FURTHER AFFIANT SAYETH NAUGHT.**

Kevin Levent  
Kevin Levent

Sworn to and subscribed before me  
this 21st day of October, 2009.

Sharon W. Darby  
NOTARY PUBLIC

My Commission Expires: Jan. 27, 2013



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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,

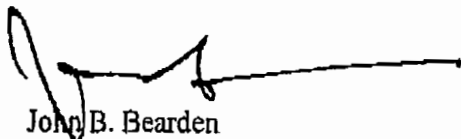
To confirm our discussion this week in Kevin Levent's office, we are the franchisor for Metro Brokers GMAC.

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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