

**EXHIBIT B
TO
NOTICE OF FILING OF AFFIDAVITS**

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

GMAC REAL ESTATE, LLC,)

Plaintiff,)

v.)

) **CIVIL ACTION FILE**
) **NO. 1:09-CV-02838-JEC**

METRO BROKERS, INC., KEVIN R.)

LEVENT, and CLYDE W. CARVER,)

Defendants.)

STATE OF GEORGIA }

COUNTY OF FULTON }

AFFIDAVIT OF RALPH THURMOND

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

1.

My name is Ralph Thurmond. 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 Senior Vice President for Business and Development with Fidelity Bank. Fidelity Bank has been the lender

and banker for Metro Brokers, Inc. and Kevin Levent (collectively "Metro") for many years.

2.

In early 2009 Metro sought to renew and increase its line-of-credit ("LOC") with Fidelity Bank. I, along with Mr. Levent, 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 difficulty 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 approximately \$30,000 per month.

5.


We requested a letter from Mr. Bearden acknowledging the fee waiver. On February 26, 2009, I 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 Metro for the underwriting committee to consider in connection with its determination of whether to increase and extend the LOC.

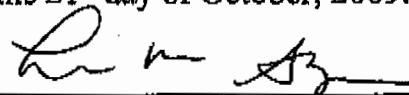
6.

The franchise fee waiver was an important part of the package which our bank considered in approving the increase and extension of the LOC.

FURTHER, AFFIANT SAYETH NAUGHT.


Ralph Thurmond

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


NOTARY PUBLIC

My Commission Expires:

My Commission Expires May 3, 2010

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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,

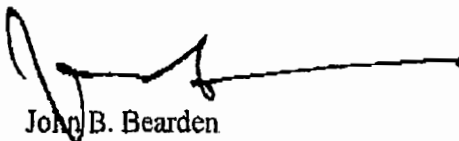
To confirm our discussion this week in Kevin Levent's office, we are the franchisor for Metro Brokers GMAC.

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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Oak Brook, IL 60523

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john_bearden@gmacs.com

