

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
TYLER DIVISION**

ADVANCEME, INC.	§	
	§	Civil Case No. 6:05-CV-424
VS.	§	(LED-JDL)
	§	
RAPDIPAY, LLC, BUSINESS	§	
CAPITAL CORPORATION,	§	
MERCHANT MONEY TREE, INC.,	§	
REACH FINANCIAL, LLC and FAST	§	
TRANSACTION, INC., dba SIMPLE	§	
CASH	§	

DECLARATION OF DEBORAH RACE IN SUPPORT OF MOTION TO QUASH

1. I am one of the local attorneys representing AdvanceMe in the above matter, as well as in the related cause. In an attempt to facilitate negotiations about various logistical matters, I have frequently dealt with opposing, local counsel, Doug McSwane.

2. On June 22, 2007, Doug and I spoke about several matters. In an e-mail of that same date, attached hereto as Exhibit 1, I wrote Doug about several things, including my client's willingness to designate who they intended to call live at trial, provided that the defendants would agree to do the same. In that e-mail, I wrote, "I know you have told me Lee Sukow, Laurent Bouchard, Thomas Litle and Edward Landon, but I was not sure if that was a complete list or if that was firm. Can you confirm and I will see if I can't get them to provide a list as well."

3. Thereafter, Doug replied in an e-mail later that same day that, "As to live witnesses, we are happy to give you our list of live witnesses and would request AdvanceMe do the same today, including the list AdvanceMe will call live and the list of AdvanceMe employees or people under their control that it will make available at trial. We understand there may be last minute unforeseen changes, but intend to try to exchange the list because this will shorten and focus the work we have to do to determine objections and excerpts that will be the subject of meets and confers. Our list is the following: Lee Suckow, Laurent Bouchard, Thomas Litle, Edward Landon, Donald Headlund, Cortes DeRussey (corporate rep.) for First Funds, Bill Benedict (C.R. for Reach Financial), Jeff Jackson (C.R. for MMT), Peter Bieler (who is the subject of a motion to be argued Wednesday at the hearing), Mel Chasen (though defendants have accepted his attorney's proposal to provide a deposition in lieu of trial testimony). We look forward receiving [sic] AdvanceMe's list today." Attached hereto as Exhibit 2 is a true and correct copy of Mr. McSwane's email.
4. Later that same day, I received another e-mail from Joseph Gray, another attorney representing the defendants in this cause. A true and correct copy of this email is attached hereto as Exhibit 3. Therein, Mr. Gray wrote, "As we understand from Deborah that plaintiff will call Glenn Goldman, Les Falke and Barbara Johnson live at trial, the parties' designations, counter-designations, and objections to their deposition transcripts are moot.

Similarly, as Tim Litle, Laurent Bouchard, Lee Suckow, Edward Landon, Bill Benedict, and Cortes DeRussy will be live at trial, the parties' designations, counter-designations, and objections to their deposition transcripts are moot." I never advised anyone that Tom Burnside was coming and it is my understanding that at no time did anyone else representing AdvanceMe advise anyone representing the defendants that Tom Burnside would be included in the people AdvanceMe intended to bring live to trial.

5. Through this series of e-mails and conversations, I understood that we had jointly narrowed the list of witnesses who would appear at trial. I never heard anyone mention or suggest that Mr. Burnside was expected to appear at trial until Wednesday, July 11, 2007 when counsel for Defendants asked if they needed to subpoena Mr. Burnside. Thereafter I asked them about our prior agreement regarding live witnesses.

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

Dated: July 13, 2007

/s/

Deborah Race