

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

ADVANCEME, INC.,

Plaintiff,

vs.

**RAPIDPAY, LLC, BUSINESS CAPITAL
CORPORATION, FIRST FUNDS LLC,
MERCHANT MONEY TREE, INC., REACH
FINANCIAL, LLC and FAST TRANSACT,
INC. dba SIMPLE CASH**

Defendants

CASE NO. 6: 05-CV-424-LED-JDL

**NO JURY REQUESTED –
EQUITABLE RELIEF ONLY**

AFFIDAVIT OF ALAN NUSSBAUM

STATE OF NEW YORK §

COUNTY OF WESTCHESTER §

My name is Alan Nussbaum. I am over the age of eighteen and competent to make this affidavit. I have personal knowledge of the facts stated herein and they are true and correct.

“I am currently employed by AdvanceMe, Inc. (“AdvanceMe”) as a sales representative and have been employed in that position since February 16, 2006. Prior to working for AdvanceMe, I was formerly employed by Defendant Rapidpay, LLC (“Rapidpay”). On or about January 30, 2006, James D’Alessandro, an employee of Rapidpay, informed me that Rapidpay intended to cease its operations as Rapidpay and close its office in Downtown Manhattan. This individual also informed me that Rapidpay

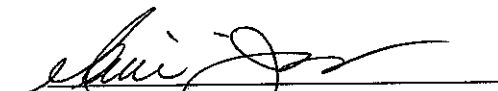
would reform as a new entity called Strategic Funding and open an office in Midtown Manhattan.”

Further affiant sayeth not.



Alan Nussbaum

4 SUBSCRIBED AND SWORN TO BEFORE ME by the said Alan Nussbaum this day of April, 2006.



Notary Public in and for
the State of New York

MARIE E. JASON
No. 4977961
Notary Public, State of New York
Qualified in Rockland County
w/ Commission Expires Feb. 19, 2007