

AFFIDAVIT OF NICHOLAS PASSALACQUA

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

Nicholas Passalacqua being duly sworn, states upon personal knowledge as follows:

1. My name is Nicholas Passalacqua and I am over 18 years old and fully competent to make this affidavit. I make this affidavit in support of defendant Lead2Net.Net, Inc.'s Motion to Dismiss in the case styled *Robert H. Braver v. Ameriquest Mortgage Company, Inc., et al.*, in the United States District Court for the Western District of Oklahoma, Case No. CIV-04-1013-W.

2. I am the Chairman and CEO of Lead2Net.Net, Inc. ("Lead2") which is a Florida corporation with its principal place of business in Boca Raton, Florida.

3. I have read the Third Amended Complaint filed by the plaintiff, Robert H. Braver ("Plaintiff").

4. Lead2 did not direct or cause any emails to be sent to Plaintiff and did not have any contact with Plaintiff or his server.

5. Lead2 is a purchaser and seller of information, or "leads," identifying potential borrowers in connection with mortgages and other loans. Lead2 is an "intermediary" or "middleman" between vendors which generate leads and mortgage and other companies.

6. Lead2 does not currently generate its own leads. For a limited period of time, from June 20 to August 8, 2005, Lead2 generated its own leads through www.emortgagetree.com, a website owned by me. Lead2 has never generated mortgage leads through unsolicited commercial email.

Exhibit
#2

7. Lead2 does not and has never conducted email marketing campaigns. Lead2 does not send commercial emails and has never sent commercial emails. Lead2 has not sent any commercial emails into Oklahoma. Lead 2 does not solicit, and has never solicited mortgage leads by email in Oklahoma or anywhere else.

8. Lead2 has one office, located in Boca Raton, Florida. It does not have any Oklahoma bank accounts, offices, agents, employees, facsimile or telephone numbers. It does not recruit employees from Oklahoma.

9. Lead2 does not have any Oklahoma-based stockholders who own an equity interest in Lead2.

10. Lead2 does not advertise in any Oklahoma newspapers or periodicals, and does not control, own or lease any property in Oklahoma. Lead2 placed advertisements with Google for approximately six weeks during 2005. Those advertisements were not directed specifically toward Oklahoma.

11. Lead2 is not licensed to conduct business in Oklahoma, has not sent any employees to Oklahoma for business activities, and does not pay taxes in Oklahoma.

12. Lead2 does not have and has never had any contracts with or worked with any mortgage brokers or mortgage lead vendors with a principal place of business in Oklahoma.

13. Lead2 has a website which is located at www.lead2net.net. Since the inception of Lead2 in March, 2003 to the present, only 9 of approximately 2,100 potential clients have visited this website from Oklahoma. Eight of these 9 potential clients only visited the website and

entered information in order to see what Lead2 had to offer. Only 1 of the 9 actually purchased leads from Lead2, and that was a one time transaction for approximately \$600.00.

14. From September 9, 2005 to present (the time frame for which Lead2 has collected certain data on computer), 425 of 47,845 leads have been sold by Lead2 for which a person in Oklahoma has provided information.

15. Beginning in approximately November of 2005, Lead2 has required all of its vendors to sign contracts in which the vendor represents and warrants that lead information was lawfully acquired. It is in Lead2's best interest to only sell or distribute leads containing valid expressions of consumer interest, as any invalid data jeopardizes client relationships and may result in loss of repeat customers.

16. Lead2 did not send an email to an email address at secondchance@ohww.norman.ok.us, as described in paragraph 88 of the Third Amended Complaint, or cause any other person or entity to send such an email.

17. Lead2 purchased the lead described in paragraphs 88 and 89 of the Third Amended Complaint, for ARon Bartles,@ from an unrelated, independent lead supplier which is not an agent of or controlled by Lead2. Lead2 is also a separate entity from defendant Ameriquest.

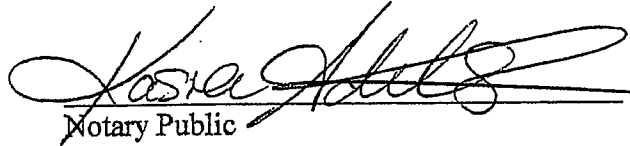
18. There are various standard methods of generating leads, such as: (1) the use of Aclick-through@ internet advertisements; (2) internet webpages with forms that may be filled out and submitted; or (3) the use of direct email that I understand complies with the CAN-SPAM Act.

FURTHER AFFIANT SAYETH NOT.



Lead2Net.Net, Inc.
By Nicholas Passalacqua, Chairman and CEO

SUBSCRIBED AND SWORN before me this 26 day of April, 2006.



Notary Public

My Commission Expires: 5/22/2009

(SEAL)

