

EXHIBIT A

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

GMAC BANK, a Utah Industrial Bank,)	
)	CIVIL ACTION
Plaintiff,)	
)	
vs.)	No. 06 CV 5291
)	
HTFC CORPORATION,)	
)	
Defendant.)	

AFFIDAVIT OF JOSEPH R. ZICCARDI

The undersigned, being first duly sworn under oath, hereby deposes and states as follows:

1. I am an attorney licensed to practice in the State of Illinois since 1993. I have at all times been a member in good standing, and I have never been disciplined, sanctioned, censured, reprimanded or suspended, nor has my conduct ever been called into question or the subject of an inquiry by the Attorney Registration and Disciplinary Commission, which is the governing body for Illinois lawyers. Nor has my conduct ever been called into question by any court, tribunal, or agency.

2. I first represented HTFC Corporation four years ago in a lawsuit filed in the United States District Court for the Northern District of Illinois captioned *Guaranty Residential Lending v. International Mortgage Center, et al.*, case no. 03 C 5485.

3. In the *Guaranty* case, I represented HTFC Corporation during the two-day deposition of Mr. Wider, which occurred on June 8, 2004 and July 14, 2004, respectively. During both days of that deposition, Mr. Wider conducted himself appropriately, provided responsive answers to the questions asked, did not engage in name-calling or use profanity, and he was not combative with opposing counsel.

4. As lead counsel for defendant HTFC Corporation in this case, I represented Aaron Wider (in his capacity as CEO of HTFC) at his deposition, which began on September 26, 2007.

5. Beginning approximately two weeks before the September 26th deposition, I began discussing with Mr. Wider the proper procedure for his deposition. I explained the issues that would likely be addressed, as well as his conduct during the deposition. Additionally, in that period, I had approximately four more conversations with Mr. Wider in which I counseled him as to the proper demeanor and manner of responding to questions posed of him during his deposition.

6. On September 25, 2007, the day prior to the deposition, beginning at approximately 2:00 p.m., both Raymond Voulo, who is HTFC's corporate counsel from New York, and I met with Aaron Wider to prepare for his testimony. During that meeting, both Mr. Voulo and I repeatedly advised Mr. Wider of the proper behavior during his deposition. I specifically cautioned him against "the use of profanities or other insulting language," and I strongly recommended that he maintain good manners and proper decorum at all times during his deposition. This meeting lasted approximately five hours.

7. On September 26, 2007, prior to the deposition, I again met with Mr. Wider to review the issues for the deposition and prepare him for his testimony. During this meeting, I stressed to him the "importance of the deposition, the procedure to be followed and the requirement of proper decorum."

8. Notwithstanding our numerous conferences prior to the deposition, shortly after his deposition began on September 26, 2007, Mr. Wider became belligerent. We immediately took a break, and I again instructed him during that break to "maintain his composure, refrain from getting agitated and respond to the questions asked of him."

9. Upon his return to the deposition and in response to additional questioning, Mr. Wider again became very belligerent, agitated, and upset, which pattern continued to occur throughout the deposition. At various points, Mr. Wider walked out of the deposition, despite my admonition that “this was not proper behavior.”

10. During each of the breaks, both Ray Voulo and I instructed Mr. Wider that he had “to control himself and simply answer the questions asked.” We further instructed him to “refrain from insulting plaintiff’s counsel, providing non-responsive answers or otherwise failing to cooperate with the deposition procedure.”

11. During these breaks, Mr. Wider acknowledged that he understood these instructions and promised that he would attempt to respond appropriately to the questions asked of him, as well as to control his outbursts and refrain from verbally attacking plaintiff’s counsel.

12. Following the breaks, Mr. Wider’s conduct improved, but only for a short time. Despite his repeated assurances during the breaks that he would control himself during the deposition, Mr. Wider quickly lost control and again resorted to the use of profanities and vulgarities.

13. Following the termination of the deposition on September 26, 2007, I again met with Mr. Wider for a few hours to prepare him for his deposition in a related case, *Residential Funding Corporation v. HTFC Corporation*, which was pending in the U.S. District Court for the District of Minnesota (the “RFC Case”).

14. On September 27, 2007, Mr. Wider appeared at his deposition in the RFC Case. That deposition was completed in approximately three hours, and Mr. Wider completed his testimony without incident or the use of profanity, name-calling or other inappropriate behavior.

15. The continuation of Mr. Wider's deposition in the instant case was set to occur on November 8, 2007. Given that Mr. Wider had successfully completed his deposition in the RFC Case, I believed that he would be able to complete his deposition in this case, as he assured me that he would.

16. A few days prior to this deposition, I again spoke with Mr. Wider to advise that his conduct during the first part of his deposition "could not, and absolutely should not, be repeated, and that under no circumstances would it be tolerated." Mr. Wider confirmed his understanding and promised that he would answer the questions so that we could complete the deposition.

17. On November 7, 2007, I again met for approximately 3-4 hours with Mr. Wider and Mr. Voulo to prepare for Mr. Wider's deposition testimony. We both again stressed the importance of appropriate conduct for the deposition, and Mr. Wider agreed to behave appropriately. I reiterated that his conduct during this first deposition "was completely unacceptable and that, if it continued, he would "undoubtedly be reprimanded by the Judge, [would] possibly be sanctioned, and may even have judgment entered against HTFC Corporation." Mr. Wider again acknowledged his understanding of these admonitions and agreed to control himself during the deposition.

18. On November 8, 2007, prior to the deposition, I met with Mr. Wider and again instructed him in no uncertain terms that he was "to cooperate and respond to the questions asked of him."

19. At the November 8, 2007 deposition, Mr. Wider again lost his composure and continued his use of profanities toward plaintiff's counsel. Similar to the September 26, 2007

deposition, Mr. Wider agreed during these breaks to control his outbursts, but he failed to do so while giving testimony.

20. Prior to the termination of the deposition on November 8, 2007, I again explicitly stated to Mr. Wider that his conduct was “completely unacceptable and that it must terminate immediately.” I again advised that he “must respond to the questions asked of him without the inclusion of irrelevant or unresponsive material,” and that he “absolutely must control himself.” I further explained that his conduct would, among other things, “undoubtedly damage his case and the likelihood of successfully defending this matter.”

21. Notwithstanding my admonitions, Mr. Wider continued to argue with plaintiff’s counsel, swear at him and otherwise ignore my explicit instructions and advice.

22. I did not “chuckle” or “snicker” at Mr. Wider’s conduct as is referenced at page 372 of the November 8, 2007 transcript, nor at any point during either of his deposition sessions. Mr. Bodzin’s comment to this effect was not directed at me, as I did not make any noise or other comment to encourage Mr. Wider’s behavior. That comment was directed at Mr. Voulo, who made the noise.

23. Following the termination of the deposition, I apologized to plaintiff’s counsel, Bob Bodzin, for Mr. Wider’s conduct and for the time that was spent by all parties in an effort to complete the deposition without success. Mr. Bodzin replied, “My comments were not directed at you,” and that he knew Mr. Wider’s conduct was the issue, and that he would pursue the matter with the Court.

24. On December 7, 2007, upon learning that this Court had issued a Rule to Show Cause against me related to *my conduct* during his deposition, Mr. Wider profusely apologized to

me and repeatedly stated that “this was not my doing, that I had done everything I possibly could to control him,” and that he had disregarded my advice and the advice of Mr. Voulo.

25. Throughout this litigation, and throughout nearly fifteen years of practicing law, I have at all times conducted myself with integrity, professionalism and courtesy, and within the bounds of my ethical obligations as an attorney. Throughout this litigation, I represented my client to the best of my ability, and I acted professionally and courteously toward all parties and counsel.

Dated: March 14, 2008

s/ Joseph R. Ziccardi
Joseph R. Ziccardi