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U.S. DISTRICT COURT
MIDDLE DISTRICT OF TN

IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF TENNESSEE

STATE OF TENNESSEE, *Plaintiff,* vs BRITLEE, INC. d/b/a The MILITARY ZONE a/k/a MILITARYZONE COM, and LAPTOYZ COMPUTERS AND ELECTRONICS; STUART L. JORDAN, individually and d/b/a BRITLEE, INC and MILLENIUM FINANCE, INC.; MILLENIUM FINANCE, INC.; and ROME FINANCE COMPANY, INC., *Defendants.*	)	CIVIL ACTION NO. 3 07 0988 District Judge _____ Magistrate Judge _____ JURY DEMAND

NOTICE OF REMOVAL TO UNITED STATES DISTRICT COURT

Defendant Rome Finance Company, Inc. ("**Rome**"), by counsel and pursuant to 28 U.S.C. §§ 1331, 1367, 1441, and 1446, hereby removes this case to the United States District Court for the Middle District of Tennessee, Nashville Division. As the basis for removal, Rome shows as follows:

1. This action was filed on September 23, 2005 in the Circuit Court of Tennessee at Montgomery County, Docket No. 50500795.

2. The Complaint was replaced with a First Amended Complaint, which was filed on October 18, 2005.

3. By order of September 4, 2007, Plaintiff was allowed to file a Second Amended Complaint, which was filed on September 12, 2007, and a copy of which is attached as Exhibit A.

4. The state court in which this action was originally filed lies within the Division of the United States District Court in which this Notice of Removal is filed.

5 Pursuant to 28 U.S.C. § 1446(d), this Notice of Removal is timely filed. On September 4, 2007, the Circuit Court granted Plaintiff's Motion for Leave to Amend to file Second Amended Complaint, which had been vigorously opposed by Rome An order to that effect was entered that same day, which permitted Plaintiff to file a Second Amended Complaint Rome understands that Plaintiff actually filed its Second Amended Complaint on September 12, 2007. As of the date of this filing, Defendant Rome has not received its service copy of the Second Amended Complaint.

6 The above-styled civil action is one in which this Court has original jurisdiction pursuant to 28 U S C § 1331 and supplemental jurisdiction pursuant to 28 U S.C. § 1367 because it is a civil action arising, at least in part, under the laws of the United States In its Second Amended Complaint, Plaintiff has alleged that Rome has violated federal law. Specifically, Plaintiff has alleged that Rome has failed to comply with 16 C F R. § 433, by not making certain disclosures as to holder-in-due course status. (Second Amended Complaint at ¶¶ 78-82). In addition, Plaintiff has alleged that Rome has failed to comply with 16 C F.R. § 251.1, by not making certain disclosures with regard to the cost of financing. (Second Amended Complaint at ¶ 101). Through these alleged violations, Plaintiff claims that Rome's conduct constitutes a violation of the Tennessee Consumer Protection Act, T C.A § 47-18-101, *et seq* (Second Amended Complaint at ¶ 82, ¶ 101) Because the State's right to relief under State law requires resolution of substantial questions of federal law, these claims "arise under" the laws of the United States for purposes of federal question jurisdiction Because this action arises pursuant to the laws of the United States in a matter over which this Court has original

jurisdiction, the action "may be removed by the [Defendants] to the District Court of the United States for the district and division embracing the place where such action is pending." 28 U.S.C. § 1441(a); Metropolitan Life Insurance Co. v. Taylor, 481 U.S. 58 (1987)

7 In addition, this Court may properly hear the State's remaining state law claims against Rome under its supplemental jurisdiction, as those claims arise out of the same common nucleus of operative facts as those claims arising under federal law

8 As is evidenced by the signature of their counsel below, the remaining Defendants in this action - Britlee, Inc d/b/a The Military Zone a/k/a militaryzone.com and Laptoyz Computers and Electronics; Stuart L. Jordan, individually and d/b/a Britlee, Inc. and Millenium Finance, Inc.; and Millenium Finance, Inc - affirmatively consent to removal.

9. As is required by 28 U.S.C § 1446, a copy of each process, pleading, and order that has been served on Rome in this matter as of the date of the filing of this Notice of Removal is attached as collective Exhibit B [1]

10. Notice of the filing of the removal of this action will be provided to all counsel and to the Clerk of the Circuit Court for Tennessee at Montgomery County. Copies of those notices are attached to this Notice as collective Exhibit C

11 By filing this Notice of Removal, Rome does not waive and fully reserves all defenses it may have, including, but not limited to, defenses of lack of personal jurisdiction, lack of subject matter jurisdiction, failure to exhaust administrative remedies, and failure to state a claim upon which relief may be granted.

12. The undersigned counsel has read this Notice of Removal, and, to the best of his knowledge, information and belief, formed after a reasonably inquiry, it is well-grounded in fact;

[1] A list of each such process, pleading, and order and a CD containing a pdf of each such process, pleading, and order are attached as collective Exhibit B.

is warranted by existing law or an extension or modification of existing law; and is not brought for any improper purpose, such as to harass or cause unnecessary delay or needless increase in the cost of this litigation.

WHEREFORE, Rome respectfully gives notice of the removal of the above-styled action pending against it in the Circuit Court of Tennessee at Montgomery County to the United States District Court for the Middle District of Tennessee at Nashville. Rome requests that the United States District Court for the Middle District of Tennessee accept this Notice of Removal and that it assume jurisdiction of this cause and issue such further orders and processes as may be necessary to bring before it all parties necessary.

This 3rd day of October, 2007

Respectfully submitted,

CHAMBLISS, BAHNER & STOPHEL, P.C.

By: Hugh J. Moore, Jr.

Hugh J. Moore, Jr., #000883
William R. Hannah, #016722
Thomas Greenholtz, #020105
1000 Tallan Building
Two Union Square
Chattanooga, Tennessee 37402
Phone: (423) 756-3000
Fax: (423) 508-1235

Counsel for Rome Finance Company, Inc

CONSENT BY OTHER DEFENDANTS TO REMOVAL

As evidenced by the signature of their counsel below, the other Defendants in this action - Britlee, Inc. d/b/a The Military Zone a/k/a militaryzone.com and Laptoyz Computers and Electronics; Stuart L. Jordan, individually and d/b/a Britlee, Inc. and Millenium Finance, Inc.; and Millenium Finance, Inc. - affirmatively consent to the removal of this action from the Circuit Court of Tennessee at Montgomery County to the United States District Court for the Middle District of Tennessee.

This 2nd day of October, 2007.

BAKER, DONELSON, BEARMAN, CALDWELL & BERKOWITZ, P.C.

By: _____

John S. Hicks, #010478
Lawrence S. Eastwood, #016071
Sonya R. Smith, #023898
211 Commerce Street, Suite 1000
Commerce Center
Nashville, Tennessee 37201
Phone: (615) 725-5600
Fax: (615) 744-7337

Counsel for Britlee, Inc., Stuart L. Jordan, and Millenium Finance, Inc.

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and exact copy of this pleading has been served upon counsel for all parties at interest in this case by placing a true and exact copy of this pleading in the United States Mail, with sufficient postage, and addressed to such counsel at his or her office as indicated below:

John S. Smith, III, Esq
Assistant Attorney General
State of Tennessee Office of the Attorney General
Consumer Advocate & Protection Division
P. O. Box 20207
Nashville, TN 37202-0207

John S. Hicks, Esq
Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C.
Commerce Center, Suite 1000
211 Commerce Street
Nashville, TN 37201

This the 3 day of October, 2007.

CHAMBLISS, BAHNER & STOPHEL, P.C.

By: _____