

EXHIBIT B

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
MIAMI DIVISION

CASE NO. 07-21221-CIV-ALTONAGA/TURNOFF

RENEE BLASZKOWSKI, AMY
HOLLUB, and PATRICIA DAVIS,
Individually and on behalf of others
Similarly situated,

Plaintiffs,

vs.

MARS, INC., et al.,

Defendants.

AFFIDAVIT

State of Ohio)
) ss
County of Hamilton)

I, Paul Schulte, having first been duly cautioned and sworn, depose and say:

- (1) I am employed by The Kroger Co. ("Kroger") in the capacity of Manager of Tax Planning and Research in the Corporate Tax Department, a position I have held since 2006. I have been employed by Kroger since 1988. I have personal knowledge of the matters attested to herein.
- (2) For the four-year period preceding May 9, 2007, Kroger did not operate any retail supermarkets, nor did Kroger have any retail sales, in the state of Florida. Over that period of time, Kroger did make wholesale or "custom" sales to commercial customers (not consumers) in the state of Florida.
- (3) Kroger's tax accounting system is based upon a tax year cycle of February 1 through January 31. For the four successive tax years beginning on February 1, 2003, the respective percentages of Kroger's total sales revenue attributable to Florida sales were as follows:

<u>Tax Year</u>	<u>Florida Sales</u>
2/1/03 - 1/31/04	.0195%
2/1/04 - 1/31/05	.0061%
2/1/05 - 1/31/06	.0024%
2/1/06 - 1/31/07	.0014%

- (4) "Tom Thumb Food Stores" is the name of a chain of retail convenience stores in Florida and Alabama, which are owned and operated by Junior Food Stores of West Florida, Inc. ("JFS"), a Florida corporation, JFS is one of several subsidiaries of Dillon Companies, Inc. ("Dillon"). Dillon is one of several subsidiaries of Kroger.
- (5) JFS, doing business as Tom Thumb Food Stores, maintains its own facilities, distributes its own merchandise through its retail convenience stores, maintains its own accounts, and hires and pays its own employees.
- (6) Kroger does not maintain any operational control over JFS, doing business as Tom Thumb Food Stores, which has a separate corporate existence of its own.
- (7) Fred Meyer Jewelers, Inc. ("FMJ") is a California corporation which owns and operates several jewelry stores in the United States, including in Florida, under the names of "Fred Meyer Jewelers" and "Littman Jewelers." FMJ is one of several subsidiaries of Fred Meyer Stores, Inc. ("FMS"). FMS is one of several subsidiaries of Fred Meyer, Inc. ("FM"). FM is one of several subsidiaries of Kroger.
- (8) FMJ, doing business as Fred Meyer Jewelers and Littman Jewelers, maintains its own facilities, distributes its own merchandise through its retail jewelry stores, maintains its own accounts, and hires and pays its own employees.
- (9) Kroger does not maintain any operational control over FMJ, doing business as Fred Meyer Jewelers and Littman Jewelers, which has a separate corporate existence of its own.
- (10) A review of Kroger's tax records reveals that Kroger has paid wages to Kroger employees with business addresses in Florida and that the percentage of corporate-wide wages paid to Kroger employees with business addresses in Florida is as follows:

<u>Year</u>	<u>Florida Wages</u>
2003	.000%
2004	.000%
2005	.003%
2006	.005%

(11) In 2003 and 2004, Kroger did not pay any wages to Kroger employees with business addresses in Florida.

Further sayeth the affiant naught.

Paul Schutte

STATE OF OHIO)
COUNTY OF Hamilton) ss.
)

Sworn to before me and subscribed in my presence this 14th day of February, 2008.

Bobbi J. McFadden
Notary Public



BOBBI J. McFADDEN
Notary Public, State of Ohio
My Commission Expires 05-07-11

EXHIBIT C

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
MIAMI DIVISION

CASE NO. 07-21221-CIV-ALTONAGA/TURNOFF

RENEE BLASZKOWSKI, AMY
HOLLUB, and PATRICIA DAVIS,
Individually and on behalf of others
Similarly situated,

Plaintiffs,

vs.

MARS, INC., et al.,

Defendants.

AFFIDAVIT

State of Ohio)
) ss
County of Hamilton)

I, Angela Z. Rose, having first been duly cautioned and sworn, depose and say:

- (1) I am employed by The Kroger Co. ("Kroger") in the capacity of Senior Manager On-Line, Loyalty Department, a position I have held since March 2007. I have been employed by Kroger since 2001. I have personal knowledge of the matters attested to herein.
- (2) On and before May 9, 2007, Kroger operated the "Kroger.com" website over which consumers could electronically order certain goods, including flowers and gourmet fruit baskets, from "partner sites" operated by independent companies. In order to purchase an order of flowers or gourmet fruit baskets, a consumer accessing the Kroger.com website would be redirected to a partner site, where the order would be electronically taken. The partner would then ship the order of flowers or gourmet fruit baskets as directed by the ordering customer. Payment was made directly to the partner, which paid Kroger a commission for the use of the Kroger.com website to redirect the consumer to the partner site.

(3) A review of company records reveals that between April 24, 2005 and May 26, 2007, the dollar amount of commission earned by Kroger for sales of flowers and gourmet fruit baskets ordered by Florida residents from partner sites accessed through the Kroger.com website totaled \$3,568.32.

Further sayeth the affiant naught.

Angela Z...

STATE OF OHIO)
COUNTY OF Hamilton) ss.

Sworn to before me and subscribed in my presence this 13th day of January, 2008.

Bobbi J. McFadden
Notary Public



BOBBI J. McFADDEN
Notary Public, State of Ohio
My Commission Expires 05-07-11

EXHIBIT D

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
MIAMI DIVISION

CASE NO. 07-21221-CIV-ALTONAGA/TURNOFF

RENEE BLASZKOWSKI, AMY
HOLLUB, and PATRICIA DAVIS,
Individually and on behalf of others
Similarly situated,

Plaintiffs,

vs.

MARS, INC., et al.,

Defendants.

AFFIDAVIT

State of Ohio)
) ss
County of Hamilton)

I, Lisa Byrd, having first been duly cautioned and sworn, depose and say:

- (1) I am employed by The Kroger Co. ("Kroger") in the capacity of Senior Manager Corporate Systems, Information Systems Department, a position I have held since approximately 2004. I have been employed by Kroger since 1991. I have personal knowledge of the matters attested to herein.
- (2) As Senior Manager Corporate Systems, my responsibilities include the management of Kroger's electronic accounts payable database, which documents Kroger's purchase transactions with its vendors and suppliers. Kroger's electronic accounts payable database can be searched at a state field level to isolate the dollar volume of vendor purchase transactions from a particular state.
- (3) A search of Kroger's electronic accounts payable database for the years 2002 through 2006 revealed the following percentages of the dollar amount of Kroger's enterprise-wide vendor transactions which were attributable to Florida vendors:

<u>YEAR</u>	<u>PERCENTAGE</u> <u>FLORIDA VENDORS</u>
2002	0.86%
2003	0.85%
2004	1.03%
2005	0.96%
2006	1.09%

Further sayeth the affiant naught.

Kira L. Byrd

STATE OF OHIO)
COUNTY OF Hamilton) ss.

Sworn to before me and subscribed in my presence this 13th day of February, 2008.



MELISSA PARKER
Notary Public, State of Ohio
My Commission Expires
June 18, 2012

Melissa Parker
Notary Public