

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ANGULO CAPITAL CORP.
and GERARD ANGULO,

Plaintiffs,

- against -

SKADDEN, ARPS, SLATE, MEAGHER &
FLOM LLP,

Defendant.

Civil Action No.: 04 CV 3114 (KMW)

AFFIDAVIT OF
EARLE YAFFA

State of New York)
) ss.
County of New York)

Earle Yaffa, deposes and says under penalties of perjury the following:

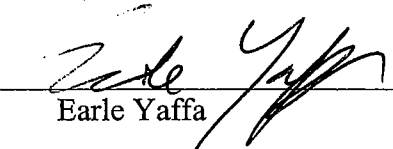
1. I am managing director of the law firm of Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden"), defendant in the above-captioned action and as such have first hand knowledge of its business and partnership affairs. I submit this affidavit in support of Skadden's motion to dismiss the complaint in the above captioned action in accordance with Federal Rule of Civil Procedure 12(b)(1).

2. Christopher L. Baker, Bruce M. Buck, Hilary S. Foukes, Nobuhisa Ishizuka, and Alan G. Schiffman are all full equity partners in Skadden, Arps, Slate, Meagher & Flom LLP (Delaware) (hereinafter "Skadden") the Limited Liability Partnership whose Statement of Qualification appears as Exhibit 5 to the Declaration of Eric W. Berry in Opposition to Skadden's Motion to Dismiss, and whose Annual Report appears as Exhibit 6 thereto. The Skadden partnership includes the partners in all of Skadden's offices worldwide. Baker, Buck, Foukes, Ishizuka and Schiffman were all partners in Skadden before November of 2002.

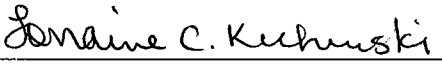
3. Bruce M. Buck is also a partner in Skadden, Arps, Slate, Meagher & Flom (UK) LLP, and Alan G. Schiffman is also a partner in Skadden, Arps, Slate Meagher & Flom (International). Christopher L. Baker, Hilary S. Foukes and Nobuhisa Ishizuka are partners in no other Skadden entity.

4. Attached hereto as Exhibit A are copies of signature pages to the Skadden partnership agreement for the above listed Skadden partners.

5. I note that in addition to the partners listed above, Skadden has a number of additional full equity partners whom I personally know to be U.S. Citizens and residents of foreign countries. For reasons of economy and practicability Skadden has not submitted affidavits from all of them, but only from the representative few listed above.


Earle Yaffa

Sworn to before me
this 29 day of July 2004.


Notary Public

LORRAINE C. KICHINSKI
Notary Public, State of New York
No. 01KI4608422
Qualified in Kings County
Commission Expires Feb. 28, 2008