

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORKANGULO CAPITAL CORP.
and GERARD ANGULO,

Plaintiffs,

- against -

SKADDEN, ARPS, SLATE, MEAGHER &
FLOM LLP,

Defendant.

Civil Action No.: 04 CV 3114 (KMW)

AFFIDAVIT OF
RONA G. SHAMOON

Rona G. Shamoan, deposes and says under penalties of perjury the following:

1. I am an attorney with the law firm of Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden"), defendant in the above-captioned action. 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. Skadden is a Delaware limited liability partnership with offices in ten U.S. cities (New York, Boston, Chicago, Houston., Los Angeles, Newark, Palo Alto, San Francisco, Washington D.C., and Wilmington) and twelve foreign cities (Beijing, Brussels, Frankfurt, Hong Kong, London, Moscow, Paris, Singapore, Sydney, Tokyo, Toronto, and Vienna). At present, a number of Skadden partners who work in Skadden's non-U.S. offices, are U.S. citizens domiciled abroad.
3. In August of 2001, Skadden submitted sworn responses to interrogatories in Herrick Co. v. Vetta Sports, Inc., 94 Civ. 0905 (RPP), which indicated that as of February 14, 1994 (the filing date of that action) at least two Skadden


partners, Bruce M. Buck and Christopher L. Baker, were U.S. citizens domiciled abroad. This continues to be the case through the present.

4. On October 25, 2002, in an action filed in the United States District Court for the District of Delaware against Learning 2000, Skadden did assert jurisdiction based on diversity of citizenship; but Skadden has not asserted at any time in the Learning 2000 action that it does not have partners who are U.S. citizens domiciled abroad.



Rona G. Shamoon

Sworn to before me
this 9th day of June 2004.



Notary Public

BENTLEY KASSAL
NOTARY PUBLIC, State of New York
No. 02KA5042198.
Qualified in New York County
Commission Expires April 17, 2007