

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

GUCCI AMERICA, INC.,

Plaintiff,

-against-

FRONTLINE PROCESSING CORPORATION; WOODFOREST NATIONAL BANK; DURANGO MERCHANT SERVICES LLC d/b/a NATIONAL BANKCARD SYSTEMS OF DURANGO; ABC COMPANIES; and JOHN DOES,

Defendants.

Civil Action No. 09-6925 (HB)

AFFIDAVIT OF CHRISTOPHER KITTLER IN SUPPORT OF DEFENDANT FRONTLINE PROCESSING CORPORATION'S MOTION UNDER FED. R. CIV. P. 12(b)(2) TO DISMISS PLAINTIFF'S CLAIMS AGAINST FRONTLINE FOR LACK OF PERSONAL JURISDICTION

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STATE OF MONTANA)
) : ss.
COUNTY OF GALLATIN)

Christopher Kittler, being duly sworn, deposes and says:

1. I am the President of Frontline Processing Corporation ("Frontline"). As such, I am personally familiar with the business operations of Frontline, including the states in which Frontline has operated.

2. I make this affidavit based on my personal knowledge and in support of Frontline's motion under Federal Rule of Civil Procedure 12(b)(2) to be

dismissed from this action because no basis exists for this Court to exercise personal jurisdiction over Frontline.¹

3. Frontline is a Nevada corporation with its principle place of business in Bozeman, Montana.
4. Frontline has never had an office or other business premises in the State of New York.
5. Frontline has never had any employee, shareholder, officer, or director in the State of New York.
6. Frontline does not conduct business, nor actively solicit business, in the State of New York.
7. Frontline does not conduct any direct marketing in the State of New York.
8. Frontline does not own, use, or possess any real property in the State of New York.
9. None of Frontline's records, files, or witnesses with information about or concerning this litigation are located in the State of New York.

¹In addition to Frontline's motion to be dismissed pursuant to Fed. R. Civ. P. 12(b)(2) for lack of personal jurisdiction, Frontline notes that its co-defendants, Woodforest National Bank and Durango Merchant Services, LLC, are at the same time moving to dismiss Plaintiff's Complaint under Fed. R. Civ. P. 12(b)(6) for having failed to state a claim against Defendants upon which relief can be granted. Frontline joins in that motion to the extent this Court concludes that personal jurisdiction over Frontline does exist.

10. Since its inception in 1998, Frontline has worked with over 7400 businesses, less than 24 of those businesses had New York addresses. Currently, Frontline works with seven businesses with New York addresses.
11. The income derived by Frontline from processing merchants that have New York addresses represents about 1 percent of Frontline's revenue.
12. Frontline is not aware of any direct business transacted with Master Card, American Express, or MCCS in New York, nor does Frontline derive any revenue from Master Card, American Express, or MCCS.
13. Frontline, by reason of its access to the ACH system, has a banking relationship with HSBC Bank NA. HSBC Bank NA is one of only several money center banks, many of which are located in New York, with access to the ACH system. All credit card transactions, and millions of merchants, utilize the ACH system. Frontline does not receive any revenue from HSBC Bank NA.
14. Frontline's website is not targeted to the State of New York, nor specifically structured to facilitate the transaction of business in the State of New York. Frontline's website merely conveys information, universally, concerning Frontline's business and activities.
15. Frontline did not engage in any business or commercial dealings, or enter into any contractual relationships, with Woodforest National Bank or Durango Merchant Services, LLC in the State of New York.

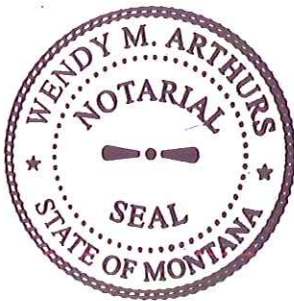
16. Frontline did not engage in any business or commercial dealings, or enter into any contractual relationships, with Gucci America, Inc. in the State of New York.

17. Frontline did not engage in any business or commercial dealings, or enter into any contractual relationships, with the Laurette Company, Inc., Jennifer Kirk, or Patrick Kirk, or anyone else associated with or doing business as TheBagAddiction.com, in the State of New York.



CHRISTOPHER KITTLER

Subscribed and sworn to before me this 29 day of October, 2009.



Wendy M. Arthurs
[Signed name]
Wendy M. Arthurs
Notary Public for the State of Montana
Residing at Bozeman, Montana
My Commission Expires: 5/18/2011