

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
VICTORIA DIVISION

HEARTBRAND BEEF, INC.)	
)	
Plaintiff,)	Civil Action No. 6:08-cv-00062
)	
vs.)	Judge John D. Rainey
)	
LOBEL'S OF NEW YORK, LLC,)	
WORLDWIDE MEDIA, INC., THOUGHT)	
CONVERGENCE, INC. and YAHOO! INC.)	
)	
Defendants.)	

AFFIDAVIT OF STANLEY LOBEL

STATE OF NEW YORK }
 }s.s.:
COUNTY OF WESTCHESTER}

STANLEY LOBEL, being duly sworn, deposes and says as follows:

1. I am a member of Lobel's of New York, LLC ("Lobel"), a defendant herein. I submit this affidavit in support of Lobel's motion to dismiss this action.

2. Lobel's is a New York limited liability company, having its principal place of business in Purchase, New York.

3. Lobel's is the parent company of a Delaware limited liability company having the same name (the "Subsidiary"). Lobel's is merely a holding company, it has no offices, employees or sales people and conducts no business anywhere, including Texas.

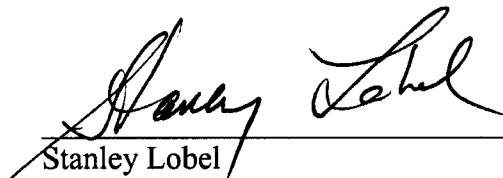
4. Lobel's does not own or operate any websites.

5. The Subsidiary is a Delaware limited liability company with its principal place of business in Purchase, New York. The Subsidiary is engaged in the business of the sale of meat products. The Subsidiary has no offices, employees, sales people or any other

physical presence in Texas. The Subsidiary has never produced, designed, advertised or conducted any other activities in the State of Texas.


6. The Subsidiary owns and operates a website whose internet address is www.lobels.com. While it is possible for Texas residents to purchase the Subsidiary's products through the internet by means of this website, the website is not expressly aimed at Texas customers, and only a negligible percentage of the Subsidiary's internet sales (roughly 5% over the past 12 months) has been made to Texas customers. Any product deliveries are by a private shipping company, and not the U.S. Postal Service. Other than that, the Subsidiary does not do any business whatsoever in Texas.

7. Quite frankly, it was never our expectation that residents of cattle-rich Texas would purchase beef products over the internet from a company like ours located in New York.



Stanley Lobel

Sworn to before me this
3rd day of October, 2008



Notary Public

GREGG S. BAKER
NOTARY PUBLIC, State of New York
No. 4946422
Qualified in Westchester County
Commission Expires February 6, 2011