

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

Oklahoma Department of Securities)
ex rel. Irving L. Faught,)
Administrator,)

Plaintiff,)

v.)

Trade Partners, Inc., a Michigan)
corporation, TPI Management LLC,)
a Michigan limited liability)
company; TRADE LLC, a Michigan)
limited liability company; Thomas)
J. Smith, an individual; Christine)
M. Zmudka, an individual; Sojkara,)
L.L.C. a/k/a Sojkara ISP India)
L.L.C., a Michigan limited)
liability company; Robert J.)
Seitters, an individual;)
InterGlobal Waste Management, Inc.,)
a California corporation; Harold)
A. Katersky, an individual;)
Elkins & Associates, Inc., an)
Oklahoma corporation; Heartland)
Viaticals, Inc., an Oklahoma)
corporation; Eddie Elkins, an)
individual; and James S. Stanley,)
an individual,)

Defendants.)

STATE OF CALIFORNIA)
)SS
COUNTY OF LOS ANGELES)

FILED IN THE DISTRICT COURT
OKLAHOMA COUNTY, OKLA.

OCT 12 2004

PATRICIA PRESLEY, COURT CLERK
by _____
Deputy

Case No. CJ-2004-6295

Affidavit of Harold A. Katersky

I, Harold A. Katersky, upon my oath state:

1. I am the Harold A. Katersky named as a Defendant in this

action. I make this affidavit in support of my Motion To Dismiss. I have personal knowledge of the facts set forth herein. If called as a witness, I would testify competently thereto.

2. I am a resident of the State of California. I reside at 508 W. Stafford Rd., Thousand Oaks, CA 91361.

3. I have never lived in Oklahoma.

4. I do not own any property in Oklahoma and I never have owned any property in Oklahoma.

5. I do not have any business interests in Oklahoma. I do not receive any income earned in Oklahoma. I am not liable to pay Oklahoma income or other taxes.

6. I am not registered to vote in, nor have I ever been so registered, in Oklahoma.

7. InterGlobal Waste Management, Inc. ("IWM") was a California corporation with its principal place of business at 820 Calle Plano Ave., Camarillo, CA. I believe it is no longer actively in business.

8. IWM was incorporated in January, 2000 to exploit technology contributed to IWM by Thomas Williams, who was the CEO of IWM until September, 2001.

9. I was employed by IWM from January, 2000 until January

16, 2003 when I resigned. During that time, I was the Chairman of the Board of Directors and, after Thomas Williams was terminated, also its CEO. I was also a shareholder of IWM.

10. IWM was a real corporation with legal existence independent of me. I was not its alter ego or vice versa, for example: IWM maintained separate books of account and bank accounts. Its books were, from time-to-time, audited by independent professionals. IWM organized itself into functioning departments for product development, manufacturing, finance, intellectual property and sales and marketing. IWM hired employees, as many as 60 at one point in time. IWM contracted with and paid ADP or Administaff to provide employment services, including payroll, workers compensation, health and welfare benefits and retirement services. IWM was governed by a Board of Directors which met regularly, voted on issues, and kept formal minutes. From time-to-time the Board of Directors was composed of either six(6) or, after Thomas Williams was terminated, five (5) members. No more than two of the members of the Board of Directors at any one time were insiders. IWM filed government reports and tax returns. IWM maintained insurance to protect its insurable interest. In these and other respects, too numerous here to recall or restate, IWM regularly conducted

business as a distinct, separate legal entity.

11. I am a creditor of IWM for unpaid deferred salary in excess of \$500,000.

12. I am familiar with Trade Partners, Inc. and Thomas J. Smith and Christine M. Zmudka who are also named as defendants in this action. I understood Thomas J. Smith and Christine M. Zmudka were representatives of Trade Partners, Inc. I am not familiar with any of the other defendants.

13. I, personally, did not, and to the best of my knowledge IWM did not ever have any communications or other dealings with any of the following named defendants: TPI Management LLC, Trade LLC, Sojkara, LLC, Robert J. Seitters, Elkins & Associates, Eddie Elkins, or James S. Stanley.

14. IWM did not control Trade Partners, Inc. (or any entity related to it) and was not under common control with Trade Partners, Inc. (or any entity related to it) by some other entity. IWM and Trade Partners, Inc. were not affiliates.

15. I, personally, do not have and never have had any interest in Trade Partners, Inc. or any entity related to it.

16. With prior approval from the Board of Directors, IWM gave its promissory note(s) to raise capital in business dealings with Trade Partners, Inc. I believe these are referred

to in the Petition as "IWM Notes". I refer to them in this affidavit as "IWM Notes".

17. The IWM Notes were prepared in Michigan by Trade Partners, Inc. and sent to IWM in California to be signed and returned to Trade Partners, Inc. IWM made the IWM Notes in California. I signed IWM Notes for IWM in California in my capacity as an officer of IWM and not as an individual. (I do not know if anyone else representing IWM ever signed any IWM Notes.) All of the IWM Notes that I signed for IWM were sent from California back to Michigan to Trade Partners, Inc. as requested. In exchange, Trade Partners, Inc. transferred money by wire from Michigan to IWM's bank account in California. Trade Partners, Inc. did not, however, transfer to IWM all of the capital that it had agreed to transfer to IWM.

18. Only in my representative capacity for IWM, did I ever participate for IWM in business dealings with Trade Partners, Inc., or any of its representatives, regarding the IWM Notes or Stock or otherwise. I did not deal in my personal capacity with Trade Partners, Inc., or with Thomas J. Smith, or with Christine M. Zmudka, or with anyone else who was acting as a representative of Trade Partners, Inc., or otherwise.

19. IWM did not initiate contact from California or any

other place with any Oklahoma resident with respect to IWM stock or the IWM Notes, either before or after the IWM Notes were signed in California.

20. I did not initiate contact from California or any other place with any Oklahoma resident with respect to IWM stock or the IWM Notes, either before or after the IWM Notes were signed in California.

21. I did not speak with or correspond with or otherwise communicate with (including telephonically or electronically) any Oklahoma resident about IWM stock, or with any Oklahoma resident who was a payee of any IWM note about the IWM Notes or any related transaction, either before or after I signed the IWM Notes on behalf of IWM, except privileged communications with counsel in connection with this lawsuit.

22. I did not enter the state of Oklahoma in connection with any transaction involving the IWM Notes or IWM Stock. I have never been in Oklahoma.

23. I did not engage any agent, servant or employee located in the state of Oklahoma in connection with any transaction involving the IWM Notes or IWM Stock.

24. All of my activities with respect to the IWM Notes occurred in California, Illinois or Michigan. None of my

activities with respect to the IWM Notes or IWM Stock occurred in Oklahoma.

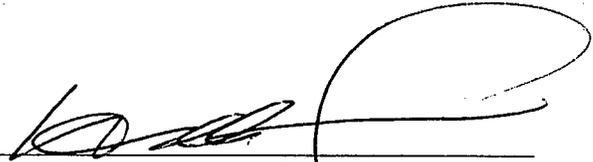
25. I, personally, did not offer to sell or sell any IWM Notes or IWM Stock in Oklahoma; or make an offer to sell or sell any IWM Notes or IWM Stock from outside Oklahoma to anyone in Oklahoma; or issue, offer or sell any IWM Notes or IWM Stock from Oklahoma; or provide any promotional literature regarding any IWM Notes or IWM Stock to anyone in/or from Oklahoma; or undertake in Oklahoma any effort or activity to effect or attempt to effect any transaction in IWM Notes or IWM Stock.

26. As a representative of and acting on behalf of IWM, I did not offer to sell or sell any IWM Notes or IWM Stock in Oklahoma; or make an offer to sell or sell any IWM Notes or IWM Stock from outside Oklahoma to anyone in Oklahoma; or issue, offer or sell any IWM Notes or IWM Stock from Oklahoma; or provide any promotional literature regarding any IWM Notes or IWM Stock to anyone in/or from Oklahoma; or undertake in Oklahoma any effort or activity to effect or attempt

to effect any transaction in IWM Notes or IWM Stock.

Further, affiant saith not.

Dated this 11 day of October, 2004.



Harold A. Katersky

Subscribed and sworn to before me this 11th day of October, 2004.



Notary Public

My Commission Expires:

JULY 16, 2006



CERTIFICATE OF MAILING

This is to certify that on the 12th day of October, 2004, a true and correct copy of the foregoing instrument was mailed, United States mail, with postage prepaid, to:

Patricia A. Labarthe
Melanie Hall
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, OK 73102

Christine Zmudka
2728 Shire Street, SW
Grand Rapids, MI 49544

Kirk D. Fredrickson
McDonald & Fredrickson, P.C.
24 West Park Place
Oklahoma City, OK 73103



Ronald E. Stakem