

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
KEY WEST DIVISION
IN ADMIRALTY

JTR ENTERPRISES, LLC,
Plaintiff,

vs.

CASE NO. 4:11-CV-10074-JLK

AN UNKNOWN QUANTITY, etc.

In Rem Defendant.

AFFIDAVIT OF GREGORY V. VARALLO, ESQUIRE

Gregory V. Varallo, being duly sworn according to law, does hereby depose and state as follows:

1. My name is Gregory V. Varallo. I am a member in good standing of the Delaware Bar and am a director and the Executive Vice President of the law firm of Richards, Layton & Finger, PA, located at One Rodney Square, 920 North King Street, Wilmington, Delaware 19801, where I have been employed continuously since September, 1983. Except where otherwise stated, the facts contained in this affidavit are based on my personal knowledge and, if called to testify, I could and would testify competently to such facts.

2. I am providing this affidavit in support of Bruce Silverstein's response to the Order to Show Cause issued by this Court on July 25, 2014 which requires Mr. Silverstein to respond to the allegations made against him by Motivation, Inc. in connection with JTR Enterprises, LLC v. An Unknown Quantity, etc., Case No. 11-CV-10074-JLK currently pending before this Court. I have read the allegations contained in Motivation's Amended Motion for

Sanction directed against Mr. Silverstein and his firm, Young Conaway Stargatt & Taylor, among others. I am not related to Mr. Silverstein nor do I have a personal relationship with him other than that formed as a result of our work together as attorneys at the Delaware Bar.

3. I have no knowledge of the facts and circumstances surrounding the specific matter currently before this Court. I do, however, have knowledge of Mr. Silverstein's reputation within the Delaware legal community. Also, having litigated with and against Mr. Silverstein in matters over many years, and having participated in various Delaware Bar activities with him, I have formed my own impressions of him as a lawyer and a person.

4. Specifically, over the course of my career, I have litigated against Mr. Silverstein in a number of matters including, *Frontier Oil Corp. v. Holly Corp.*, C.A. No. 20502 (Del. Ch. Apr. 29, 2005), where I served as lead trial counsel for plaintiff and Mr. Silverstein and his team represented certain of the defendants. Over the course of a long and hard fought case I had the opportunity to observe Bruce's work, work ethic, and integrity and found him to be a person of high integrity and ethics who conducted himself consistently with the best traditions of our Bar.

5. In addition, I have had the opportunity to serve as co-counsel with Mr. Silverstein in cases. More recently, I represented the Board of Directors of Morton's in litigation arising from the sale of the Company and Mr. Silverstein represented the buyer. My interactions with Mr. Silverstein in this more recent matter did nothing whatsoever to change my high regard for his skill and high integrity.

6. In each of these cases, as well as others we have worked on over the years, Mr. Silverstein has proven to be a formidable opponent and a tough litigator. While his approach to litigation is typically aggressive, I can state unequivocally that I have never found him to be

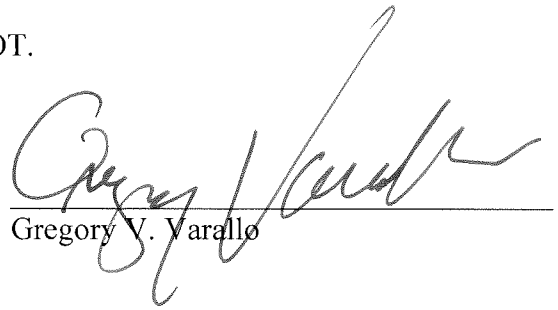
untruthful or disrespectful. Indeed, in the matters in which we have interacted, he has always lived up to the ideal of an honest member of the Delaware Bar.

7. Mr. Silverstein and I have also participated in various Delaware Bar activities. Recently, at the request of the Chief Justice of the State, the Honorable Leo Strine, Jr., Mr. Silverstein and I have been tasked with collaborating as part of a small task force to draft a new, cutting edge arbitration statute for the State. As one of only a handful of members of this task force, convened by the highest judicial officer in the State and charged with developing an important new statute for the State after its initial attempt at judicially annexed arbitration was enjoined, Mr. Silverstein has continued to exhibit the highest ethics and devoted his time to the project entirely without compensation or the expectation thereof. Indeed, my understanding is that Mr. Silverstein is often sought out to participate in these activities as a respected member of the Delaware Bar.

8. I have also, on occasion, had the opportunity to discuss Mr. Silverstein with other members of the Delaware Bench and Bar. Again, while it is generally agreed that Mr. Silverstein has a very aggressive litigation approach, I have never heard anyone express a view that he acted improperly, dishonestly or unethically. Indeed, Mr. Silverstein has a reputation within the legal community as a highly competent and ethical lawyer.

9. In sum, I view Mr. Silverstein as a highly reputable, trustworthy and ethical person and lawyer. In the litigation “trenches” and in the more general work of the Bar, Bruce is known to me to be a person on who’s word I can (and do) depend without question.

FURTHER AFFIANT SAYETH NOT.



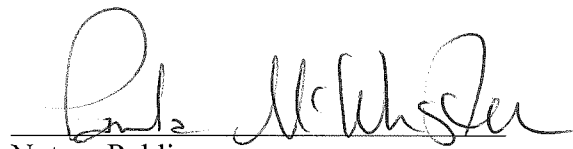
Gregory V. Varallo

STATE OF WILMINGTON

SS.

COUNTY OF NEW CASTLE

This 25th day of August, 2014, personally appeared before me, a Notary Public for the State of Delaware, New Castle County, Gregory V. Varallo, who, by me first being sworn, deposed and said that the facts set forth in the foregoing affidavit are true and correct to the best of his knowledge and belief.



Notary Public

My commission expires on _____

PAULA McWHORTER
My Comm. Expires Nov. 2, 2014
Notary Public - State of Delaware