

2 DECLARATION OF DANIEL NISHRIE

3 I, DANIEL NISHRIE, declare as follows:

4 1. I am not a party to the within action. I have
5 firsthand, personal knowledge of the facts stated herein, and if
6 called as a witness, I could and would competently testify thereto.

7 2. I submit this Declaration in support of Petitioner's
8 Responsive Declaration to Respondent's ex parte requests.

9 3. I am an officer of SBN Venture Capital Resource
10 Partners, Inc., a venture capital fund. My responsibilities
11 include "Angel Funding" (the first step in funding a new venture)
12 on start-ups and preparing companies for Mergers and Acquisitions.

13 4. Since my initial involvement with Worldsite and
14 Amtec (at the behest of Ami Shafir), I have communicated daily
15 with Sarit and Ami. I am frequently on the business premises, and
16 have witnessed numerous interactions between Ami and Sarit as well
17 as the daily operations of both businesses.

18 5. SBN Venture Partners and other venture capital firms
19 and investors have taken notice of the transformation of the
20 Worldsite and Amtec companies since Sarit has assumed management
21 and control. I am aware that at the time Sarit assumed management
22 and control of the companies (on January 18, 2000, as stated in
23 detail below), the books of Worldsite and Amtec reflected monthly
24 losses of \$250,000. As a result of Sarit's efforts, and
25 restructuring, the companies are now at a point where investors
26 (such as IJNT, as set forth in detail below), have expressed a
27 willingness to fund Worldsite's ongoing operations.

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2 6. In my opinion, Sarit is uniquely qualified to
3 negotiate with the creditors of the corporations because of her
4 reputation in the internet and audiotext industry. She has been
5 able to continue operations despite the fact that Ami left the
6 companies saddled with debts for advertising, by keeping the
7 creditors at bay. Throughout the past two months, I have witnessed
8 her negotiations with the creditors, and their belief in her
9 ability to perform.

10 7. On behalf of SBN, we applaud Sarit's recent efforts
11 to restructure Amtec and Worldsite and position the company for
12 profitability. She has taken control of the books and records. I
13 am aware that Sarit retained the services of Bruce Hochman, Esq.
14 and Noel Applebaum to examine the misappropriations and conduct an
15 audit of the books and records of Amtec and Worldsite. In
16 addition, she hired John Ackerman as a manager of internet
17 operations. He is a renowned internet industry executive.

18 Background.

19 8. During the first week of October, 1999, my employer,
20 SBN Venture Capital Resource Partners, Inc., was brought in for a
21 meeting at the behest of Ami Shafir [hereafter "Ami"], the
22 Respondent herein, to review the private placement on Worldsite and
23 to find a buyer and reorganize various aspects of the businesses
24 that Ami was involved in, including Amtec. It was my understanding
25 that Ami was hoping to find a buyer or raise capital since
26 Worldsite was losing or "burning" \$250,000 per month in cash.

27 9. During my December meeting, Ami had expressed to me
28 his concern that Worldsite would "bring down our entire empire

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since we are losing \$250,000 per month in cash. I must find a way to stop this." He further stated that "I would pay someone to take Worldsite off my hands!"

I witnessed Ami Shafir's resignation from Worldsite and Amtec.

10. I was present at the 8670 Wilshire office on January 18, 2000, when Respondent resigned as the director, President, and Treasurer of Worldsite and handed his resignation to Sarit. At the same time, I witnessed Respondent's resignation as the Director, President, and Treasurer (Chief Financial Officer) of Amtec Audiotext, Inc.

Discussions leading up to Ami Shafir's resignation.

11. By way of background, over the course of a number of weeks, discussions ensued wherein Ami expressed his interest in resigning from the companies because he stated that he wanted to remove himself from involvement in the community properties because "it is in the best interest of everyone!" After he resigned, Sarit would be able to negotiate with creditors and bankers and restructure old agreements because, as he stated, "Sarit is a new face and uninvolved with the past. This would allow me to save face with creditors."

12. In my presence, and in the presence of Cynthia Takacs, Esq. and Robert Fraade, Esq., Ami Shafir handed over his resignations to Sarit Shafir willingly.

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2 Respondent deliberately interfered with
3 the sale of Worldsite.

4 13. For example, In late January, 2000, SBN and UB
5 Network, a division of IJNT (a Nasdaq telecommunication internet
6 provider) agreed to finalize a transaction to acquire the assets of
7 Worldsite by investing \$8,000,000 in cash into Worldsite, and to
8 reorganize the entity. As part of the acquisition, IJNT would
9 lease 40% of the Worldsite building (8670 Wilshire). Based upon
10 SBN's due diligence in reviewing the Worldsite and Amtec books, as
11 detailed below, it appears that the leasing arrangement would have
12 resulted in a substantial profit to Worldsite. We brought this
13 proposal to the Board of Directors of Worldsite and Amtec. At the
14 time of the proposed investment, Sarit Shafir was the President of
15 both companies.

16 14. On January 27, 2000, at 9:00 p.m., we were to sign
17 the agreement with Worldsite, at the 8670 Wilshire headquarters,
18 Ami burst into the office and interrupted our meeting. He threw
19 chairs and spilled drinks all over, while screaming "I'll sue you
20 all!". He claimed that he is the President and yelled, "you should
21 leave now!" On the day following the meeting, Ami contacted me by
22 telephone, he told me that he would deny signing the proxies and
23 resignations since "it would take years to prove that I signed
24 things and to demonstrate my mental state at the time. You tell
25 Sarit to put me back in charge or the IJNT deal is dead."

26 15. Ami Shafir's comments struck me as odd and
27 inappropriate given that I had witnessed his signature on the
28 resignations from the Board of both Worldsite and Amtec.

2 16. Security guards were summoned to remove Ami Shafrir
3 from the premises. Ami was escorted out by the guards. The
4 principals of UB Network literally ran away from the suite without
5 signing the agreement, as a direct result of Ami Shafrir's
6 explosive behavior and hostility. They informed me and Sarit
7 Shafrir that the threat of litigation by Ami Shafrir would
8 jeopardize their IJNT public offering.

9 17. I have witnessed Sarit Shafrir's efforts to reduce
10 the losses to the companies, and believe that her negotiations with
11 UB Networks and IJNT would have been successful if Ami had not
12 sabotaged the negotiations. Without Sarit Shafrir's day to day
13 management and leadership, the Worldsite and Amtec companies would
14 not survive. In my opinion, no other investment funds will be
15 forthcoming unless Sarit Shafrir is permitted to continue her
16 efforts on behalf of the corporations.

17 In my presence, Ami Shafrir

18 stated that he would deny the diversion of corporate funds.

19 18. In late January 2000, in my presence, Sarit Shafrir
20 questioned Ami Shafrir about \$100,000 loan from an individual,
21 Daniel Maman. Ami stated, "I did not borrow any money from him.
22 If he says I signed something, I will deny it. It will take years
23 to prove I signed things. Sarit is wasting time talking about
24 these things since she'll never get any money back." As Sarit
25 began to discover these transactions, Respondent escalated his
26 attempts to conceal his misfeasance, and his interference with
27 Sarit's efforts on behalf of the companies.

28 / / /

1 In re Marriage of SHAFRIR L.A.S.C. Case No. BD 285 703

2 19. On behalf of SBN, we urge the court to deny
3 Respondent's request for any change to the corporation or its
4 management, since we perceive such a change to be very detrimental
5 to the corporation and their financial viability.

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7 I declare, under penalty of perjury, under the laws of the
8 State of California, that the foregoing is true and correct.

9 Executed March 11, 2000, at Los Angeles, California.

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DANIEL NISHRIE