

FOX ROTHSCHILD LLP

Formed in the Commonwealth of Pennsylvania

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Attorneys for Fresenius Kabi USA, LLC

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

HELSINN HEALTHCARE S.A. and
ROCHE PALO ALTO LLC,
Plaintiffs,

v.

FRESENIUS KABI USA, LLC, EXELA
PHARMA SCIENCES, LLC, EXELA
PHARMSCI, INC., and EXELA HOLDINGS,
INC.

Defendants.

No. 3:15-cv-07378-MLC-DEA

(Filed Electronically)

I, Henry P. Behnen, Esq., hereby declare as follows:

1. I am an associate at the law firm of Schiff Hardin LLP, having offices located at 666 Fifth Avenue, Suite 1700, New York, NY 10103.

2. I submit this declaration in support of the request of Defendant Fresenius Kabi USA, LLC, for the entry of an Order permitting me to appear and participate in the instant matter pursuant to L. Civ. R. 101.1 of the Rules of the United States District Court for the District of New Jersey.

3. I am a member in good standing of the Bar of the State of New York (Admitted: January 20, 2011). The State Bar of New York, located at Corporate Plaza, Building 3, 254 Washington Avenue Extension Albany, NY 12203, maintains the roll of attorneys licensed to practice in the State of New York.

4. I am also a member in good standing of the Bar of the United States Court of Appeals for the Federal Circuit (Admitted: January 24, 2014). The roll of the members of the Bar of the Federal Circuit is maintained by United States Court of Appeals, Federal Circuit, 717 Madison Place NW, Room 401, Washington, DC 20439.

5. I am also a member in good standing of the Bar of the United States District Court for the Eastern District of New York (Admitted: November 2, 2011). The roll of the members of the Bar of the United States District Court for the Eastern District of New York is maintained by the United States District Court for the Eastern District of New York, 225 Cadman Plaza East, Brooklyn, NY 11201.

6. I am also a member in good standing of the Bar of the United States District Court for the Southern District of New York (Admitted: October 11, 2011). The roll of the members of the Bar of the United States District Court for the Southern District of New York is maintained by the United States District Court for the Southern District of New York, 500 Pearl Street, New York, NY 10007.

7. I am not currently, nor have I ever been, suspended or disbarred by any court. No disciplinary proceedings are pending against me, and no discipline has previously been imposed upon me, by any court in any jurisdiction.

8. Pursuant to L. CIV. R. 101.1(c), I have designated Karen A. Confoy, Esq., of the law firm of Fox Rothschild, LLP, having offices located at 997 Lenox Drive, Building 3, Lawrenceville, NJ 08648, who is a member in good standing of the Bar of this Court and who maintains an office within this district, as the attorney of record with whom the Court and opposing counsel may readily communicate regarding the conduct of this case.

9. Pursuant to L. CIV. R. 101.1(c)(5), and if admitted to practice before this Court *pro hac vice*, I will abide by the Rules of Disciplinary Procedures of this Court, and I will submit to the jurisdiction of this Court for any disciplinary issues. The law firm of Fox Rothschild LLP has agreed to work as New Jersey local counsel with my firm in connection with this action.

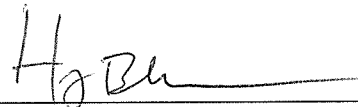
10. If admitted to practice before this Court *pro hac vice*, I agree not to take any fee in any tort case in excess of New Jersey Court Rule 1:21-7, governing contingent fees.

11. If admitted to practice before this Court *pro hac vice*, I agree to make all payments required under L. CIV. R. 101.1.

12. I am familiar with the Local Civil Rules of the United States District Court for the District of New Jersey, and I will abide by those Rules.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: December 16, 2015



Henry P. Behnen