UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

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DISTRICT COURT
DIST OF MASS.

AVENTIS PHARMA DEUTSCHLAND GMBH and KING PHARMACEUTICALS, INC., Plaintiffs, v. COBALT PHARMACEUTICALS, INC., Defendant.	Civil Action No. 03-10492JLT

DECLARATION OF GERALD V. DAHLING

I, Gerald V. Dahling, declare as follows:

1. I am Senior Vice President Global Patents, Aventis Pharmaceuticals Inc.

2. My business address is Aventis Pharmaceuticals Inc., Route 202-206, Bridgewater, New Jersey 08807-0800.

3. I make this declaration in support of Aventis Pharma Deutschland GmbH's ("Aventis Deutschland") Motion to Disqualify Cobalt's counsel, Gray Cary Ware & Freidenrich LLP ("Gray Cary").

4. My department, Global Patent Administration, provides patent-related legal services and has patent responsibility for Aventis entities worldwide, including Aventis Pharmaceuticals Inc. ("Aventis Pharmaceuticals") and Aventis Deutschland, a plaintiff in this action.

5. As Senior Vice President Global Patents, I have direct supervisory responsibility for all patent groups within Aventis, including the U.S. Patent Department, German Patent and Licensing Department, French Patent Department, and Global Patent Litigation Department. The German Patent and Licensing Department is located in the Frankfurt offices of Aventis Deutschland.

6. The Global Patent Litigation Department, based in the offices of Aventis Pharmaceuticals in New Jersey, reports to me through the Vice President Global Patent Litigation, and is responsible for the above-captioned patent infringement action that Aventis Deutschland brought against defendant Cobalt Pharmaceuticals, Inc. ("Cobalt"), as well as worldwide patent-related litigations of almost all Aventis entities, including Aventis Deutschland and Aventis Pharmaceuticals.

7. As Senior Vice President Global Patents, I am responsible for overseeing this action and work closely with the Global Patent Litigation Department.

8. Two in-house Aventis attorneys, Michael Bankmann and Carolyn Moon, are involved in the day to day supervision of this action. Michael Bankmann is patent counsel at Aventis Deutschland. Carolyn Moon is Senior Director, Global Patent Litigation, at Aventis Pharmaceuticals. Both Michael Bankmann and Carolyn Moon report on this action to the Vice President Global Patent Litigation and thus indirectly to me.

9. The invoices for the legal services rendered by Kaye Scholer LLP and Kirkpatrick & Lockhart in their representation of Aventis Deutschland and Aventis Pharmaceuticals in this case are sent to Aventis Pharmaceuticals, who in turn pays them

from a Global Patent Litigation budget that is administered by the Global Patent Litigation Head in consultation with me.

10. I have signed a Sworn Statement Pursuant to Local Rule 26.1(B) and a Certification of Plaintiff Aventis Pharma Deutschland GmbH (attached as Exhibits A and B, respectively) in this case as Senior Vice President Global Patents, Aventis Pharmaceuticals on behalf of Aventis Deutschland.

11. Gray Cary currently represents Aventis Pharmaceuticals in preparing and prosecuting patent applications before the U.S. Patent and Trademark Office and conducting several patent-related antitrust litigations pending in California.

12. Ross Oehler, the Aventis attorney who is in charge of overseeing Gray Cary's patent preparation and prosecution work, reports directly to me, and his office and mine are located on the same floor in Bridgewater, New Jersey.

13. I have been informed that Gray Cary takes the position that since Aventis Deutschland is the plaintiff in this action, to which Aventis Pharmaceuticals is not a party, its representation of Cobalt is not adverse to Aventis Pharmaceuticals. I disagree. As I stated above, Aventis Pharmaceuticals is directly involved in the supervision of this litigation and pays the legal fees incurred. Further, I am responsible for both the conduct of this action and the patent matters in which Gray Cary is representing Aventis Pharmaceuticals.

14. Thus, as Senior Vice President Global Patents, I and persons who report to me are responsible for supervising the patent-related matters in which Gray

Cary represents Aventis Pharmaceuticals, as well as this patent infringement suit, in which Gray Cary has taken on a representation adverse to Aventis Pharmaceuticals.

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

Dated: July 9, 2003

Gerald V. Dahling