

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

JNL MANAGEMENT, LLC and JONATHAN  
LASKO,

Plaintiffs,

vs.

HACKENSACK UNIVERSITY MEDICAL  
CENTER, CARRIER CLINIC, INC.,  
DRINKER BIDDLE & REATH LLP, and  
ANTONIO M. POZOS,

Defendants.

Case No.:2:18-cv-5221

Hon. Esther Salas, U.S.D.J.

Hon. Steven C. Mannion, U.S.M.J.

**CERTIFICATION OF MARK SPARTA**

Mark Sparta, pursuant to 28 U.S.C. § 1746 hereby certifies as follows:

1. I am over 18 years of age, of sound mind, and otherwise competent to make this certification. The information set out in this certification is based on my personal knowledge.

2. I am the President Hackensack University Medical Center (“HUMC”) as of October 1, 2018. I make this certification in support of Defendants’ Application for an Order: 1) protecting privileged information under the common interest doctrine from disclosure, and 2) barring Plaintiffs from relying upon privileged information of the Defendants.

3. Beginning in May 2016, HUMC and JNL Management, LLC (“JNL”) and its principal, Jonathan Lasko (collectively, “Plaintiffs”), began negotiating a joint venture to establish a substance abuse and rehabilitation center in Mahwah, New Jersey.

4. I was actively involved in the proposed joint venture on behalf of HUMC, along with my colleagues, James Blazar, Chief Strategy Officer and Executive Vice President, and Audrey Murphy, HUMC's Executive Vice President and General Counsel, among others.

5. HUMC retained Winne Banta Basralian & Kahn, P.C. as its attorneys in connection with the proposed joint venture.

6. After several months of negotiations with Plaintiffs, HUMC invited Carrier Clinic, Inc. ("Carrier") to join the project.

7. Effective July 1, 2017, HUMC and Carrier on the one hand, and JNL on the other, executed a non-binding letter of intent ("LOI") in connection with the proposed joint venture.

8. As outlined in the LOI, the proposed joint venture contemplated the creation of two entities: (1) the Management Entity, a not-for profit entity owned 51% by HUMC and 49% by Carrier; and (2) the Real Estate Entity, a separate entity 100% owned by a for profit single purpose entity to be created by Plaintiffs. As proposed co-owners of the contemplated Management Entity, HUMC and Carrier shared common interests related to the proposed joint venture and sought to cooperate in the investigation and development of strategies related thereto, including strategies to limit the Management Entity's exposure to litigation and/or liability.

9. From the time Carrier joined negotiations, Carrier, HUMC and their respective counsel communicated regularly, shared information and collaborated on documents. They further strategized together regarding negotiations with Plaintiffs and generally communicated a joint position to Plaintiffs.

10. At all times, HUMC understood and intended these communications to remain confidential as between Carrier and HUMC.

11. As part of their due diligence, HUMC and Carrier reviewed information pertaining to JNL's business and its principal, Jonathan Lasko. In January 2018, HUMC received a 201-page due diligence report prepared by Marathon Strategies (the "Marathon Report").

12. HUMC shared the Marathon Report with Carrier and its attorneys, but not Plaintiffs.

13. The Marathon Report revealed that Mr. Lasko had close personal and business ties to Philip Esformes, an individual who is currently under federal indictment and awaiting trial for orchestrating a \$1 billion Medicare fraud.

14. On February 14, 2018, I participated in a conference call with James Blazar, Audrey Murphy from HUMC, and Donald Parker and Randy Jacobson from Carrier, as well as Carrier's attorneys from Drinker Biddle & Reath LLP ("Drinker"), Antonio M. Pozos, Esq. and George H. Kendall, Esq.

15. During the call, Mr. Pozos provided legal advice concerning the information contained in the Marathon Report, public records relating to the Esformes criminal case, and the potential risks that were presented to Carrier, HUMC, and the proposed joint venture based upon the information contained in the Marathon Report and publicly available documents and information, including the potential for the proposed joint venture to be drawn into the DOJ's investigation of Esformes and his associates.

16. On February 16, 2018, in two separate telephone calls, I along with other HUMC representatives advised Holly Schepisi, Esq., counsel for JNL, and Mr. Lasko, the principal of JNL, that HUMC would no longer be pursuing the proposed joint venture. HUMC had the absolute right to decline any further participation in the proposed joint venture for any reason or no reason at all, pursuant to the express terms of the non-binding Letter of Intent. However, as a courtesy to Mr. Lasko, we provided reasons for HUMC's decision to end its involvement with the proposed joint venture, including some of the legal advice that we learned from Mr. Pozos during the call on February 14.

17. HUMC did not request authority from Carrier to disclose the privileged information to Ms. Schepisi or Mr. Lasko, nor did Carrier authorize HUMC to disclose such information.

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

Executed on: 10/10/18

By:   
Mark Sparta