Docket #0199 Date Filed: 7/17/2014

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS

In re TELEXFREE, LLC, Debtor,	Chapter 11 Case No. 14-40987 MSH
ANTHONY CELLUCCI, JAMILLY LAKE AND GERIVALDO PACHECO – Putative Claims Representatives' And Those Similarly Situated Plaintiffs, v. TELEXFREE, LLC, et. al. Defendants.	Adversary Proceeding Case No. 14-04057 MSH

MOTION FOR LEAVE FOR JODI A. KLEINICK TO APPEAR PRO HAC VICE

Pursuant to Rule 9010-1(b) of the Local Rules of United States Bankruptcy Court for the District of Massachusetts ("Local Rules"), Defendants Waddell & Reed Financial, Inc. and Waddell & Reed, Inc. (collectively "Waddell & Reed"), by their attorneys, Dennis J. Kelly and C. Elizabeth Brady Murillo of Burns & Levinson LLP, move this Court to admit Jodi A. Kleinick of Paul Hastings LLP, 515 S. Flower Street, 25th Floor, Los Angeles, California 90071, to appear, defend, and practice *pro hac vice* as co-counsel on behalf of Waddell & Reed.

Ms. Kleinick is a member in good standing of the bar of the State of New York, the United States Supreme Court, the United States Court of Appeals for the Second Circuit, and the United States District Court for the Southern and Eastern Districts of New York, and for the District of New Jersey. There are no disciplinary proceedings pending against Ms. Kleinick in any jurisdiction.

Ms. Kleinick is familiar with the Local Rules of this Court. Mr. Kelly and Ms. Murillo, members in good standing of the Bar of the Commonwealth of Massachusetts and the United

States District Court for the District of Massachusetts, will continue to represent Waddell & Reed if this motion is granted.

WHEREFORE, Waddell & Reed respectfully requests that this Court admit Jodi A. Kleinick to appear, defend, and practice in this case as co-counsel on behalf of Waddell & Reed. In support of this motion, Waddell & Reed also submits the Declaration of Jodi A. Kleinick, attached hereto as Exhibit A.

Dated: July 17, 2014

/s/ C. Elizabeth Brady Murillo
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Attorneys for Defendants
Waddell & Reed Financial, Inc. and Waddell & Reed, Inc.

CERTIFICATE OF SERVICE

I hereby certify that on July 17, 2014 this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent via first-class mail to those indicated as non-registered participants as follows:

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DECLARATION OF JODI A. KLEINICK IN SUPPORT OF MOTION FOR LEAVE TO APPEAR PRO HAC VICE

I, Jodi A. Kleinick, declare as follows:

1. I am a partner of the law firm of Paul Hastings LLP in its New York office. I make this declaration in support of the accompanying motion for leave to appear pro hac vice. I have personal knowledge of each of the facts stated below.

2. My business address is 75 East 55th Street, New York, New York 10022. My business telephone number is (212)-318-6751. My business fax is (212)-230-7691. My email address is jodikleinick@paulhastings.com.

3. I am a member of the bar in good standing in every jurisdiction in which I have been admitted to practice, namely: the State of New York, the United States Supreme Court, the United States Court of Appeals for the Second Circuit, and the United States District Court for the Southern and Eastern Districts of New York, and for the District of New Jersey.

4. I have never been suspended or disbarred in any jurisdiction, nor have I been the subject of any professional disciplinary action, nor do I have complaints or other proceedings pending against me before any disciplinary board, commission, court or bar association.

5. I have reviewed and am familiar with the Local Rules of the United States Bankruptcy Court for the District of Massachusetts.

6. This is the first time in the past 12 months that I have sought admission to practice pro hac vice in this court.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: July 17, 2014

/s/ Jodi A. Kleinick
Jodi A. Kleinick

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Dated: July 17, 2014

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4840-6530-1020.1

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[PROPOSED] ORDER GRANTING MOTION FOR LEAVE FOR JODI A. KLEINICK TO APPEAR PRO HAC VICE

Having considered the Motion for Leave for Jodi A. Kleinick to Appear Pro Hac Vice filed on July 17, 2014, and for good cause shown, the Court finds that said motion shall be sustained and that Jodi A. Kleinick should be and hereby is admitted to practice in the United States District Court for the District of Massachusetts for purposes of this case only.

IT IS SO ORDERED.

DATED: _____

_____
United States District Judge

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