

ORIGINAL

Peter A. Bellacosa (PB-2394)

KIRKLAND & ELLIS LLP
 Citigroup Center
 153 East 53rd Street
 New York, New York 10022-4611
 Telephone: (212) 446-4800
 Facsimile: (212) 446-4900

UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

L. A. MURPHY, MARVIN STERNHELL,
 and HENOCH KAIMAN, on their own behalf
 and on behalf of all others similarly situated,

Plaintiffs,

- against -

KOHLBERG KRAVIS ROBERTS &
 COMPANY; CARLYLE GROUP;
 CLAYTON, DUBILIER & RICE; SILVER
 LAKE PARTNERS; BLACKSTONE
 GROUP; BAIN CAPITAL LLC; THOMAS
 H. LEE PARTNERS; TEXAS PACIFIC
 GROUP; MADISON DEARBORN
 PARTNERS; APOLLO MANAGEMENT LP;
 PROVIDENCE EQUITY PARTNERS;
 MERRILL LYNCH AND CO., INC.; and
 WARBERG PINCUS, LLP,

Defendants.

Case No.: 06 CV 13210 (LLS)

ECF Case

**NOTICE OF MOTION TO ADMIT
 COUNSEL *PRO HAC VICE***

FILED
 2007 JAN -8 PM 3:49
 S.D. OF N.Y.
 U.S. DISTRICT COURT

Doc. 18

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District
 Courts for the Southern and Eastern Districts of New York, I, Peter A. Bellacosa, a member in
 good standing of the bar of this Court, hereby move for an Order allowing the admission *pro hac*
vice of:

Applicant's Name: Richard C. Godfrey
 Firm Name: Kirkland & Ellis LLP
 Address: 200 East Randolph Drive
 City/State/Zip: Chicago, IL 60601-6636
 Phone Number: (312) 861-2391
 Fax Number: (312) 861-2200

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150 -
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Murphy et al v. Kohlberg Kravis Roberts & Company et al

Applicant's Name: J. Robert Robertson
 Firm Name: Kirkland & Ellis LLP
 Address: 200 East Randolph Dr.
 City/State/Zip: Chicago, IL 60601-6636
 Phone Number: (312) 861-2225
 Fax Number: (312) 861-2200

Applicant's Name: Mark L. Kovner
 Firm Name: Kirkland & Ellis LLP
 Address: 655 Fifteenth Street, N.W.
 City/State/Zip: Washington, D.C. 20005-5793
 Phone Number: (202) 879-5129
 Fax Number: (202) 879-5200

Applicant's Name: Chong S. Park
 Firm Name: Kirkland & Ellis LLP
 Address: 655 Fifteenth Street, N.W.
 City/State/Zip: Washington, D.C. 20005-5793
 Phone Number: (202) 879-5202
 Fax Number: (202) 879-5200

Applicant's Name: Andrew P. Bautista
 Firm Name: Kirkland & Ellis LLP
 Address: 200 East Randolph Drive
 City/State/Zip: Chicago, IL 60601-6636
 Phone Number: (312) 861-1078
 Fax Number: (312) 861-1200

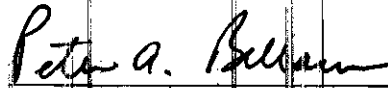
Applicant's Name: Harry N. Niska
 Firm Name: Kirkland & Ellis LLP
 Address: 200 East Randolph Drive
 City/State/Zip: Chicago, IL 60601-6636
 Phone Number: (312) 469-7112
 Fax Number: (312) 861-1200

Richard C. Godfrey is a member in good standing of the Bar of the State of Illinois. J. Robert Robertson is a member in good standing of the Bar of the States of Illinois and Texas, and the District of Columbia. Mark L. Kovner is a member in good standing of the Bar of the States of Massachusetts and the District of Columbia. Chong S. Park is a member in good standing of the Bar of the State of California and the District of Columbia. Andrew P. Bautista is

a member in good standing of the Bar of the State of Illinois. Harry N. Niska is a member in good standing of the Bar of the State of Illinois.

There are no pending disciplinary proceedings against Richard C. Godfrey, J. Robert Robertson, Mark L. Kovner, Chong S. Park, Andrew P. Bautista, or Harry N. Niska in any State or Federal court.

Dated: January 8, 2007
New York, New York



Peter A. Bellacosa (PB 1394)

KIRKLAND & ELLIS LLP
Citigroup Center
153 East 53rd Street
New York, New York 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

*Attorneys for Defendant Madison Dearborn
Partners*

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

L. A. MURPHY, MARVIN STERNHELL,
and HENoch KAIMAN, on their own behalf
and on behalf of all others similarly situated,

Plaintiffs,

- against -

KOHLBERG KRAVIS ROBERTS &
COMPANY; CARLYLE GROUP;
CLAYTON, DUBILIER & RICE; SILVER
LAKE PARTNERS; BLACKSTONE
GROUP; BAIN CAPITAL LLC; THOMAS
H. LEE PARTNERS; TEXAS PACIFIC
GROUP; MADISON DEARBORN
PARTNERS; APOLLO MANAGEMENT LP;
PROVIDENCE EQUITY PARTNERS;
MERRILL LYNCH AND CO., INC.; and
WARBURG PINCUS, LLP.,

Defendants.

Case No.: 06 CV 13210 (LLS)

ECF Case

**AFFIDAVIT OF
PETER A. BELLACOSA
IN SUPPORT OF
MOTION TO ADMIT
COUNSEL *PRO HAC VICE***

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

PETER A. BELLACOSA, being duly sworn, hereby deposes and says as follows:

1. I am Peter A. Bellacosa, counsel for Defendant Madison Dearborn Partners in the above-captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of the motion to admit Richard C. Godfrey, J. Robert Robertson, Mark L. Kozner, Chong S. Park, Andrew P. Bautista, and Harry N. Niska as counsel *pro hac vice* to represent Defendant Madison Dearborn Partners in this matter.
2. I am a member in good standing of the bar of the State of New York, and was admitted to practice law in February 1989. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.

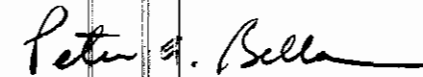
3. Applicants Richard C. Godfrey, J. Robert Robertson, Andrew P. Bautista, and Harry N. Niska are attorneys at Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, Illinois, 60601. Applicants Mark L. Kovner and Chong S. Park are attorneys at Kirkland & Ellis LLP, 655 Fifteenth Street, N.W., Washington D.C., 20005.
4. I have found Richard C. Godfrey, J. Robert Robertson, Mark L. Kovner, Chong S. Park, Andrew P. Bautista, and Harry N. Niska to be skilled attorneys and persons of integrity. They are experienced in Federal practice and familiar with the Federal Rules of Procedure.
5. Accordingly, I am pleased to move the admission of Richard C. Godfrey, J. Robert Robertson, Mark L. Kovner, Chong S. Park, Andrew P. Bautista, and Harry N. Niska, *pro hac vice*.
6. I respectfully submit a proposed order gaining the admission of Richard C. Godfrey, J. Robert Robertson, Mark L. Kovner, Chong S. Park, Andrew P. Bautista, and Harry N. Niska, *pro hac vice*, which is attached hereto as Exhibit A.
7. I respectfully submit certificates of good standing, issued within the last thirty days, from each of the states for which applicants Richard C. Godfrey, J. Robert Robertson, Mark L. Kovner, Chong S. Park, Andrew P. Bautista, and Harry N. Niska are members of the bar, except that no certificate was available from the District of Columbia bar for J. Robert Robertson because his admission to that bar is pending. The certificates of good standing are attached hereto as Exhibit B.
8. A letter dated December 22, 2006, from the District of Columbia Court of Appeals Committee on Admissions to Harry Niska indicating the inability to issue a certificate of good standing for J. Robert Robertson is attached hereto as Exhibit C.

WHEREFORE it is respectfully requested that the motion to admit Richard C. Godfrey, J.

Robert Robertson, Mark L. Kovner, Chong S. Park, Andrew P. Bautista, and Harry N. Niska, *pro*

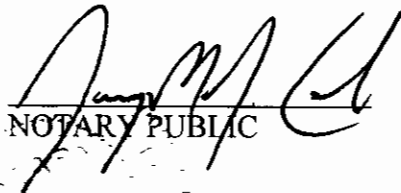
hac vice, to represent Defendant Madison Dearborn Partners in the above-captioned matter, be granted.

Dated: January 8, 2007
New York, New York



Peter A. Bellacosa (PB-2394)

Sworn to before me
the 8 day of January, 2007


NOTARY PUBLIC

JOSEPH J. CALI
Notary Public, State of New York
No. 81CA5018323
Qualified in New York County
Commission Expires July 19, 2009

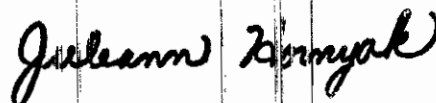
Certificate of Admission To the Bar of Illinois

I, Juleann Hornyak, Clerk of the Supreme Court of Illinois, do hereby certify that

Richard Cartier Godfrey

has been duly licensed and admitted to practice as an Attorney and Counselor of Law within this State; has duly taken the required oath to support the CONSTITUTION OF THE UNITED STATES and of the STATE OF ILLINOIS, and also the oath of office prescribed by law, that said name was entered upon the Roll of Attorneys and Counselors in my office on November 5, 1979 and is in good standing, so far as the records of this office disclose.

In Witness Whereof, I have hereunto
placed my hand and affixed the seal
of said Supreme Court, at Springfield,
in said State, this Friday, December 15, 2006.



Clerk

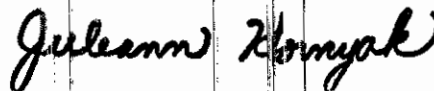
Certificate of Admission To the Bar of Illinois

I, Juleann Hornyak, Clerk of the Supreme Court of Illinois, do hereby certify that

Andrew Paul Bautista

has been duly licensed and admitted to practice as an Attorney and Counselor of Law within this State; has duly taken the required oath to support the CONSTITUTION OF THE UNITED STATES and of the STATE OF ILLINOIS, and also the oath of office prescribed by law, that said name was entered upon the Roll of Attorneys and Counselors in my office on November 6, 2003 and is in good standing, so far as the records of this office disclose.

In Witness Whereof, I have hereunto
placed my hand and affixed the seal
of said Supreme Court, at Springfield,
in said State, this Friday, December 15, 2006.



Clerk

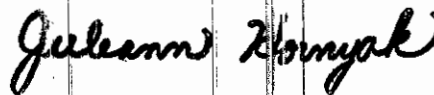
Certificate of Admission To the Bar of Illinois

I, Juleann Hornyak, Clerk of the Supreme Court of Illinois, do hereby certify that

Harry Nathanael Niska

has been duly licensed and admitted to practice as an Attorney and Counselor of Law within this State; has duly taken the required oath to support the CONSTITUTION OF THE UNITED STATES and of the STATE OF ILLINOIS, and also the oath of office prescribed by law, that said name was entered upon the Roll of Attorneys and Counselors in my office on June 13, 2006 and is in good standing, so far as the records of this office disclose.

In Witness Whereof, I have hereunto
placed my hand and affixed the seal
of said Supreme Court, at Springfield,
in said State, this Friday, December 15, 2006.



Clerk

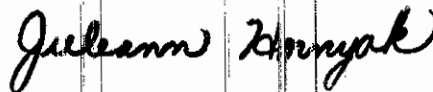
Certificate of Admission To the Bar of Illinois

I, Juleann Hornyak, Clerk of the Supreme Court of Illinois, do hereby certify that

John Robert Robertson

has been duly licensed and admitted to practice as an Attorney and Counselor of Law within this State; has duly taken the required oath to support the CONSTITUTION OF THE UNITED STATES and of the STATE OF ILLINOIS, and also the oath of office prescribed by law, that said name was entered upon the Roll of Attorneys and Counselors in my office on November 8, 1990 and is in good standing, so far as the records of this office disclose.

In Witness Whereof, I have hereunto
placed my hand and affixed the seal
of said Supreme Court, at Springfield,
in said State, this Tuesday, December 19, 2006.



Clerk

STATE BAR OF TEXAS



Office of The Chief Disciplinary Counsel

January 03, 2007

RE: **Mr. J. Robert Robertson**
State Bar Number - 17064320

To Whom it May Concern:

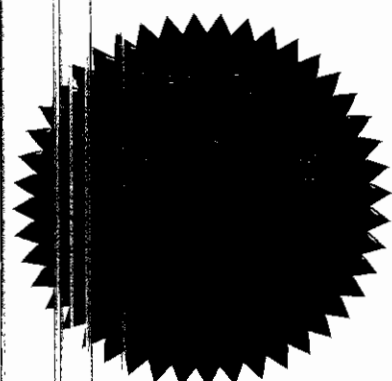
This is to certify that Mr. J. Robert Robertson was licensed to practice law in Texas on May 01, 1992 and is an inactive member in good standing with the State Bar of Texas.

Good Standing means that the attorney is current on payment of Bar dues and attorney occupation tax; has met Minimum Continuing Legal Education requirements; and is not presently under either administrative or disciplinary suspension.

No disciplinary action involving professional misconduct has been taken against the attorney's law license. This certification expires 30 days from this date, unless sooner revoked or rendered invalid by operation of rule or law.


John A. Neal
Chief Disciplinary Counsel

JN/dh





THE
STATE BAR
OF CALIFORNIA

180 HOWARD STREET
SAN FRANCISCO, CALIFORNIA 94105-1639
TELEPHONE (415) 538-2000

December 28, 2006

TO WHOM IT MAY CONCERN:

This is to certify that according to the records of the State Bar, CHONG SEOK PARK, #163451 was admitted to the practice of law in this state by the Supreme Court of California on January 5, 1993; that from the date of admission to March 21, 2002, he was an ACTIVE member of the State Bar of California; that on March 21, 2002, he transferred at his request to the INACTIVE status as of January 1, 2002; that from that date to August 29, 2005, he was an INACTIVE member of the State Bar of California; that on August 29, 2005, he transferred at his request to the ACTIVE status; that he has been since that date, and is at date hereof, an ACTIVE member of the State Bar of California; and that no recommendation for discipline for professional or other misconduct has ever been made by the Board of Governors or a Disciplinary Board to the Supreme Court of the State of California.

THE STATE BAR OF CALIFORNIA

J. Robert McPhail
Custodian of Membership Records

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, SS.

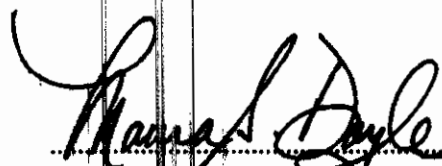
BE IT REMEMBERED, that at the Supreme Judicial Court holden at Boston within and for said County of Suffolk, on the nineteenth day of December A.D. 1989, said Court being the highest Court of Record in said Commonwealth:

Mark L. Kovner

being found duly qualified in that behalf, and having taken and subscribed the oaths required by law, was admitted to practice as an Attorney, and, by virtue thereof, as a Counsellor at Law, in any of the Courts of the said Commonwealth: that said Attorney is at present a member of the Bar, and is in good standing according to the records of this Court*.

In testimony whereof, I have hereunto set my hand and affixed the seal of said Court, this twentieth day of December in the year of our Lord two thousand and six.




MAURA S. DOYLE, Clerk

* Records of private discipline, if any, such as a private reprimand imposed by the Board of Bar Overseers or by any court are not covered by this certification.



MAURA S. DOYLE
CLERK

The Commonwealth of Massachusetts
SUPREME JUDICIAL COURT

FOR SUFFOLK COUNTY
JOHN ADAMS COURTHOUSE
ONE PEMBERTON SQUARE, SUITE 1300
BOSTON, MASSACHUSETTS 02108-1707

WWW.SJCCOUNTYCLERK.COM

December 20, 2006

CASE INFORMATION (617) 557-1100
FACSIMILE (617) 557-1117

ATTORNEY SERVICES (617) 557-1050
FACSIMILE (617) 557-1055

Mark L. Kovner
Kirkland & Ellis, LLP
200 E. Randolph St., Fl. 54
Chicago, IL 60601

IN RE: CERTIFICATE OF ADMISSION AND GOOD STANDING

Mark L. Kovner:

Enclosed please find the Certificate of admission and good standing which you have recently requested from this office. This certificate attests to your date of admission and good standing at the Bar of the Commonwealth of Massachusetts.

If you have any questions or if this office can be of further assistance, please do not hesitate to contact us at 617-557-1050 or visit our web site at www.sjccountyclerk.com.

Very truly yours,

A handwritten signature in black ink, appearing to read "Maura S. Doyle", written in a cursive style.

MAURA S. DOYLE
Clerk
Supreme Judicial Court

MSD/pjs
CL Received: December 20, 2006
enclosure

**District of Columbia Court of Appeals**

Committee on Admissions

500 Indiana Avenue, N.W. — Room 4210

Washington, D. C. 20001

202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia Court of Appeals, do hereby certify that

CHONG SEOK PARK

was on the 3RD day of MAY, 1999

duly qualified and admitted as an attorney and counselor and entitled to practice before this Court and is, on the date indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have hereunto subscribed my name and affixed the seal of this Court at the City of Washington, D.C., on December 22, 2006.

GARLAND PINKSTON, JR., CLERK

By: _____

Ch. Jackson
Deputy Clerk



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D. C. 20001
202 / 879-2710

MEMORANDUM

December 22, 2006

TO: Harry Niska
Kirkland & Ellis, LLP
200 East Randolph Drive
Chicago, IL 60601

FROM: Committee on Admissions

RE: John Robert Robertson

The Committee on Admissions for the District of Columbia Bar does not reflect a record of John R. Robertson's admission to the bar. Accordingly, we are unable to issue a certificate of good standing.

For your convenience, should you wish to look into the matter, the District of Columbia Bar Membership office is located at 1250 H Street NW, Sixth Floor, Washington, DC 20005-1908, 202/626-3475.



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D. C. 20001
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia Court of Appeals, do hereby certify that

MARK L. KOVNER

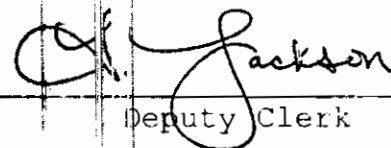
was on the 30TH day of OCTOBER, 1991

duly qualified and admitted as an attorney and counselor and entitled to practice before this Court and is, on the date indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have hereunto subscribed my name and affixed the seal of this Court at the City of Washington, D.C., on December 22, 2006.

GARLAND PINKSTON, JR., CLERK

By:


Deputy Clerk