

ORIGINAL

Craig S. Primis (CP 5017)
KIRKLAND & ELLIS LLP
655 Fifteenth Street, N.W.
Washington, D.C. 20005-5793
Telephone: (202) 879-5921
Facsimile: (202) 879-5200

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.,

1/31/07

- 021 #

00431

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

Defendants.

Case No.: 06 CV 13210 (LLS)

ECF Case

**MOTION TO ADMIT COUNSEL
PRO HAC VICE**

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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, Craig S. Primis, 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: Thomas D. Yannucci, P.C.
Firm Name: Kirkland & Ellis LLP
Address: 655 Fifteenth Street, N.W.
City/State/Zip: Washington, D.C. 20005-5793
Phone Number: (202) 879-5056
Fax Number: (202) 879-5200

Applicant's Name: Christopher Landau
Firm Name: Kirkland & Ellis LLP
Address: 655 Fifteenth Street, N.W.
City/State/Zip: Washington, D.C. 20005-5793
Phone Number: (202) 879-5081
Fax Number: (202) 879-5200

Applicant's Name: James H. Mutchnik, P.C.
Firm Name: Kirkland & Ellis LLP
Address: 200 East Randolph Drive
City/State/Zip: Chicago, IL 60601-6636
Phone Number: (312) 861-2350
Fax Number: (312) 861-2200

Applicant's Name: Michael F. Williams
Firm Name: Kirkland & Ellis LLP
Address: 655 Fifteenth Street, N.W.
City/State/Zip: Washington, D.C. 20005-5793
Phone Number: (202) 879-5121
Fax Number: (202) 879-5200

Thomas D. Yannucci, P.C. is a member in good standing of the Bar of the State of Ohio and the District of Columbia. Christopher Landau is a member in good standing of the Bar of the District of Columbia. James H. Mutchnik, P.C. is a member in good standing of the Bar of the State of Illinois. Michael F. Williams is a member in good standing of the Bar of the State of New Jersey and the District of Columbia.

There are no pending disciplinary proceedings against Thomas D. Yannucci, P.C., Christopher Landau, James H. Mutchnik, P.C., or Michael F. Williams in any State or Federal court.

Dated: January 30, 2007

Washington, D.C.



Craig S. Primis (CP 5017)
KIRKLAND & ELLIS LLP
65 Fifteenth Street, N.W.
Washington, D.C. 20005-5793
Telephone: (202) 879-5921
Facsimile: (202) 879-5200

Attorneys for Defendant Bain Capital LLC

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)

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**AFFIDAVIT OF
CRAIG S. PRIMIS
IN SUPPORT OF
MOTION TO ADMIT
COUNSEL *PRO HAC VICE***

Craig S. Primis, being duly sworn, hereby deposes and says as follows:

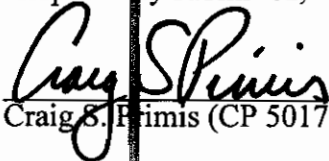
1. I am Craig S. Primis at Kirkland & Ellis LLP, counsel for Defendant Bain Capital LLC in the above captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Defendant's motion to admit Thomas D. Yannucci, P.C., Christopher Landau, James H. Mutchnik, P.C., and Michael F. Williams as counsel *pro hac vice* to represent Defendant Bain Capital LLC 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 1996. 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 Thomas D. Yannucci, P.C., Christopher Landau, and Michael F. Williams are attorneys at Kirkland & Ellis LLP, 655 Fifteenth Street, N.W., Washington D.C., 20005. Applicant James H. Mutchnik, P.C., is an attorney at Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, Illinois, 60601.
4. I have found Thomas D. Yannucci, P.C., Christopher Landau, James H. Mutchnik, P.C., and Michael F. Williams 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 Thomas D. Yannucci, P.C., Christopher Landau, James H. Mutchnik, P.C., and Michael F. Williams, *pro hac vice*.

- 6. I respectfully submit a proposed order granting the admission of Thomas D. Yannucci, P.C., Christopher Landau, James H. Mutchnik, P.C., and Michael F. Williams, *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 Thomas D. Yannucci, P.C., Christopher Landau, James H. Mutchnik, P.C., and Michael F. Williams are members of the bar. The certificates of good standing are attached hereto as Exhibit B.

WHEREFORE it is respectfully requested that the motion to admit Thomas D. Yannucci, P.C., Christopher Landau, James H. Mutchnik, P.C., and Michael F. Williams, *pro hac vice*, to represent Defendant Bain Capital LLC in the above captioned matter, be granted.

Dated: January 30, 2007
Washington, DC

Respectfully submitted,


Craig S. Primis (CP 5017)

DISTRICT OF Columbia
Sworn to before me
the 30th day of January, 2007


NOTARY PUBLIC

Elizabeth A. Ester
Notary Public, District of Columbia
My Commission Expires 07-14-2007

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

**ORDER FOR ADMISSION
PRO HAC VICE
ON WRITTEN MOTION**

Upon the motion of Craig S. Primis, attorney for Bain Capital LLC, and said
sponsor attorney's affidavit in support,

IT IS HEREBY ORDERED that

Applicant's Name: Thomas D. Yannucci, P.C.
Firm Name: Kirkland & Ellis LLP
Address: 655 Fifteenth Street, N.W.
City/State/Zip: Washington, D.C. 20005-5793
Phone Number: (202) 879-5050
Fax Number: (202) 879-5200

Applicant's Name: Christopher Landau
Firm Name: Kirkland & Ellis LLP
Address: 655 Fifteenth Street, N.W.
City/State/Zip: Washington, D.C. 20005-5793
Phone Number: (202) 879-5087
Fax Number: (202) 879-5200

Applicant's Name: James H. Mutschnik, P.C.
Firm Name: Kirkland & Ellis LLP
Address: 200 East Randolph Dr.
City/State/Zip: Chicago, IL 60601-6636
Phone Number: (312) 861-2350
Fax Number: (312) 861-2200

Applicant's Name: Michael F. Williams
Firm Name: Kirkland & Ellis LLP
Address: 655 Fifteenth Street, N.W.
City/State/Zip: Washington, D.C. 20005-5793
Phone Number: (202) 879-5121
Fax Number: (202) 879-5200

are admitted to practice *pro hac vice* as counsel for Bain Capital LLC in the above captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysdc.uscourts.gov. Counsel shall forward the *pro hac vice* fee to the Clerk of Court.

Dated: _____, 2007

New York, New York

United States District Judge

The Supreme Court of Ohio

CERTIFICATE

I, RICHARD A. DOVE, Director of the Attorney Services Division of the Supreme Court of Ohio, do hereby certify that I am the custodian of the records of the Attorney Registration Section of the Supreme Court and that the Attorney Services Division is responsible for reviewing Court records to determine the status of Ohio attorneys. I further certify that, having fulfilled all of the requirements for admission to the practice of law in Ohio,

Thomas David Yannucci

was admitted to the practice of law in Ohio on January 14, 1977; is in good standing with the Supreme Court of Ohio; but has registered as an inactive attorney pursuant to the Supreme Court Rules for the Government of the Bar of Ohio and, therefore, is not currently entitled to practice law in this state. An attorney may request a change of status from inactive to active by filing a new certificate of registration and paying the registration fee.

IN TESTIMONY WHEREOF, I have subscribed my name and affixed the seal of the Supreme Court, this 24th day of January, 2007.

RICHARD A. DOVE
Director, Attorney Services Division

William B. Amisley
Manager, Attorney Registration and CLE Section



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D. C. 20001
202 / 879-7710

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

THOMAS D. YANNUCCI

_____ was on the 18th day of December, 1981

_____ 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 January 24, 2007.

GARLAND PINKSTON, JR., CLERK

By: *Paul C. [Signature]*
Deputy Clerk



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D. C. 20001
202 / 879-7710

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

CHRISTOPHER LANDAU

was on the 12th day of October, 1990

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 January 24, 2007.

GARLAND PINKSTON, JR., CLERK

By: *Barbara A. ...*
Deputy Clerk

Certificate of Admission To the Bar of Illinois

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

James Howard Mutchnik

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 14, 1989 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 Wednesday, January 24, 2007.



Clerk

Supreme Court of New Jersey

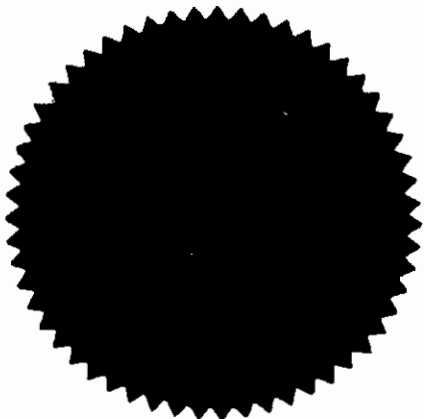


Certificate of Good Standing

This is to certify that **MICHAEL F WILLIAMS**
(No. **024952001**) was constituted and appointed an Attorney at Law of New Jersey on **January 03, 2002** and, as such, has been admitted to practice before the Supreme Court and all other courts of this State as an Attorney at Law, according to its laws, rules, and customs.

I further certify that as of this date, the above-named is an Attorney at Law in Good Standing. For the purpose of this Certificate, an attorney is in "Good Standing" if the Court's records reflect that the attorney: 1) is current with all assessments imposed as a part of the filing of the annual Attorney Registration Statement, including, but not limited to, all obligations to the New Jersey Lawyers' Fund for Client Protection; 2) is not suspended or disbarred from the practice of law; 3) has not resigned from the Bar of this State; and 4) has not been transferred to Disability Inactive status pursuant to Rule 1:20-12.

Please note that this Certificate does not constitute confirmation of an attorney's satisfaction of the administrative requirements of Rule 1:21-1(a) for eligibility to practice law in this State.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Supreme Court, at Trenton, this **20TH** day of **January**, 20**07**

Stephen W. Lawrence
Clerk of the Supreme Court



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

MICHAEL F. WILLIAMS

was on the 10th day of May 2004

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 January 24, 2007.

GARLAND PINKSTON, JR., CLERK

By: *Richard Carl*
Deputy Clerk

CERTIFICATE OF SERVICE

I, Craig S. Primis, counsel for Bain Capital L.L.C., hereby certify that on the 30th day of January, 2007, I caused true and correct copies of the foregoing (1) Motion to Admit Thomas D. Yannucci, P.C., Christopher Landau, James H. Mutchnik, P.C., and Michael F. Williams *Pro Hac Vice*; (2) Affidavit of Craig S. Primis in Support of Motion to Admit Counsel *Pro Hac Vice*; and (3) [Proposed] Order for Admission *Pro Hac Vice* of Thomas D. Yannucci, P.C., Christopher Landau, James H. Mutchnik, P.C., and Michael F. Williams to be served by first class mail upon the following:

Fred T. Isquith
Gregory Nespole
Gustavo Bruckner
WOLF HALDENSTEIN ADLER
FREEMAN & HERZ LLP
270 Madison Avenue
New York, NY 10016

*Attorneys for Plaintiffs L.A. Murphy,
Marvin Sternhell and Henoeh Kaiman*

Joseph F. Tringali
SIMPSON THACHER & BARTLETT LLP
425 Lexington Avenue
New York, NY 10017-3954

*Attorneys for Defendant
Kohlberg Kravis Roberts & Company*

E. Marcellus Williamson
LATHAM & WATKINS LLP
555 11th Street, NW
Washington, DC 20004-1304

*Attorneys for Defendant TC Group, L.L.C.
(sued herein as Carlyle Group)*

Wesley R. Powell
HUNTON & WILLIAMS LLP
200 Park Avenue
New York, NY 10166

*Attorneys for Defendant
Silver Lake Partners*

Mary Jane Edelstein Fait
WOLF HALDENSTEIN ADLER
FREEMAN & HERZ LLP
35 West Monroe Street, Suite 1111
Chicago, IL 60603

*Attorneys for Plaintiffs L. A. Murphy,
Marvin Sternhell and Henoeh Kaiman*

Kenneth Conboy
LATHAM & WATKINS LLP
385 Third Avenue, Suite 1000
New York, NY 10022

*Attorneys for Defendant TC Group, L.L.C.
(sued herein as Carlyle Group)*

John H. Hall
DEBEVOISE & PLIMPTON LLP
919 Third Avenue
New York, NY 10022

*Attorneys for Defendant
Clayton, Dubilier & Rice*

Kevin J. Arquit
SIMPSON THACHER & BARTLETT LLP
425 Lexington Avenue
New York, NY 10017-3954

*Attorneys for Defendant
Blackstone Group*

Peter C. Thomas
SIMPSON THACHER & BARTLETT LLP
601 Pennsylvania Avenue, NW
Washington, DC 20004

*Attorneys for Defendant
Blackstone Group*

Ian Thomas Simmons
Richard George Parker
O'MELVENY & MEYERS LLP
1625 Eye Street, NW
Washington, DC 20006

*Attorneys for Defendant
Apollo Management LP*

Nancy G. Milburn
ARNOLD & PORTER LLP
399 Park Avenue
New York, NY 10022

*Attorneys for Defendant
Tarrant Partners, L.P.
(sued herein as Texas Pacific Group)*

Richard C. Godfrey, P.C.
J. Robert Robertson
Andrew P. Bautista
Harry N. Niska
KIRKLAND & ELLIS LLP
200 East Randolph Drive
Chicago, IL 60601

*Attorneys for Defendant
Madison Dearborn Partners*

Peter A. Bellacosa
KIRKLAND & ELLIS LLP
Citigroup Center
153 East 53rd Street
New York, NY 10022

*Attorneys for Defendant
Madison Dearborn Partners*

Mark L. Kovner
Chong S. Park
KIRKLAND & ELLIS LLP
65 Fifteenth Street, N.W.
Washington, D.C. 20005-5793

*Attorneys for Defendant
Madison Dearborn Partners*

William J. Baer
ARNOLD & PORTER LLP
55 Twelfth Street, NW
Washington, DC 20004

*Attorneys for Defendant
Tarrant Partners, L.P.
(sued herein as Texas Pacific Group)*

Melene D. Jaffe
WEIL, GOTSHALL & MANGES LLP
67 Fifth Avenue
New York, NY 10153

*Attorneys for Defendant
Thomas H. Lee Partners*

James C. Egan, Jr.
WEIL, GOTSHAL & MANGES LLP
1300 Eye Street, NW
Washington, DC 20005


*Attorneys for Defendant
Providence Equity Partners*

Kenneth M. Kramer
SHEARMAN & STERLING LLP
599 Lexington Avenue
New York, NY 10022

*Attorneys for Defendant
Merrill Lynch & Co., Inc.*

Richard L. Posen
WILKIE FARR & GALLAGHER LLP
187 Seventh Avenue
New York, NY 10019

*Attorneys for Defendant
Warburg Pincus LLC*



Craig S. Pincus

ORIGINAL

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

L. A. MURPHY, MARVIN STERNHELL,
and HENOCH KAIMAN, on their own behalf
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- against -

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Case No.: 06 CV 13210 (LLS)

ECF Case

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ON WRITTEN MOTION**

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sponsor attorney's affidavit in support,

IT IS HEREBY ORDERED that

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Firm Name: Kirkland & Ellis LLP
Address: 655 Fifteenth Street, N.W.
City/State/Zip: Washington, D.C. 20005-5793
Phone Number: (202) 879-5050
Fax Number: (202) 879-5200

Applicant's Name: Christopher Landau
Firm Name: Kirkland & Ellis LLP
Address: 655 Fifteenth Street, N.W.
City/State/Zip: Washington, D.C. 20005-5793
Phone Number: (202) 879-5087
Fax Number: (202) 879-5200

Applicant's Name: James H. Mutchnik, P.C.
Firm Name: Kirkland & Ellis LLP
Address: 200 East Randolph Dr.
City/State/Zip: Chicago, IL 60601-6636
Phone Number: (312) 861-2350
Fax Number: (312) 861-2200

Applicant's Name: Michael F. Williams
Firm Name: Kirkland & Ellis LLP
Address: 655 Fifteenth Street, N.W.
City/State/Zip: Washington, D.C. 20005-5793
Phone Number: (202) 879-5123
Fax Number: (202) 879-5200

are admitted to practice *pro hac vice* as counsel for Bain Capital LLC in the above captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysdc.uscourts.gov. Counsel shall forward the *pro hac vice* fee to the Clerk of Court.

Dated: _____, 2007

New York, New York

United States District Judge