

ORIGINAL**UNITED STATES DISTRICT COURT FOR THE
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,

vs.

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, LLC.,

Defendants.

Case No.: 06 CV 13210 (LLS)

**MOTION TO ADMIT
DAVID A. HIGBEE, ESQ.
PRO HAC VICE**

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, and upon the accompanying
Declaration of Wesley R. Powell and the certificate of good standing annexed thereto, I,
Wesley R. Powell, a member in good standing of the bar of this Court, hereby move for
an Order allowing the admission *pro hac vice* of:

David A. Higbee, Esq.
Hunton & Williams LLP
1900 K Street, N.W.
Washington, DC 20006-1109
Telephone: (202) 955-1500
Facsimile: (202) 778-2201

Mr. Higbee is a member in good standing of the Bar of the State of Maryland.

There are no pending disciplinary proceedings against Mr. Higbee in any State or Federal Court.

Date: New York, NY
March 12, 2007

Respectfully submitted,

HUNTON & WILLIAMS LLP



Wesley R. Powell (WP7857)

200 Park Avenue

New York, NY 10166

Telephone: (212) 309-1000

Facsimile: (212) 309-1100

*Attorneys for Defendant
Silver Lake Partners*

**UNITED STATES DISTRICT COURT FOR THE
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,

vs.

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, LLC.,

Defendants.

Case No.: 06 CV 13210 (LLS)

**DECLARATION OF
WESLEY R. POWELL IN
SUPPORT OF MOTION TO
ADMIT COUNSEL *PRO
HAC VICE***

WESLEY R. POWELL, hereby declares as follows:

1. I am a member of the bar of this Court and a partner of the law firm of Hunton & Williams LLP, counsel for Defendant Silver Lake Partners in the above-captioned action. I make this Declaration in support of the motion for an order admitting David A. Higbee *pro hac vice* to the bar of this Court pursuant to Local Rule 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York.

2. Mr. Higbee is an attorney and partner of the law firm of Hunton & Williams LLP in Washington, D.C. He is a member in good standing of the Bar of the

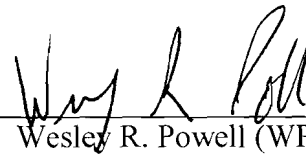
State of Maryland. A certificate of good standing for Mr. Higbee obtained from the Bar of the State of Maryland is annexed hereto as Exhibit A.

3. I agree to act as local counsel for Mr. Higbee and to observe the Rules of this Court governing the conduct of attorneys.

4. I respectfully request that Mr. Higbee be admitted *pro hac vice* to the bar of this Court for the purposes of appearing on behalf of defendant Silver Lake Partners in the above-captioned proceedings.

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

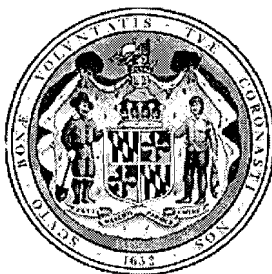
Date: March 12, 2007



Wesley R. Powell (WP7857)
Hunton & Williams LLP
200 Park Avenue
New York, NY 10166
Telephone: (212) 309-1000
Facsimile: (212) 309-1100

*Attorneys for Defendant
Silver Lake Partners*

**Court of Appeals
of Maryland**
Annapolis, MD



CERTIFICATE OF GOOD STANDING

STATE OF MARYLAND, ss:

I, Alexander L. Cummings, Clerk of the Court of Appeals of Maryland,
do hereby certify that on the twenty-fifth day of June, 1997,

David Allen Higbee

*having first taken and subscribed the oath prescribed by the Constitution and
Laws of this State, was admitted as an attorney of said Court, is now in good
standing, and as such is entitled to practice law in any of the Courts of said
State, subject to the Rules of Court.*

In Testimony Whereof, I have hereunto
set my hand as Clerk, and affixed the Seal
of the Court of Appeals of Maryland, this
sixth day of March, 2007.


Clerk of the Court of Appeals of Maryland

**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,

vs.

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, LLC.,

Defendants.

Case No.: 06 CV 13210 (LLS)

**ORDER GRANTING
MOTION FOR ADMISSION
OF DAVID A. HIGBEE,
ESQ., PRO HAC VICE**

Upon the motion Wesley R. Powell, attorney for Defendant Silver Lake Partners, and
said sponsor attorney's declaration in support;

IT IS HEREBY ORDERED THAT

David A. Higbee, Esq.
Hunton & Williams LLP
1900 K Street, N.W.
Washington, DC 20006-1109
Telephone: (202) 955-1500
Facsimile: (202) 778-2201

is admitted to practice pro hac vice as counsel for Defendant Silver Lake Partners 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

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 nysd.uscourts.gov. Counsel shall forward the pro hac vice fee to the Clerk of Court.

Dated: New York, New York
March __, 2007

United States District Court

DECLARATION OF SERVICE

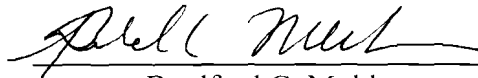
Bradford C. Mulder, hereby declares under penalty of perjury, pursuant to 28 U.S.C. § 1746, that:

I am Managing Clerk at the law firm of Hunton & Williams LLP, attorneys for Defendant Silver Lake Partners.

That on March 13, 2007, I served a true copy of the attached Motion for Admission Pro Hac Vice, via First Class Mail on all counsel at the address listed on the attached service list, by depositing the same in a duly enclosed and sealed wrapper, with the correct postage thereon, in an official letter box duly maintained by the Government of the United States of America within the State of New York.

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

Executed on March 13, 2007


Bradford C. Mulder

SERVICE LIST

L. A. Murphy v. Kohlberg Kravis Roberts & Company; 06 CV 13210 (LLS)

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

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

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

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

Joseph F. Tringali, Esq.
Paul C. Gluckow, Esq.
SIMPSON THACHER & BARTLETT LLP
425 Lexington Avenue
New York, NY 100 17-3954

*Attorneys for Defendant
Kohlberg Kravis Roberts & Company*

Kenneth Conboy, Esq.
LATHAM & WATKINS LLP
885 Third Avenue, Suite 1000
New York, NY 10022

*Attorneys for Defendant TC Group, LLC
(sued herein as Carlyle Group)*

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

*Attorneys for Defendant TC Group, LLC
(sued herein as Carlyle Group)*

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

Attorneys for Defendant Clayton, Dubilier & Rice

Kevin Arquit, Esq.
SIMPSON THACHER & BARTLETT LLP
425 Lexington Avenue
New York, NY 100 17-3954

Attorneys for Defendant Blackstone Group

Peter C. Thomas, Esq.
SIMPSON THACHER & BARTLETT LLP
601 Pennsylvania Avenue, NW
North Building
Washington, D.C. 20004

Attorneys for Defendant Blackstone Group

Thomas D. Yannucci, P.C., Esq.
Craig S. Primis, Esq.
KIRKLAND & ELLIS LLP
655 Fifteenth Street, NW
Washington, D.C. 20005

Attorneys for Defendant Bain Capital LLC

James H. Mutchnik, Esq.
KIRKLAND & ELLIS LLP
200 East Randolph Drive
Chicago, IL 60601

Attorneys for Defendant Bain Capital LLC

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

*Attorneys for Defendant Tarrant Partners, LLP
(sued herein as Texas Pacific Group)*

William J. Baer, Esq.
ARNOLD & PORTER LLP
555 Twelfth Street, NW
Washington, DC 20004
Attorneys for Defendant

*Attorneys for Defendant Tarrant Partners, LLP
(sued herein as Texas Pacific Group)*

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

Attorneys for Defendant Madison Dearborn Partners

Richard C. Godfrey, Esq.
KIRKLAND & ELLIS LLP
200 East Randolph Drive
Chicago, IL 60601

Attorneys for Defendant Madison Dearborn Partners

Mark Lee Kovner, Esq.
Chong Seok Park, Esq.
KIRKLAND & ELLIS LLP
655 Fifteenth Street NW, Suite 1200
Washington, DC 20005

Attorneys for Defendant Madison Dearborn Partners

James C. Egan, Jr., Esq.
WEIL, GOTSHAL & MANGES LLP
1300 Eye Street, N.W.
Washington, D.C. 20005

Attorneys for Defendant Providence Equity Partners

Helene D. Jaffe, Esq.
Alan Weinschel, Esq.
Fiona Schaeffer, Esq.
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, NY 10153

Attorneys for Defendant Thomas H Lee Partners

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

Attorneys for Defendant Merrill Lynch & Co., Inc.

Richard L. Posen, Esq.
Roger D. Netzer, Esq.
WILLKIE FARR & GALLAGHER LLP
787 Seventh Avenue
New York, NY 10019

Attorneys for Defendant Warburg Pincus LLC

Jonathan Rosenberg, Esq.
O'MELVENY & MEYERS LLP
Times Square Tower
7 Times Square
New York, NY 10036

Attorney for Defendant Apollo Management LP

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

Attorney for Defendant Apollo Management LP