

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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THOMAS H. LEE EQUITY FUND V, L.P., :

THOMAS H. LEE PARALLEL FUND V, L.P., :

and THOMAS H. LEE EQUITY (CAYMAN) : 07 Civ. 6767 (GEL)

FUND V, L.P., :

:

Plaintiffs, :

v. :

:

MAYER, BROWN, ROWE & MAW LLP, :

:

Defendant. :

:

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DECLARATION OF SETH GOODCHILD

I, Seth Goodchild, declare and state as follows:

1. I am of counsel to the law firm of Weil, Gotshal & Manges LLP, co-counsel to Plaintiffs in the above-captioned proceeding. I respectfully submit this declaration in support of Plaintiffs' opposition to: (i) the Motion to Dismiss of Mayer Brown LLP, an Illinois Limited Liability Partnership; and (ii) the Motion to Dismiss by the UK Limited Liability Partnership Mayer Brown International LLP.

2. Attached hereto as Exhibit A are additional factual allegations regarding what the Complaint alleges is the single global entity Mayer Brown. Plaintiffs would assert these allegations in an amended complaint, if the Court concludes that Plaintiffs have not stated a claim against Mayer Brown International LLP and grants Plaintiffs leave to amend.

3. Also attached hereto as Exhibits 1 through 6 are true and correct copies of the sources referenced in support of the foregoing additional allegations regarding the Mayer Brown entity.

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

Executed on this 9th day of November, 2007 in New York, New York.



Seth Goodchild