

COMMONWEALTH OF KENTUCKY
FRANKLIN CIRCUIT COURT
CASE NO. 17-CI-1348

JEFFREY C. MAYBERRY, et al.

PLAINTIFFS

v.

KKR & CO. L.P., et al.

DEFENDANTS

**KKR PARTIES' JOINDER IN PAAMCO/PRISMA DEFENDANTS' OBJECTION TO
THE OFFICE OF THE ATTORNEY GENERAL'S MOTION TO INTERVENE
ON BEHALF OF THE COMMONWEALTH OF KENTUCKY**

KKR & Co. Inc. (formerly KKR & Co. L.P.), Henry Kravis, and George Roberts (the "KKR Parties")* submit this joinder in the PAAMCO/Prisma Defendants' Objection to the Office of the Attorney General's Motion to Intervene on Behalf of the Commonwealth of Kentucky (the "PAAMCO/Prisma Defendants' Objection") served today, July 30, 2020.

The KKR Parties join fully in the PAAMCO/Prisma Defendants' Objection and urge the Court to deny the motion to intervene for all of the reasons stated in the Objection. The motion to intervene should also be denied as to the KKR Parties because it is futile for the Commonwealth of Kentucky to assert the claims proposed to be allowed by the motion. Reasons for the futility of asserting the claims are stated in the KKR Parties' motions to dismiss the original plaintiffs' First Amended Complaint and because the *in pari delicto* doctrine bars claims by the Commonwealth as a matter of law. *See Sandoz Inc. v. Commonwealth ex rel. Conway*, 405 S.W.3d 506, 512 (Ky. App. 2012) (explaining that recovery is barred "where a party's actions are *in pari delicto* with the tortfeasor").

* The KKR Parties submit this joinder subject to and without waiving their defenses based on, among other things, lack of jurisdiction to act on the subject motion, to take any action other than that consistent with the Supreme Court's express directive to dismiss the case, and personal jurisdiction. The KKR Parties expressly reserve all rights with respect to the proposed Intervening Complaint.

Conclusion

For the reasons stated herein and in the PAAMCO/Prisma Defendants' Objection, the KKR Parties respectfully request that the Court decline to hear the motion to intervene and dismiss the case as required by the mandate of the Kentucky Supreme Court.

Dated: July 30, 2020

Respectfully submitted,

DINSMORE & SHOHL LLP

/s/ Barbara B. Edelman

Barbara B. Edelman, Esq.

Grahmn N. Morgan, Esq.

John M. Spires, Esq.

250 W. Main Street, Suite 1400

Lexington, KY 40507

Telephone: (859) 425-1010

Facsimile: (859) 425-1099

Email: barbara.edelman@dinsmore.com

grahmn.morgan@dinsmore.com

john.spires@dinsmore.com

Counsel for KKR & Co. L.P., Henry Kravis, George Roberts, Prisma Capital Partners, LP, Girish Reddy, Pacific Alternative Asset Management Company, LLC, and Jane Buchan

SUSMAN GODFREY L.L.P.

/s/ Barry Barnett

Barry Barnett

Abigail Noebels

Ryan Weiss

1000 Louisiana Street, Suite 5100

Houston, Texas 77002

Telephone: (713) 653-7891

Facsimile: (713) 654-6666

Email: bbarnett@susmangodfrey.com

anoebels@susmangodfrey.com

rweiss@susmangodfrey.com

Steven Shepard
1301 Avenue of the Americas, 32nd Floor
New York, NY 10019
Telephone: (212) 336-8330
Facsimile: (212) 336-8340
Email: sshepard@susmangodfrey.com

*Attorneys for Defendants KKR & Co.
L.P., Henry Kravis, and George Roberts.*

CERTIFICATE OF SERVICE

The above signature certifies that, on July 30, 2020, the foregoing was electronically filed with the Clerk of the Court using the KCOJ e-filing system and pursuant to Notices of E-Service served via email pursuant to CR 5.02(2), to the following:

Ann B. Oldfather aoldfather@oldfather.com
Counsel for Certain Plaintiffs

Vanessa B. Cantley vanessa@bccnlaw.com
Patrick E. Markey patrick@bccnlaw.com
Counsel for Certain Plaintiffs

Michelle C. Lerach michelle@bottinilaw.com
James D. Baskin jbaskin@bottinilaw.com
Francis Bottini fbottini@bottinilaw.com
Albert Chang achang@bottinilaw.com
Counsel for Certain Plaintiffs

Jeffrey M. Walson jeff@walsonlcm.com
Counsel for Certain Plaintiffs

Jonathan W. Cuneo jonc@cuneolaw.com
Monica Miller monica@cuneolaw.com
David Black dblack@cuneolaw.com
Counsel for Certain Plaintiffs

Casey L. Dobson cdobson@scottdoug.com
S. Abraham Kuczaj, III akuczaj@scottdoug.com
David D. Shank dshank@scottdoug.com
Sameer Hashmi shashmi@scottdoug.com
Paige Arnette Amstutz pamstutz@scottdoug.com
Jane Webre jwebre@scottdoug.com

Counsel for Certain Plaintiffs

Abigail Noebels anoebels@susmangodfrey.com
Barry Barnett bbarnett@susmangodfrey.com
Steven Shepard ssh Shepard@susmangodfrey.com
Ryan Weiss rweiss@susmangodfrey.com
Counsel for Defendants KKR & Co. L.P., Henry Kravis, George Roberts

Peter E. Kazanoff pkazanoff@stblaw.com
Paul C. Curnin pcurnin@stblaw.com
David Elbaum david.elbaum@stblaw.com
Michael Garvey mgarvey@stblaw.com
Sara Ricciardi sricciardi@stblaw.com
Michael Carnevale michael.carnevale@styblaw.com
Counsel for Defendants Prisma Capital Partners LP, Girish Reddy, PAAMCO Prisma, LLC f/k/a Pacific Alternative Asset Management Company, LLC, and Jane Buchan

Barbara B. Edelman barbara.edelman@dinsmore.com
Grahmn N. Morgan grahmn.morgan@dinsmore.com
John M. Spires john.spires@dinsmore.com
Counsel for KKR & Co. L.P., Henry Kravis, George Roberts, Prisma Capital Partners LP, Girish Reddy, PAAMCO Prisma, LLC f/k/a Pacific Alternative Asset Management Company, LLC, and Jane Buchan

Donald J. Kelly dkelly@wyattfirm.com
Virginia H. Snell vsnell@wyattfirm.com
Jordan M. White jwhite@wyattfirm.com
Brad S. Karp bkarp@paulweiss.com
Lorin L. Reisner lreisner@paulweiss.com
Andrew J. Ehrlich aehrlich@paulweiss.com
Brette Tannenbaum btannenbaum@paulweiss.com
Counsel for Defendants Blackstone Group, L.P., Blackstone Alternative Asset Management, L.P., Steven A. Schwarzman and J. Tomilson Hill

Philip Collier pcollier@stites.com
Thad M. Barnes tbarnes@stites.com
Jeffrey S. Moad jmoad@stites.com
Counsel for Defendants R.V. Kuhns & Associates, Inc, Rebecca A. Gratsinger, and Jim Voytko

Margaret A. Keeley mkeeley@wc.com
Ana C. Reyes areyes@wc.com
Susan Pope spope@fbtlaw.com
Cory Skolnick cskolnick@fbtlaw.com
Counsel for Defendant Ice Miller, LLP

Charles E. English, Jr. benglish@elpolaw.com

E. Kenly Ames kames@elpolaw.com
Steven G. Hall shall@bakerdonelson.com
Kristin S. Tucker ktucker@bakerdonelson.com
Robert G. Brazier rbrazier@bakerdonelson.com
Counsel for Defendants Cavanaugh Macdonald Consulting, LLC, Thomas Cavanaugh, Todd Green and Alisa Bennett

Dustin E. Meek dmeek@tachaulaw.com
Counsel for Government Finance Officers Association

John W. Phillips jphillips@ppoalaw.com
Susan D. Phillips sphillips@ppoalaw.com
Sean Ragland sragland@ppoalaw.com
Counsel for Defendant Jennifer Elliott

Mark Guilfoyle mguilfoyle@dbllaw.com
Patrick Hughes phughes@dbllaw.com
Kent Wicker kwicker@dbllaw.com
Andrew Pellino apellino@dbllaw.com
Counsel for Defendant Thomas Elliott

Michael L. Hawkins mhawkins@mlhlawky.com
Counsel for Defendant Brent Aldridge

Albert F. Grash, Jr. mel.camenisch@rgcmlaw.com
J. Mel Camenisch, Jr. al.grash@rgcmlaw.com
J. Wesley Harned wes.harned@rgcmlaw.com
Counsel for Defendant T.J. Carlson

Laurence J. Zielke lzielke@zielkefirm.com
John H. Dwyer, Jr. jdwyer@zielkefirm.com
Karen C. Jaracz kjaracz@zielkefirm.com
Counsel for Defendant Timothy Longmeyer

David J. Guarnieri dguarnieri@mmlk.com
Jason R. Hollon jhollon@mmlk.com
Kenton E. Knickmeyer kknickmeyer@thompsoncoburn.com
Mike Bartolacci mbartolacci@thompsoncoburn.com
Shaun Broeker sbroeker@thompsoncoburn.com
Counsel for Defendant David Peden

Keven P. Fox kfox@lgpllc.com
Stewart C. Burch sburch@lgpllc.com
Counsel for Defendant William A. Thielen

Glenn A. Cohen gcohen@derbycitylaw.com

Lynn M. Watson watson@derbycitylaw.com
Counsel for Defendant William Cook

Richard M. Guarneri rguar@truelawky.com
Philip C. Lawson plawson@truelawky.com
Counsel for Defendants Bobbie Henson and Randy Overstreet

Brent L. Caldwell bcaldwell@caldwelllawyers.com
Noel Caldwell noelcaldwell@gmail.com
Counsel for Defendant Vince Lang

Perry M. Bentley perry.bentley@skofirm.com
Connor B. Egan connor.egan@skofirm.com
Christopher E. Schaefer christopher.schaefer@skofirm.com
Chadler M. Hardin chad.hardin@skofirm.com
Paul C. Harnice paul.harnice@skofirm.com
Sarah Jackson Bishop sarah.bishop@skofirm.com
Matthew D. Wingate matthew.wingate@skofirm.com
John W. Bilby john.bilby@skofirm.com
Counsel for Nominal Defendant Kentucky Retirement Systems

Victor B. Maddox victor.maddox@ky.gov
J. Christian Lewis christian.lewis@ky.gov
Justin D. Clark justind.clark@ky.gov
Steve Humphress steve.humphress@ky.gov
Aaron Silletto aaron.silletto@ky.gov
Counsel for Proposed Intervenor Attorney General Daniel Cameron

/s/ Barbara B. Edelman
Barbara B. Edelman, Esq.