

**COMMONWEALTH OF KENTUCKY
FRANKLIN CIRCUIT COURT
DIVISION I
CIVIL ACTION NO. 17-CI-01348**

JEFFREY C. MAYBERRY, *et al.*

PLAINTIFFS

v.

ORDER

KKR & CO. LLP, *et al.*

DEFENDANTS

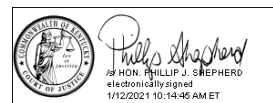
This matter is before the Court on the Motion for Leave to File a Third Amended Complaint filed by Ashley Hall-Nagy, Tia Taylor, and Bobby Estes (the “Tier 3 Group”). A hearing was conducted by Zoom call and all parties were given notice and the opportunity to be heard at the Court’s Motion Hour docket on January 11, 2021. The Court previously denied without prejudice the Original Plaintiffs’ Motion for Leave to File Second Amended Complaint “to the extent that it seeks to add new claims of the Tier 3 movants” in its December 28, 2020 Order. The Court has been advised that the Office of the Attorney General (“OAG”) has gone on record asserting that it plans to file an Amended Intervening Complaint under CR 15.

The Court believes that the Civil Rules require the Movants (state employees with defined contribution, rather than defined benefit pensions, or “the Tier 3 group”) to obtain leave of Court under CR 24 in order to assert their claims in this action. The Court cannot adequately evaluate the factors for intervention under CR 24 in a vacuum. The Court cannot rule on the motion to allow the Tier 3 Group to intervene and assert claims until it knows the nature and scope of the claims that will be asserted by the OAG in its proposed Amended Intervening Complaint under CR 15.

Accordingly, **IT IS ORDERED**:

- (1) The OAG shall have until Monday, February 1, 2021 to file its Amended Intervening Complaint under CR 15;
- (2) The Tier 3 Group, or any other persons who may seek to intervene in this action, thereafter shall have until Thursday, February 11, 2021 to file a Motion to Intervene. Any such motion shall meet the requirements of CR 24 and any party seeking such intervention shall a proposed intervening complaint, along with a memorandum of law addressing all relevant factors under CR 24;
- (3) A status conference is hereby scheduled for Monday, February 22, 2021 to discuss briefing on motions to dismiss and the objections to any Motions to Intervene under CR 24. This status conference shall be held at 10:00 a.m. (EST) and the Court will notify all counsel of the link for the Zoom call; and
- (4) The Tier 3 Group's Motion for Leave to File Third Amended Complaint is held **IN ABEYANCE** and Defendants are relieved of any obligation to respond to that motion, pending the forthcoming status conference.

So **ORDERED** this the 12th day of January, 2021.



PHILLIP J. SHEPHERD, JUDGE
Franklin Circuit Court, Division I

Distribution:

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 J. Silletto (aaron.stillette@ky.gov)
Office of the Attorney General
1024 Capital Center Drive, Suite 200
Frankfort, Kentucky 40601
Counsel for the Commonwealth of Kentucky

Richard M. Guarnieri (rguar@truelawky.com)
Philip C. Lawson (plawson@truelawky.com)
True Guarnieri Ayer, LLP
Counsel for Randy Overstreet and Bobby D. Henson

Glenn A. Cohen (gcohen@derbycitylaw.com)
Lynn M. Watson (watson@derbycitylaw.com)
Seiller Waterman, LLC
Counsel for William Cook

Laurence J. Zielke (lzielke@zielkefirm.com)
John H. Dwyer, Jr. (jdwyer@zielkefirm.com)
Karen C. Jaracz (kjaracz@zielkefirm.com)
Belinda G. Brown (belindab@zielkefirm.com)
Zielke Law Firm, PLLC
Counsel for Timothy Longmeyer

Mark Guilfoyle (mguilfoyle@dbllaw.com)
Patrick Hughes (phughes@dbllaw.com)
Kent Wicker (kwicker@dbllaw.com)
Andrew D. Pellino (apellino@dbllaw.com)
Dressman, Benzinger & Lavelle, PSC
Counsel for Thomas Elliot

John W. Phillips (jphillips@ppoalaw.com)
Susan D. Phillips (sphillips@ppoalaw.com)
Sean Ragland (sragland@ppoalaw.com)
Phillips Parker Orberson & Arnett, PLC
Counsel for Jennifer Elliot

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

Michael L. Hawkins (mhawkins@mlhlawky.com)
Michael L. Hawkins & Associates, PLLC
Counsel for Brent Aldridge

Albert F. Grasch, Jr. (al.grasch@rgcmlaw.com)
J. Mel Camenisch, Jr. (mel.camenisch@rgcmlaw.com)
J. Wesley Harned (wes.harned@rgcmlaw.com)
Rose Grasch Camenisch Mains, PLLC
Counsel for T.J. Carlson

David J. Guarnieri (dguarnieri@mmlk.com)
Jason R. Hollon (jhollon@mmlk.com)
McBayer McGinnis Leslie & Kirkland, PLLC

Kenton E. Knickmeyer (kknickmeyer@thompsoncoburn.com)
Mike Bartolacci (mbartolacci@thompsoncoburn.com)
Shaun Broeker (sbroeker@thompsoncoburn.com)
Thompson Coburn LLP
Counsel for David Peden

Kevin P. Fox (kfox@lgpllc.com)
Stewart C. Burch (sburch@lgpllc.com)
Logan Burch & Fox
Counsel for William A. Thielen

Barbara B. Edelman (barbara.edelman@dinsmore.com)
Grahmn N. Morgan (grahmn.morgan@dinsmore.com)
John M. Spires (john.spires@dinsmore.com)
Dinsmore & Shohl, LLP

Abigail Noebels (anoebels@susmangodfrey.com)
Barry Barnett (bbarnett@susmangodfrey.com)
Steven Shepard (sshepard@susmangodfrey.com)
Ryan Weiss (rweiss@susmangodfrey.com)
Counsel for KKR & Co., L.P.; Henry R. Kravis; and George R. Robert

Peter E. Kazanoff (pkazanoff@stblaw.com)
Paul C. Curnin (pcurnin@stblaw.com)
David Elbaum (david.elbaum@stblaw.com)
Michael J. Garvey (mgarvey@stblaw.com)
Sara A. Ricciardi (sricciardi@stblaw.com)
Michael Carnevale (michael.carnevale@stblaw.com)
Simpson Thacher & Barlett, LLP
Counsel for Prisma Capital Partners, L.P.; Pacific Alternative Asset Management Company, LLC; Girish Reddy, and Jane Buchan

Donald J. Kelly (dkelly@wyattfirm.com)
Virginia H. Snell (vsnell@wyattfirm.com)
Jordan M. White (jwhite@wyattfirm.com)
Wyatt, Tarrant & Combs, LLP

Brad S. Karp (bkarp@paulweiss.com)
Lorin L. Reisner (lreisner@paulweiss.com)
Andrew J. Ehrlich (aehrlich@paulweiss.com)
Brette Tannenbaum (btannenbaum@paulweiss.com)
Paul, Weiss, Rifkind, Wharton & Garrison LLP
Counsel for Blackstone Group, L.P.; Blackstone Alternative Asset Management Company, L.P.; Steven A. Scharzman; and J. Tomilson Hill

Philip Collier (pcollier@stites.com)
Thad M. Barnes (tbarnes@stites.com)
Jeffrey S. Moad (jmoad@stites.com)
Linda Walls (lwalls@stites.com)
Stites & Harbison PLLC
Counsel for R.V. Kuhns & Associates, Inc.; Rebecca A. Gratsinger; and Jim Voytk

Margaret A. Keeley (mkeeley@wc.com)
Ana C. Reyes (areyes@wc.com)
Alexander Zolan (azolan@wc.com)
Williams & Connolly LLP

Susan Pope (spope@fbtlaw.com)
Cory Skolnick (cskolnick@fbtlaw.com)
Frost Brown Todd LLC
Counsel for Ice Miller, LLP

Charles E. English, Jr. (benglish@elpolaw.com)
E. Kenly Ames (kames@elpolaw.com)
English, Lucas, Priest & Owsley

Steven G. Hall (shall@bakerdonelson.com)
Sarah-Nell H. Walsh (swalsh@bakerdonelson.com)
Kristin S. Tucker (ktucker@bakerdonelson.com)
Robert G. Brazier (rbrazier@bakerdonelson.com)
Baker Donelson Bearman Caldwell & Berkowitz, PC
Counsel for Cavanaugh MacDonald Consulting, LLC; Thomas J. Cavanaugh; Todd B. Green; and Alisa Bennett

Dustin E. Meek (dmeek@tachaulaw.com)
Tachau Meek PLC
Counsel for Government Finance Officers Association of the United States and Canada

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)
Stoll Keenon Ogden PLLC
Counsel for Kentucky Retirement Systems

Michelle Ciccarelli Lerach (mлерach@bottinilaw.com)
James D. Baskin (jbaskin@bottinilaw.com)
Francis A. Bottini, Jr. (bottini@bottinilaw.com)
Albert Y. Chang (achang@bottinilaw.com)
Bottini & Bottini, Inc.

Jeffrey M. Walson (jeff@walsonlcm.com)
Walson Law-Consultancy-Mediation
Counsel for Plaintiffs Jeffrey C. Mayberry, Hon. Brandy O. Brown, Martha Michelle Miller, Steve Robers, and Teresa Stewart

Anne B. Oldfather (aoldfather@oldfather.com)
Oldfather Law Firm

Vanessa B. Cantley (vanessa@bccnlaw.com)
Patrick E. Markey (patrick@bccnlaw.com)
Bahe Cook Cantley & Nefzger, PLC

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)
Scott Douglass McConnico, LLP

Jonathan W. Cuneo (jonc@cuneolaw.com)
Monica Miller (monica@cuneolaw.com)
David Black (dblack@cuneolaw.com)
Mark Dubester (mark@cuneolaw.com)
Cuneo Gilbert & Laduca, LLP
Counsel for Plaintiffs Jason Lainhart, Don D. Commer, and Ben Wyman