

IT IS HEREBY ADJUDGED
and DECREED this is SO
ORDERED.

The party obtaining this order is responsible for
noticing it pursuant to Local Rule 9022-1.

Dated: April 29, 2010



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11 Trustee of the ML Liquidating Trust

Randolph J. Haines

RANDOLPH J. HAINES
U.S. Bankruptcy Judge

12 IN THE UNITED STATES BANKRUPTCY COURT
13 FOR THE DISTRICT OF ARIZONA

14 In re:

15 MORTGAGES, Ltd.,

16 Debtor.

In Proceedings Under Chapter 11

Case No.: 2:08-bk-07465-RJH

**STIPULATED PROTECTIVE
ORDER RE PRODUCTION OF
DOCUMENTS PURSUANT TO
ORDER REQUIRING MAYER
HOFFMAN MCCANN, P.C. TO
PRODUCE DOCUMENTS
PURSUANT TO RULE 2004,
FEDERAL RULES OF
BANKRUPTCY PROCEDURE**

17 IT IS HEREBY STIPULATED AND AGREED by and between ML Liquidating Trust and
18 Mayer Hoffman McCann, P.C. (collectively, the "Parties") through their undersigned counsel of
19 record as follows:

20 WHEREAS, on March 15, 2010, Kevin T. O'Halloran, as Trustee of the ML Liquidating
21 Trust, filed an "Application for Order Requiring Mayer Hoffman McCann, P.C. to Produce
22 Documents Pursuant to Rule 2004, Federal Rules of Bankruptcy Procedure" (the "2004
23 Application") [Docket No. 2687] in the above captioned matter,

1 WHEREAS, on March 16, 2010, this Court entered an “*Order Requiring Mayer Hoffman*
2 *McCann, P.C. to Produce Documents Pursuant to Rule 2004, Federal Rules of Bankruptcy*
3 *Procedure*” (the “2004 Order”) [Docket No. 2692],

4 WHEREAS, the 2004 Application does, and future discovery requests might, seek production
5 of documents and disclosure of other evidence or testimony by Mayer Hoffman McCann, P.C.
6 regarding accounting, tax and auditing services rendered by Mayer Hoffman McCann, P.C. to or for
7 the benefit of Mortgages, Ltd., now known as ML Servicing Co., Inc., including, among other things,
8 work papers, and audit programs.

9 WHEREAS, it is the desire of Mayer Hoffman McCann, P.C. to comply with the 2004 Order
10 and rules applicable to this proceeding, and at the same time protect and preserve its rights and
11 interests, including, without limitation, all privileges, rights of privacy and proprietary interests,
12 which are recognized by the law,

13 IT IS HEREBY STIPULATED as follows.

14 1. The production or disclosure of any document, tangible thing, testimony, evidence or
15 information by Mayer Hoffman McCann, P.C. in the course of the above captioned action shall be
16 without prejudice to any claim that such material is privileged as confidential or proprietary business
17 information. Mayer Hoffman McCann, P.C. shall not be held to have waived any privilege, right or
18 interest which might be applicable by any production or disclosure in this case. Mayer Hoffman
19 McCann, P.C. shall indicate at or before the time of disclosure that it asserts documents or
20 information are confidential by marking it “Confidential Subject to Protective Order” or putting some
21 other similar designation thereon.

22 2. All documents in Mayer Hoffman McCann, P.C.’s possession, custody or control
23 which reflect, relate, refer or pertain to, or evidence Mayer Hoffman McCann, P.C.’s work papers,
24

1 audit programs and services and other documents relating to same, are subject to this Protective
2 Order. It is understood that Mayer Hoffman McCann, P.C. asserts that all of its work papers, audit
3 programs and documents relating to Mortgages, Ltd. or otherwise are confidential property in regard
4 to the production of documents by Mayer Hoffman McCann, P.C. pursuant to 2004 Application and
5 2004 Order and future discovery requests and testimony and otherwise.
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7 3. Any deposition, witness examination or other testimony elicited by any person which
8 reflect, relate, refer, pertain to, or are evidence of Mayer Hoffman McCann, P.C.'s work papers,
9 audits and other documents relating to same, is confidential and subject to this Protective Order,
10 including, but not limited to, testimony regarding the documents identified in paragraph 2 above.
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12 4. Upon application of any party, and for good cause shown, the Protective Order entered
13 upon this Stipulation may be modified. Any of the Parties may challenge the designation as
14 confidential of any documents, tangible thing, testimony, evidence or information by motion filed
15 with the court. Pending decision on the motion, the document, tangible thing, testimony, evidence or
16 information shall be treated as confidential pursuant to the terms of this Protective Order.

17 5. All documents and tangible things produced pursuant to the 2004 Order and
18 designated as "Confidential Subject to Protective Order" shall be used for the purpose of the above
19 captioned action only, including, but not limited to, an adversary action commenced thereon, absent
20 Mayer Hoffman McCann, P.C.'s consent or order of a court. No document, tangible thing, testimony
21 or information produced or disclosed and designated as confidential may be introduced into evidence
22 in any other proceeding by any person subject to the provisions of this Protective Order without
23 Mayer Hoffman McCann, P.C.'s consent or order of the Court. However, such documents, tangible
24 things, testimony, evidence or information may be used in any other litigation between the Parties
25 hereto, subject to the same conditions and restrictions set forth in this Protective Order.
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1 6. All documents and tangible things produced pursuant to the 2004 Order shall be made
2 available only to Qualified Persons. The term "Qualified Persons" as used herein shall mean:

- 3 (a) Counsel, and support staff of counsel, for the ML Liquidating Trust and/or ML
4 Servicing Co., Inc.;
- 5 (b) prospective counsel, and support staff of prospective counsel, for ML
6 Liquidating Trust and/or ML Servicing Co., Inc.;
- 7 (c) Experts retained by ML Liquidating Trust and/or ML Servicing Co., Inc., in the
8 course of any action and/or any litigation between the Parties (including
9 experts retained as consultants for preparation, evaluation and investigatory
10 purposes, as well as experts retained to testify at any trial, hearing or other
11 proceeding in such action);
- 12 (d) The Parties or representatives of those Parties who may be called as a witness
13 at any trial, deposition, hearing or other proceeding in such action and/or any
14 litigation between the Parties, provided, however, that any such representative
15 must be or have been at the relevant time an officer or employee of the Party
16 and not a third-party witness unless such third party witness is an expert
17 authorized by subparagraph (c) above;
- 18 (e) The Court or any personnel engaged to assist the Court in connection with any
19 proceeding in such action;
- 20 (f) Any other person to whom the Parties may hereafter agree in writing; and
- 21 (g) Any member or employee of ML Liquidating Trust and/or ML Servicing Co.,
22 Inc. that is reasonably necessary to the respective Parties' handling of this
23 matter.
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1 7. Any document, tangible thing or information produced pursuant to the 2004 Order
2 which may subsequently be sought to be filed or introduced in the action or any other litigation
3 between the Parties must be filed or introduced under seal. Counsel for the respective Parties shall be
4 directed to place any documents to be filed under seal with the Clerk of the Court in an envelope
5 marked "Sealed" and to file said documents directly with the Court.
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7 8. Mayer Hoffman McCann, P.C. will meet any requirement to show, prove or establish
8 the confidential nature or any other particularized showing necessary to file or introduce a document,
9 tangible thing, or information produced pursuant to this stipulation under seal, whether filed or
10 introduced under seal by the ML Liquidating Trust, ML Servicing Co., Inc., or Mayer Hoffman
11 McCann, P.C.

12 9. Each Qualified Person under paragraphs 6(b), 6(c), 6(d), and 6(e) above to whom any
13 document, tangible thing or information protected by this Protective Order is disclosed shall be
14 advised that the same is being disclosed pursuant to and subject to the terms of this Protective Order.
15 He or she shall be advised of the terms of this Protective Order, supplied with a copy thereof, and
16 advised that the sanctions for any violation of the Protective Order include any penalties which the
17 Court may impose for contempt. In the event information protected by this Protective Order is
18 disclosed to such person, other than in a deposition or other proceeding under oath in this matter, such
19 person shall also execute a declaration in the form set out immediately below, an executed copy of
20 which shall be retained by counsel of record for the Party who has made such material available to
21 that person. Such declaration shall be filed with the Court under seal in connection with any
22 proceeding regarding any claimed violation of this Order.
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DECLARATION

I, _____, reside at _____ and am __[position]__. I have been provided with a copy of the Protective Order so ordered by the Court on _____. I have read and understand the *Stipulated Protective Order Re: Production of Documents Pursuant to Order Requiring Mayer Hoffman McCann, P.C. to Produce Documents Pursuant to Rule 2004, Federal Rules of Bankruptcy Procedure* (“Protective Order”) and agree that I shall be bound by its prohibitions and restrictions unless and until the same are modified or eliminated by subsequent written agreement of the parties or a further court order. I understand that all documents, tangible things and information produced to me pursuant to the Protective Order are produced under a claim of privilege and/or confidentiality and I shall maintain the same in confidence, shall not disclose the same to anyone except as authorized by the Protective Order or by subsequent written agreement of the parties thereto or a subsequent order of a court, and shall use the same only in connection with this action or any litigation between the Parties (unless otherwise agreed to in writing by the parties to the Protective Order or a subsequent order of a court). At the conclusion of all proceedings, I agree that I will return all documents, tangible things and information produced pursuant to the Protective Order under a claim of privilege and/or confidentiality, and all copies thereof and all summaries thereof or written comments to the person or entity employing me, for further disposition consistent with the terms of the Protective Order.

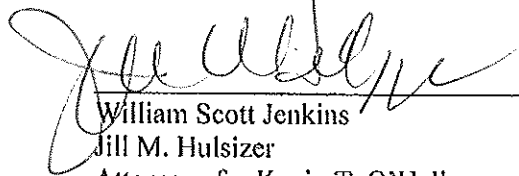
Dated _____ By: _____

1 10. Upon final termination of this matter or any litigation between the Parties insofar as it
2 concerns Mortgages, Ltd., nka ML Servicing Co., Inc. or the ML Liquidating Trust, and after the
3 conclusion of any and all appeals, unless otherwise agreed to in writing by an attorney of record for
4 Mayer Hoffman McCann, P.C., upon receipt of sixty (60) days prior written notice from Mayer
5 Hoffman McCann, P.C., ML Liquidating Trust and any person who is in possession of information
6 protected by this order shall destroy the copies produced to ML Liquidating Trust or assemble and
7 return all material produced pursuant to this Protective Order to Mayer Hoffman McCann, P.C.
8 Mayer Hoffman McCann, P.C. shall acknowledge receipt of such material in writing within thirty
9 (30) days of such receipt.
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11 11. No part of the provisions of the Protective Order entered upon this Stipulation may be
12 terminated, except by written stipulation executed by counsel, or by subsequent Order of the Court.
13 The termination of this bankruptcy proceeding shall not terminate the effectiveness of this Protective
14 Order.
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16 Dated this 28th day of April, 2010.

17 **MYERS & JENKINS, P.C.**

18 
19 William Scott Jenkins
20 Jill M. Hulsizer

21 Attorneys for Kevin T. O'Halloran,
22 Trustee of the ML Liquidating Trust

23 **GARRETT & PULLY, APC**

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26 Tomas A. Ortiz
27 Attorneys for Mayer Hoffman McCann, P.C.

Myers & Jenkins, P.C.
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IT IS SO ORDERED,

Dated this ____ day of _____, 2010

Judge of the United States Bankruptcy Court