

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



1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27

Myers & Jenkins, P.C.

One East Camelback Road
Suite 500
Phoenix, Arizona 85012

(602) 200-7900

William Scott Jenkins (#005896)
wsj@mjlegal.com
Jill M. Hulsizer (#023282)
jmh@mjlegal.com
Attorneys for Kevin T. O'Halloran,
Trustee of the ML Liquidating Trust

Handwritten signature of Randolph J. Haines in black ink.

RANDOLPH J. HAINES
U.S. Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA

In re:

MORTGAGES, Ltd.,
Debtor.

In Proceedings Under Chapter 11

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

**STIPULATED PROTECTIVE
ORDER RE PRODUCTION OF
DOCUMENTS PURSUANT TO
ORDER REQUIRING CBIZ MHM,
LLC TO PRODUCE DOCUMENTS
PURSUANT TO RULE 2004,
FEDERAL RULES OF
BANKRUPTCY PROCEDURE**

IT IS HEREBY STIPULATED AND AGREED by and between ML Liquidating Trust and
CBIZ MHM, LLC (collectively, the "Parties") through their undersigned counsel of record as
follows:

WHEREAS, on March 15, 2010, Kevin T. O'Halloran, as Trustee of the ML Liquidating
Trust, filed an "Application for Order Requiring CBIZ MHM, LLC to Produce Documents Pursuant
to Rule 2004, Federal Rules of Bankruptcy Procedure" (the "2004 Application") [Docket No. 2681]
in the above captioned matter,

1 WHEREAS, on March 16, 2010, this Court entered an “*Order Requiring CBIZ MHM, LLC to*
2 *Produce Documents Pursuant to Rule 2004, Federal Rules of Bankruptcy Procedure*” (the “2004
3 Order”) [Docket No. 2695],

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

9 WHEREAS, it is the desire of CBIZ MHM, LLC to comply with the 2004 Order and rules
10 applicable to this proceeding, subject to any objections it might assert, and at the same time protect
11 and preserve its rights and interests, including, without limitation, all privileges, rights of privacy and
12 proprietary interests, 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 CBIZ MHM, LLC in the course of the above captioned action shall be without
16 prejudice to any claim that such material is privileged as confidential or proprietary business
17 information. CBIZ MHM, LLC shall not be held to have waived any privilege, right or interest which
18 might be applicable by any production or disclosure in this case. CBIZ MHM, LLC shall indicate at
19 or before the time of disclosure that it asserts documents or information are confidential by marking it
20 “Confidential Subject to Protective Order” or putting some other similar designation thereon.
21

22 2. Upon application of any party, and for good cause shown, the Protective Order entered
23 upon this Stipulation may be modified. Any of the Parties may challenge the designation as
24 confidential of any documents, tangible thing, testimony, evidence or information by motion filed
25
26
27

1 with the court. Pending decision on the motion, the document, tangible thing, testimony, evidence or
2 information shall be treated as confidential pursuant to the terms of this Protective Order.

3 3. All documents and tangible things produced pursuant to the 2004 Order and
4 designated as "Confidential Subject to Protective Order" shall be used for the purpose of the above
5 captioned action only, including, but not limited to, an adversary action commenced thereon, absent
6 CBIZ MHM, LLC's consent or order of a court. No document, tangible thing, testimony or
7 information produced or disclosed and designated as confidential may be introduced into evidence in
8 any other proceeding by any person subject to the provisions of this Protective Order without CBIZ
9 MHM, LLC's consent or order of the Court. However, such documents, tangible things, testimony,
10 evidence or information may be used in any other litigation between the Parties hereto, subject to the
11 same conditions and restrictions set forth in this Protective Order.

12 4. All documents and tangible things produced pursuant to the 2004 Order shall be made
13 available only to Qualified Persons. The term "Qualified Persons" as used herein shall mean:

- 14 (a) Counsel, and support staff of counsel, for the ML Liquidating Trust and/or ML
15 Servicing Co., Inc.;
- 16 (b) Prospective counsel, and support staff of prospective counsel, for the ML
17 Liquidating Trust and/or ML Servicing Co., Inc.;
- 18 (c) Experts retained by ML Liquidating Trust and/or ML Servicing Co., Inc., in the
19 course of any action and/or any litigation between the Parties (including
20 experts retained as consultants for preparation, evaluation and investigatory
21 purposes, as well as experts retained to testify at any trial, hearing or other
22 proceeding in such action);
- 23
24
25
26
27

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27

- (d) The Parties or representatives of those Parties who may be called as a witness at any trial, deposition, hearing or other proceeding in such action and/or any litigation between the Parties, provided, however, that any such representative must be or have been at the relevant time an officer or employee of the Party and not a third-party witness unless such third party witness is an expert authorized by subparagraph (c) above;
- (e) The Court or any personnel engaged to assist the Court in connection with any proceeding in such action;
- (f) Any other person to whom the Parties may hereafter agree in writing; and
- (g) Any member or employee of ML Liquidating Trust and/or ML Servicing Co., Inc. that is reasonably necessary to the respective Parties' handling of this matter.

5. Any document, tangible thing or information produced pursuant to the 2004 Order which may subsequently be sought to be filed or introduced in the action or any other litigation between the Parties must be filed or introduced under seal. Counsel for the respective Parties shall be directed to place any documents to be filed under seal with the Clerk of the Court in an envelope marked "Sealed" and to file said documents directly with the Court.

6. CBIZ MHM, LLC will meet any requirement to show, prove or establish the confidential nature or any other particularized showing necessary to file or introduce a document, tangible thing, or information produced pursuant to this stipulation under seal, whether filed or introduced under seal by the ML Liquidating Trust, ML Servicing Co., Inc., or CBIZ MHM, LLC.

7. Each Qualified Person under paragraphs 6(b), 6(c), 6(d), and 6(e) above to whom any document, tangible thing or information protected by this Protective Order is disclosed shall be

1 advised that the same is being disclosed pursuant to and subject to the terms of this Protective Order.
2 He or she shall be advised of the terms of this Protective Order, supplied with a copy thereof, and
3 advised that the sanctions for any violation of the Protective Order include any penalties which the
4 Court may impose for contempt. In the event information protected by this Protective Order is
5 disclosed to such person, other than in a deposition or other proceeding under oath in this matter, such
6 person shall also execute a declaration in the form set out immediately below, an executed copy of
7 which shall be retained by counsel of record for the Party who has made such material available to
8 that person. Such declaration shall be filed with the Court under seal in connection with any
9 proceeding regarding any claimed violation of this Order.
10

11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27

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 CBIZ MHM, LLC 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,

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27

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: _____

8. Upon final termination of this matter or any litigation between the Parties insofar as it concerns Mortgages, Ltd., nka ML Servicing Co., Inc. or the ML Liquidating Trust, and after the conclusion of any and all appeals, unless otherwise agreed to in writing by an attorney of record for CBIZ MHM, LLC, upon receipt of sixty (60) days prior written notice from CBIZ MHM, LLC, ML Liquidating Trust and any person who is in possession of information protected by this order shall destroy the copies produced to ML Liquidating Trust or assemble and return all material produced pursuant to this Protective Order to CBIZ MHM, LLC CBIZ MHM, LLC shall acknowledge receipt of such material in writing within thirty (30) days of such receipt.

9. No part of the provisions of the Protective Order entered upon this Stipulation may be terminated, except by written stipulation executed by counsel, or by subsequent Order of the Court. The termination of this bankruptcy proceeding shall not terminate the effectiveness of this Protective Order.

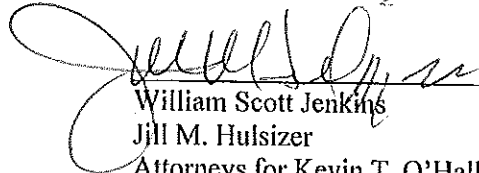
///

Myers & Jenkins, P.C.
One East Camelback Road
Suite 500
Phoenix, Arizona 85012

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27


Dated this 28th day of April, 2010.

MYERS & JENKINS, P.C.



William Scott Jenkins
Jill M. Hulsizer
Attorneys for Kevin T. O'Halloran,
Trustee of the ML Liquidating Trust

JONES DAY



David F. Adler
Attorneys for CBIZ MHM, LLC

IT IS SO ORDERED,

Dated this ___ day of _____, 2010

Judge of the United States Bankruptcy Court