

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 Myers & Jenkins, P.C.

2 One East Camelback Road
3 Suite 500
4 Phoenix, Arizona 85012

5 (602) 200-7900

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

Randolph J. Haines

RANDOLPH J. HAINES
U.S. Bankruptcy Judge

8
9 IN THE UNITED STATES BANKRUPTCY COURT
10 FOR THE DISTRICT OF ARIZONA

11 In re:

12 MORTGAGES, Ltd.,
13
14 Debtor.

In Proceedings Under Chapter 11
Case No.: 2:08-bk-07465-RJH

15 **STIPULATED PROTECTIVE**
16 **ORDER RE PRODUCTION OF**
17 **DOCUMENTS PURSUANT TO**
18 **ORDER REQUIRING CBIZ, INC. TO**
19 **PRODUCE DOCUMENTS**
20 **PURSUANT TO RULE 2004,**
21 **FEDERAL RULES OF**
22 **BANKRUPTCY PROCEDURE**

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

25 WHEREAS, on March 15, 2010, Kevin T. O'Halloran, as Trustee of the ML Liquidating
26 Trust, filed an "Application for Order Requiring CBIZ, Inc. to Produce Documents Pursuant to Rule
27 2004, Federal Rules of Bankruptcy Procedure" (the "2004 Application") [Docket No. 2685] in the
above captioned matter,

1 WHEREAS, on March 16, 2010, this Court entered an “*Order Requiring CBIZ, Inc. to*
2 *Produce Documents Pursuant to Rule 2004, Federal Rules of Bankruptcy Procedure*” (the “2004
3 Order”) [Docket No. 2693],

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, Inc. regarding accounting, tax
6 and auditing services, if any, rendered by CBIZ, Inc. to or for the benefit of Mortgages, Ltd., now
7 known as ML Servicing Co., Inc., including, among other things, if any, work papers, and audit
8 programs.
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10 WHEREAS, it is the desire of CBIZ, Inc. to comply with the 2004 Order and rules applicable
11 to this proceeding, subject to any objections it might assert, and at the same time protect and preserve
12 its rights and interests, including, without limitation, all privileges, rights of privacy and proprietary
13 interests, which are recognized by the law,
14

15 IT IS HEREBY STIPULATED as follows.

16 1. The production or disclosure of any document, tangible thing, testimony, evidence or
17 information by CBIZ, Inc. in the course of the above captioned action shall be without prejudice to
18 any claim that such material is privileged as confidential or proprietary business information. CBIZ,
19 Inc. shall not be held to have waived any privilege, right or interest which might be applicable by any
20 production or disclosure in this case. CBIZ, Inc. shall indicate at or before the time of disclosure that
21 it asserts documents or information are confidential by marking it “Confidential Subject to Protective
22 Order” or putting some other similar designation thereon.
23

24 2. Upon application of any party, and for good cause shown, the Protective Order entered
25 upon this Stipulation may be modified. Any of the Parties may challenge the designation as
26 confidential of any documents, tangible thing, testimony, evidence or information by motion filed
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with the court. Pending decision on the motion, the document, tangible thing, testimony, evidence or information shall be treated as confidential pursuant to the terms of this Protective Order.

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

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

- (a) Counsel, and support staff of counsel, for the ML Liquidating Trust and/or ML Servicing Co., Inc.;
- (b) Prospective counsel, and support staff of prospective counsel, for the ML Liquidating Trust and/or ML Servicing Co., Inc.;
- (c) Experts retained by ML Liquidating Trust and/or ML Servicing Co., Inc., in the course of any action and/or any litigation between the Parties (including experts retained as consultants for preparation, evaluation and investigatory purposes, as well as experts retained to testify at any trial, hearing or other proceeding in such action);

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- (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, Inc. 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, Inc.

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.
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13 DECLARATION

14 I, _____, reside at _____ and am ___[position]_. I
15 have been provided with a copy of the Protective Order so ordered by the Court on
16 _____. I have read and understand the *Stipulated Protective Order Re:*
17 *Production of Documents Pursuant to Order Requiring CBIZ, Inc. to Produce*
18 *Documents Pursuant to Rule 2004, Federal Rules of Bankruptcy Procedure*
19 (“Protective Order”) and agree that I shall be bound by its prohibitions and restrictions
20 unless and until the same are modified or eliminated by subsequent written agreement
21 of the parties or a further court order. I understand that all documents, tangible things
22 and information produced to me pursuant to the Protective Order are produced under a
23 claim of privilege and/or confidentiality and I shall maintain the same in confidence,
24 shall not disclose the same to anyone except as authorized by the Protective Order or
25 by subsequent written agreement of the parties thereto or a subsequent order of a court,
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1 and shall use the same only in connection with this action or any litigation between the
2 Parties (unless otherwise agreed to in writing by the parties to the Protective Order or a
3 subsequent order of a court). At the conclusion of all proceedings, I agree that I will
4 return all documents, tangible things and information produced pursuant to the
5 Protective Order under a claim of privilege and/or confidentiality, and all copies
6 thereof and all summaries thereof or written comments to the person or entity
7 employing me, for further disposition consistent with the terms of the Protective
8 Order.
9

10 Dated _____ By: _____

11
12 8. Upon final termination of this matter or any litigation between the Parties insofar as it
13 concerns Mortgages, Ltd., nka ML Servicing Co., Inc. or the ML Liquidating Trust, and after the
14 conclusion of any and all appeals, unless otherwise agreed to in writing by an attorney of record for
15 CBIZ, Inc., upon receipt of sixty (60) days prior written notice from CBIZ, Inc., ML Liquidating
16 Trust and any person who is in possession of information protected by this order shall destroy the
17 copies produced to ML Liquidating Trust or assemble and return all material produced pursuant to
18 this Protective Order to CBIZ, Inc. CBIZ, Inc. shall acknowledge receipt of such material in writing
19 within thirty (30) days of such receipt.
20
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22 9. No part of the provisions of the Protective Order entered upon this Stipulation may be
23 terminated, except by written stipulation executed by counsel, or by subsequent Order of the Court.
24 The termination of this bankruptcy proceeding shall not terminate the effectiveness of this Protective
25 Order.
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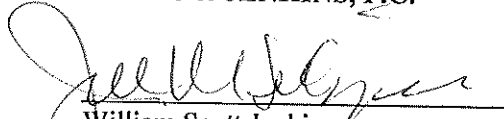
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Myers & Jenkins, P.C.
One East Camelback Road
Suite 500
Phoenix, Arizona 85012

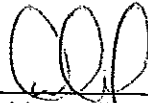
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Dated this 28th day of April, 2010.

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, Inc.

IT IS SO ORDERED,

Dated this ___ day of _____, 2010

Judge of the United States Bankruptcy Court