

United States Courts  
Southern District of Texas  
ENTERED

MAY - 6 2005

Michael N. Milby, Clerk of Court

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re ENRON CORPORATION SECURITIES,  
DERIVATIVE & "ERISA" LITIGATION

MDL 1446  
and Consolidated, Related  
and Coordinated Cases

This Document Relates To:

MARK NEWBY, et al., Individually and on  
Behalf of All Others Similarly Situated,

Plaintiffs,

vs.

ENRON CORP., et al.,

Defendants.

Civil Action No. H-01-3624  
and Consolidated, Related  
and Coordinated Cases

**~~(PROPOSED)~~ ORDER AMENDING  
CONFIDENTIALITY ORDERS AND STIPULATIONS**

Pending before the Court is the Unopposed Motion of the Financial Institution Defendants to Amend Confidentiality Orders and Stipulations ("the Motion"). The Motion requests that each of the Confidentiality Orders and Stipulations listed on Exhibit 1 to the Motion be amended to provide that insurers of parties in the consolidated, coordinated and related actions ("Consolidated Actions") and such insurers' counsel be allowed access to documents and testimony produced or taken in the Consolidated Actions, for the sole purpose of evaluating coverage for, or claims by, allegedly covered parties in connection with the Consolidated Actions.

Lead Plaintiff, Enron Corp., Vinson & Elkins and Arthur Andersen have represented to the Financial Institution Defendants that they do not oppose this motion. The Court, having considered the motion, is of the opinion that it should be, and hereby is:

**ORDERED** that the Motion is hereby GRANTED and nothing in the Confidentiality Orders and Stipulations listed on Exhibit 1 hereto shall prevent parties' insurance carriers or their counsel from being provided with confidential material provided that each such insurer and counsel, prior to being provided with any confidential material, executes an undertaking in the form attached hereto as Exhibit 2. Such insurers or insurers' counsel are permitted access to such materials solely for the purpose of responding to claims by parties named in any of the Consolidated Actions and evaluating insurance coverage issues in connection with the Consolidated Actions, and may not use confidential material for any other purpose. This paragraph shall be deemed to be included in all future Confidentiality Orders in this case unless there is a specific provision stating that it does not apply.

**IT IS FURTHER ORDERED** that:

Nothing in this Amendment to Confidentiality Orders and Stipulations shall prevent any party to the consolidated, coordinated and related actions from subsequently challenging any party's designation of the documents as "confidential."

SIGNED at Houston, Texas, this 5<sup>th</sup> day of May, 2005



MELINDA HARMON  
UNITED STATES DISTRICT JUDGE

**EXHIBIT 1****LIST OF CONFIDENTIALITY ORDERS AND STIPULATIONS**

<b>Title of Order or Stipulation</b>	<b>Party or Parties Covered</b>	<b>Date Order Entered or Date of Stipulation</b>	<b>Docket No.</b>
Stipulation Regarding Documents Produced by Arthur Andersen to the Financial Institutions	Arthur Andersen	02/11/05	N/A
Order on Azurix Corp.'s Motion for Temporary Protective Order	Azurix Corp.	03/16/04	2026 (Newby)
Order on Azurix Corp.'s Motion for Protective Order	Azurix Corp.	03/16/04	2023 (Newby)
Protective Order	Azurix Corp.	08/26/04	697 (Tittle)
Confidentiality Order	Bank of America	11/13/03	1836 (Newby)
Order	Bank Defendants	09/18/03	1673 (Newby)
Confidentiality Order	Barclays	11/13/03	1837 (Newby)
Confidentiality Order	Barclays	01/26/04	1953 (Newby)
Unopposed Protective Order Regarding Callan Associates Inc.'s Confidential Documents	Callan Associates Inc.	08/19/04	836 (Tittle)
Confidentiality Order	Certain Officer Defendants	04/15/04	2083 (Newby)
Protective Order	Citigroup	12/17/03	1897 (Newby)
Amended Protective Order	Citigroup	04/16/04	2091 (Newby)
Protective Order	Citrus Corp. and Northern Border Partners	01/06/04	1921 (Newby)
Protective Order	Citrus Corp. and Northern Border Partners	03/16/04	2022 (Newby)
Protective Order Regarding Credit Suisse First Boston LLC's Confidential Documents	Credit Suisse First Boston	08/19/04	835 (Tittle)
Stipulation and Order	Credit Suisse First Boston	12/24/03	1903 (Newby)

Stipulation Regarding Enron Work Papers Produced by Arthur Andersen	Enron	06/17/03	1534 (Newby)
Stipulation Regarding Enron Documents Produced by Arthur Andersen	Enron	10/27/03	N/A
Stipulation Regarding Enron Documents Produced by Vinson & Elkins L.L.P.	Enron	Undated; Filed by Vinson & Elkins on 02/09/04	2046 (Newby)
Stipulation Regarding Enron Documents Produced by Arthur Andersen to Bank Defendants	Enron	02/19/04	2047 (Newby)
Order on Enron Corp.'s Motion for Protective Order Regarding Andersen Documents	Enron	03/16/04	2024 (Newby)
Order on Unopposed Motion to Set Protocol for Handling "Presumptively Confidential" Documents	Enron	06/16/04	2206 (Newby)
Amended Stipulation Regarding Enron Documents Produced by Vinson & Elkins L.L.P.	Enron	Undated; Filed by Vinson & Elkins on 04/14/05	N/A
Confidentiality Order	J.P. Morgan Chase	12/11/03	1885 (Newby)
Protective Order	Merrill Lynch	12/04/03	1864 (Newby)
Confidentiality Order	Moody's and John C. Diaz	02/09/05	3085 (Newby)
Confidentiality Order	Moody's	02/11/05	3095 (Newby)
Amended Confidentiality Order	Moody's	02/18/05	3151 (Newby)
Protective Order Regarding the Northern Trust Company's Credit Request Memorandum Documents and Certain Policies and Procedures Documents	Northern Trust Company	11/25/03	656 (Tittle)

Order on Outside Directors' Motions for Protective Order	Outside Director Defendants	07/09/03	1548 (Newby)
Confidentiality Order	Outside Director Defendants	07/12/04	2266 (Newby)
Confidentiality Order	Pai, Lou	05/26/04	2160 (Newby)
Protective Order	Portland General Electric Company	03/16/04	2025 (Newby)
Order	Regents of the University of California	03/28/03	1307 (Newby)
Order Granting Motion of Defendants The Royal Bank of Scotland Group plc And Its Affiliates, Unopposed by Lead Plaintiff, For A Confidentiality Order	Royal Bank of Scotland	04/18/05	3357 (Newby)
Confidentiality Order	Standard & Poor's Credit Market Services	03/17/05	3239 (Newby)
Confidentiality Order	Tilney, Schuyler M. and Elizabeth	06/02/04	2182 (Newby)
Order Regarding Voluntary Production and Interim Confidentiality	Toronto Dominion	03/28/05	46 (Regents)
Confidentiality Order	Urquhart, John A.	10/20/04	2465 (Newby)
Order Regarding Confidentiality and Inadvertent Production of Documents by Vinson & Elkins L.L.P.	Vinson & Elkins	02/25/04	681 (Tittle)
Order Regarding Confidentiality of Certain Documents Produced by Vinson & Elkins L.L.P.	Vinson & Elkins	07/13/04	2269 (Newby)
Confidentiality Order for Third Party Documents	Third Parties	05/11/04	2135 (Newby)
Confidentiality Order for Third Party Documents	Third Parties	07/12/04	2267 (Newby)

<b>Confidentiality Order for Deposition Testimony and Exhibits</b>	Various	07/02/04	2247 (Newby)
<b>Document Production Agreement</b>	Various	03/05/04	N/A

**EXHIBIT 2**

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re ENRON CORPORATION SECURITIES,  
DERIVATIVE & "ERISA" LITIGATION

MDL 1446  
and Consolidated, Related  
and Coordinated Cases

This Document Relates To:

MARK NEWBY, et al., Individually and on  
Behalf of All Others Similarly Situated,

Civil Action No. H-01-3624  
and Consolidated, Related  
and Coordinated Cases

Plaintiffs,

vs.

ENRON CORP., et al.,

Defendants.

**UNDERTAKING**

The undersigned hereby affirms, under penalty of perjury, as follows:

1. I have read and understand the confidentiality orders and stipulations listed on Exhibit 1 to the Unopposed Motion of the Financial Institution Defendants to Amend Confidentiality Orders and Stipulations.

2. I agree to comply with and be bound by all of the terms of the Confidentiality Orders and Stipulations, as amended from time to time, listed on Exhibit 1 to the Unopposed Motion of the Financial Institution Defendants to Amend Confidentiality Orders and Stipulations, and to treat as confidential all materials protected thereby.

3. I understand that my use of the materials provided to me under these terms is limited solely to my response to claims by parties named in any of the Consolidated Actions and evaluation of insurance coverage issues in connection with the Consolidated Actions.

4. I acknowledge that my failure to comply with the terms of the Confidentiality Orders and Stipulations listed on Exhibit 1 to the Unopposed Motion of the Financial Institution Defendants to Amend Confidentiality Orders and Stipulations may be regarded as a contempt of court, and I agree to submit to the jurisdiction of the Southern District of Texas, for purposes of enforcement of those Orders and Stipulations.

Name: \_\_\_\_\_  
(Please Print)

Signature: \_\_\_\_\_

Date: \_\_\_\_\_