United States Courts
Southern District of Texas
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Michael N. Milby, Clerk

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re ENRON CORPORATION SECURITIES LITIGATION	§ Civil Action No. H-01-3624 **(Consolidated)**
This Document Relates To:	§ CLASS ACTION
MARK NEWBY, et al., Individually and On Behalf of All Others Similarly Situated, Plaintiffs, vs. ENRON CORP., et al., Defendants.	§
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA, et al., Individually and On Behalf of All Others Similarly Situated, Plaintiffs, vs. KENNETH L. LAY, et al., Defendants.	§

DECLARATION OF HELEN J. HODGES IN SUPPORT OF LEAD PLAINTIFF THE REGENTS' MOTION FOR PROTECTIVE ORDER

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I, Helen J. Hodges, declare as follows:

1. I am an attorney duly licensed to practice before all of the courts of the State of California. I am a partner with the law firm of Milberg Weiss Bershad Hynes & Lerach LLP. I have personal knowledge of the matters stated herein and, if called upon, I could and would competently testify thereto.

2. As plaintiffs understand, all discovery, including class certification discovery, has been stayed pursuant to the Court's August 7, 2002 Order.

3. A dispute has arisen among the parties concerning the number of depositions to be taken for purposes of class certification discovery. In an effort to resolve the dispute, the parties have conferred by telephone and by letter on several occasions.

4. On July 23, 2002, The Regents was served with the Bank Defendants' notice of class certification depositions which noticed the oral examination of seven individuals from The Regents (5 individuals from the Office of the Treasurer and two individual Regents) plus Rule 30(b)(6) depositions on four separate topics. In addition, the notice, attached as Ex. A, called for the depositions of other named plaintiffs.

5. On July 29, 2002, I wrote to Greg Markel, attorney for defendant Bank of America, informing Mr. Markel the noticed depositions were unduly burdensome and harassing. *See* Ex. B. I informed Mr. Markel The Regents was willing to produce Mr. Jeff Heil, CFA, the person most knowledgeable concerning The Regents' purchase of Enron stock. I further offered the depositions of the individual plaintiffs and the person most knowledgeable from each institutional plaintiff.

6. On July 31, 2002, Mr. Markel's written response on behalf of all the Bank Defendants stated they would work with plaintiffs concerning deposition scheduling, but insisted on the seven individual depositions of Regents personnel. *See* Ex. C. On August 1, 2002, I again wrote to Mr. Markel, informing him the seven individual depositions were an extraordinary waste of time and resources and were unnecessary for class certification. *See* Ex. D.

7. On August 6, I conferred via telephone with Mr. Markel. I asked Mr. Markel to tell me his proposal during the week of August 5 so that we could wrap up our discussions. *See* Ex. E. On August 9, 2002, I conferred via telephone with Nancy Ruskin, Mr. Markel's partner, who

returned my call to him. The Bank Defendants continue to insist on taking 3 or 4 depositions of individual Regents or representatives from The Regents' Office of the Treasurer and reserve their right to take additional depositions. The Bank Defendants did not agree to first depose Mr. Jeff Heil, the person most knowledgeable regarding The Regents' purchase of Enron stock.

8. The parties have been unable to reach agreement concerning the depositions of The Regents.

9. Based on my discussions with Mr. Markel and Ms. Ruskin, I do not believe that we would be able to reach an agreement regarding the scope of the balance of the depositions noticed, specifically, the nine depositions of institutional plaintiff representatives and individual plaintiffs, and the Rule 30(b)(6) depositions of the 10 institutional plaintiffs on 4 topics. Thus, while Mr. Markel may claim that he did not respond to my initial proposal regarding ***all*** plaintiffs' depositions, there is little sense in delaying presenting these issues to the Court. I understand based on a brief conversation with Mr. Markel on August 12, that neither he, nor Ms. Ruskin, is available to meet and confer further this week.

10. Attached are true and correct copies of the following exhibits:

Exhibit A: Notices of depositions and document production requests from Bank Defendants dated July 23, 2002 (excluding Exhibit A, service list);

Exhibit B: July 29, 2002 letter from Helen Hodges to Greg Markel, attorney for defendant Bank of America Corporation;

Exhibit C: July 31, 2002 letter from Greg Markel to Helen Hodges;

Exhibit D: August 1, 2002 letter from Helen Hodges to Greg Markel;

Exhibit E: August 7, 2002 letter from Helen Hodges to Greg Markel;

Exhibit F: August 9, 2002 letter from Helen Hodges to Nancy Ruskin, attorney for defendant Bank of America Corporation;

Exhibit G: "Manager of $55-Billion Portfolio Hired," *Los Angeles Times*, Apr. 4, 2001, at A18;

Exhibit H: "Update on UC's Enron Investments and Lawsuit," Office of the President News Room; and

Exhibit I: *In re U.S. Liquids Sec. Litig.*, Master File No. H-99-2785, Order (S.D. Tex. June 12, 2002).

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 13th day of August, 2002, at San Diego, California.

HELEN J. HODGES

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The Exhibits May

Be Viewed In The

Office of the Clerk