IN THE UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
(HOUSTON DIVISION)

United States Courts
Southern District of Texas
FILED
DEC 1 5 2003
Michael N. Milby, Clerk

In re ENRON CORPORATION SECURITIES LITIGATION	MDL-1446
This Document Relates To: MARK NEWBY, *et al.*, Individually and On Behalf of All Others Similarly Situated, Plaintiffs, -v.- ENRON CORP., *et al.*, Defendants.	Civil Action No. H-01-3624 (Consolidated, Coordinated and Related Cases)

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DEFENDANTS CITIGROUP INC., CITIBANK, N.A., CITIGROUP GLOBAL MARKETS INC. AND CITIGROUP GLOBAL MARKETS LTD. UNOPPOSED AMENDED MOTION FOR PROTECTIVE ORDER

Defendants Citigroup Inc., Citibank, N.A., Citigroup Global Markets Inc. (formerly Salomon Smith Barney Inc.) and Citigroup Global Markets Ltd. (formerly known as Salomon Brothers International Limited) (collectively for the purpose of this motion, "Citigroup") respectfully request that the Court enter a protective order

1895

designating as confidential the two categories of documents previously identified in its Motion for a Protective Order dated November 3, 2003 (the "November Motion"). After the November Motion was filed, Citigroup and Lead Plaintiff reached an agreement regarding confidential treatment for the two categories of documents identified in the November Motion, as set forth in the Proposed Protective Order attached hereto. Accordingly, Lead Plaintiff does not oppose this motion.

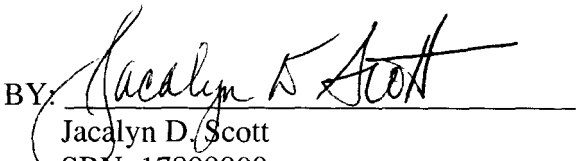
As described in detail in the November Motion, Citigroup is seeking confidential protection for two categories of documents that represent only a tiny fraction of Citigroup's total production. These confidential materials contain: (1) personal and account information of current and former Citigroup employees and clients, and (2) credit and other risk management policies and procedures. As explained in the November Motion, the public disclosure of these materials is likely to cause precisely the kind of annoyance, embarrassment and unnecessary injury to Citigroup's commercial interests that Rule 26(c) was designed to prevent. Affording protection to these categories of documents will not interfere with any party's ability to prosecute or defend the claims at issue in this action. Nor will it meaningfully limit the public's access to or ability to understand the substance of these judicial proceedings.

CONCLUSION

For the reasons set forth above and in the November Motion, good cause exists for the Court to prohibit the public dissemination of and restrict the parties' use of Citigroup's proprietary and confidential commercial information and the private information of Citigroup's employees and clients. Accordingly, Citigroup respectfully requests that the Court grant this Unopposed Amended Motion for Protective Order and enter the Proposed Protective Order attached hereto as Exhibit A.

Dated: December 15, 2003

Respectfully submitted

BY: 

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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above and foregoing has been served upon all known counsel of record by electronic mail to the esl3624.com website or by facsimile or first class mail on this 15th day of December, 2003.

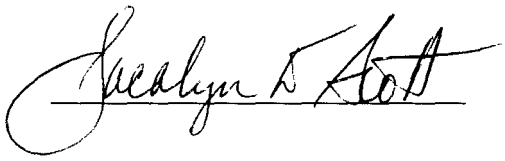

EXHIBIT A

IN THE UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
(HOUSTON DIVISION)

In re ENRON CORPORATION SECURITIES LITIGATION	MDL-1446
This Document Relates To: MARK NEWBY, *et al.*, Individually and On Behalf of All Others Similarly Situated, Plaintiffs, -v.- ENRON CORP., *et al.*, Defendants.	Civil Action No. H-01-3624 (Consolidated, Coordinated and Related Cases)

[PROPOSED] PROTECTIVE ORDER

Upon motion of Citigroup Inc., Citibank, N.A., Citigroup Global Markets Inc. (formerly known as Salomon Smith Barney Inc.) and Citigroup Global Markets Ltd. (formerly known as Salomon Brothers International Limited) (collectively, for purposes of this Order, "Citigroup") dated December 15, 2003, seeking a protective order, it is hereby

ORDERED that the motion of Citigroup is GRANTED; and it is

FURTHER ORDERED that the following terms and conditions shall govern the production, use, disclosure and dissemination of all documents, testimony and other information produced or given by Citigroup during the course of this and any coordinated, consolidated or related action (collectively, the "Action").

1. All documents listed on Citigroup's confidentiality log, attached to Citigroup's November 3, 2003 motion as Exhibits B and C, and the information reflected therein, (a) shall be used by all parties in the Action, solely in and for the purposes of the Action and shall not be disclosed to anyone other than counsel of record in those cases, employees of counsel of record, employees of parties in the Action for the purposes of assisting or consulting with counsel in those actions or in preparation for or during their depositions or trial testimony, nonparty witnesses during their depositions or trial testimony, experts retained by parties in the Action and the court-ordered mediator in the Action, each of whom shall restrict the use and disclosure of such documents, written discovery and information as provided in this paragraph, and (b) shall not be filed with any court without first obtaining the consent of Citigroup.

2. Citigroup may designate additional documents, responses to interrogatories, requests for admission, deposition transcripts and any other materials containing the following categories of information as "Confidential": (i) personal and account information of current and former Citigroup employees and clients, and (ii) credit and other risk management policies and procedures. Upon designating any of the foregoing materials as "Confidential," Citigroup shall notify Lead Plaintiff in writing that such materials have been designated as "Confidential." Lead Plaintiff may object to Citigroup's confidentiality designation(s) in the following manner:

a. Lead Plaintiff shall inform Citigroup within thirty (30) days from receipt of the material or materials designated by Citigroup whether it objects to Citigroup's confidentiality designation. If Lead Plaintiff objects to Citigroup's confidentiality designation, Citigroup, after being so informed, shall file with the Court within thirty (30) days a motion seeking a protective order requiring that the parties treat the designated material as confidential.

Until any such motion is resolved by the Court, the parties to the Action shall treat as confidential the materials that are the subject of Citigroup's motion for a protective order.

b. If Lead Plaintiff does not object to Citigroup's confidentiality designation within thirty (30) days, the material or materials designated as "Confidential" by Citigroup, and the information reflected therein, (a) shall be used by all parties in the Action, solely in and for the purposes of the Action and shall not be disclosed to anyone other than counsel of record in those cases, employees of counsel of record, employees of parties in the Action for the purposes of assisting or consulting with counsel in those actions or in preparation for or during their depositions or trial testimony, nonparty witnesses during their depositions or trial testimony, experts retained by parties in the Action and the court-ordered mediator in the Action, each of whom shall restrict use and disclosure of such documents, written discovery and information as provided in this paragraph, and (b) shall not be filed with any court without first obtaining the consent of Citigroup.

3. Nothing in this Order shall prevent any party to the Action, including but not limited to the Lead Plaintiff in *Newby*, from subsequently challenging Citigroup's designation of the documents listed on its Confidentiality Log, or any other documents, as confidential, including but not limited to seeking appropriate relief from the Court.

SO ORDERED.

Signed at Houston, Texas this ___ day of _____, 20___.

_____
MELINDA HARMON
UNITED STATES DISTRICT JUDGE