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Michael N. Milby, Clerk

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

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

MDL 1446

MARK NEWBY, et al.,

Plaintiffs,

VS.

ENRON CORPORATION, et al.,

Defendants.

CIVIL ACTION NO. H-01-3624  
AND CONSOLIDATED CASES

PAMELA M. TITTLE, et al.,

Plaintiffs,

v.

ENRON CORP., et al.,

Defendants.

**STIPULATION REGARDING ENRON DOCUMENTS  
PRODUCED BY ARTHUR ANDERSEN TO BANK DEFENDANTS**

February 19, 2004

The Bank Defendants,<sup>1</sup> Enron Corporation ("Enron") and Arthur Andersen LLP ("Andersen") (collectively "the Parties") agree to the following restrictions for disclosure of

<sup>1</sup> The "Bank Defendants" include the following financial institutions: J.P. Morgan Chase & Co., J.P. Morgan Securities Inc., JPMorgan Chase Bank, Citigroup Inc., Citibank N.A., Citigroup Global Markets Inc. (formerly known as Salomon Smith Barney Inc.), Salomon Brothers Limited, Credit Suisse First Boston LLC (formerly known as Credit Suisse First Boston Corporation), Credit Suisse First Boston (USA), Inc., Pershing LLC, Canadian Imperial Bank of Commerce, CIBC World Markets Corp. (formerly known as CIBC Oppenheimer Corp.), CIBC World Markets plc, Bank of America Corporation, Banc of America Securities LLC, Merrill Lynch & Co., Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays PLC, Barclays Bank PLC, Barclays Capital Inc., Lehman Brothers Inc., and Lehman Brothers Holdings Inc.

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Andersen's documents relating to Enron and Enron-related entities that are being produced to the Document Depository by Arthur Andersen in the *In re Enron Corporation Securities, Derivative and "ERISA" Litigation* ("MDL Actions"), which includes all actions consolidated or coordinated with *Newby v. Enron Corp.*

Until December 31, 2004, all documents regarding Enron or an Enron-related entity, including images and coding, produced by Andersen to the Document Depository (the "Documents") in response to a discovery request outstanding as of the date of this Stipulation (1) will be used by the Bank Defendants and any other parties who have signed onto this Stipulation by executing the attached Agreement Rider, solely in and for the MDL Actions, *In re Enron Corp.*, Case No. 01-16034 (AJG) (Bankr. S.D.N.Y.), and any related action in which there is a protective order containing terms not less restrictive than this agreement (collectively, the "Permitted Actions"), and will not be shown to anyone other than counsel of record in those cases, employees of counsel of record, representatives of a party involved in the Permitted Actions (including current and former employees), experts retained by a party involved in the Permitted Actions, witnesses at depositions when disclosure is necessary, court reporting personnel and any Court appointed mediator, each of whom will agree to restrict distribution of the Documents accordingly; and (2) if filed with any court without first obtaining Enron's and Andersen's consent, must be filed under seal. Additionally, the Parties agree that, until December 31, 2004, no applicable privileges (including but not limited to attorney-client and work-product) are waived by this production. Nothing herein shall limit Andersen's use of the Documents or its production of such documents in other actions or pursuant to validly served subpoenas). Documents received by the Bank Defendants from a non-confidential source or that are otherwise publicly available shall not be subject to the terms of this agreement. This executed Stipulation shall be Enron's instruction to Andersen to release the Documents to the Document Depository. Upon receipt of that instruction, Andersen will release the Documents to the Document Depository.

This agreement remains in effect until December 31, 2004, at which time Enron or Andersen will either waive all claims of confidentiality that it may have with regard to the Documents or file with the Court a motion for protection, with requisite affidavit support, for any of the Documents that it seeks to maintain as confidential.

The Documents will be made available to counsel of record for other parties in the Permitted Actions on these same terms once they have signed the attached Agreement Rider and forwarded it to the undersigned counsel for Enron and Arthur Andersen as well as to Lex Solutio, the Document Depository Administrator.

Nothing in this Stipulation shall be deemed a waiver of any confidentiality or privilege protection that is held by any entity not a signatory to the stipulation.

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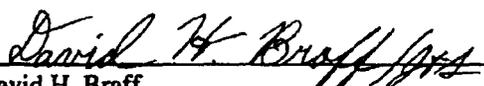
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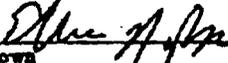
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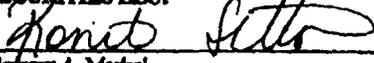
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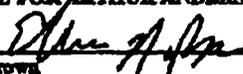
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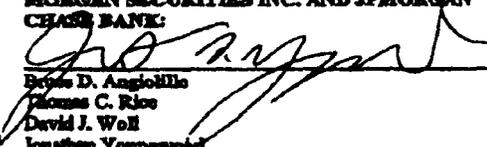
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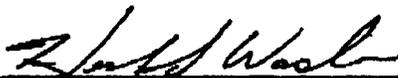
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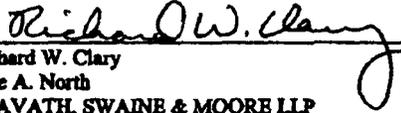
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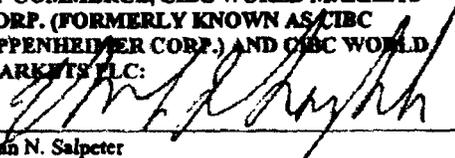
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**AGREEMENT RIDER TO STIPULATION REGARDING ENRON DOCUMENTS  
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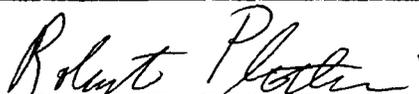
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By: 

Printed Name:

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CLIENT(S):

The Toronto Dominion Bank, Inc.

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