

APR 18 2005

**IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

Michael N. Milby, Clerk of Court

In Re ENRON CORPORATION SECURITIES, DERIVATIVE & "ERISA" LITIGATION	§ § §	MDL 1446
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MARK NEWBY, et al.,  vs. ENRON CORPORATION, et al.,	§ § § § §	Civil Action No. H-01-03624 And Consolidated Cases (including No. H-03-5528)
Plaintiffs  Defendants		
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**~~[PROPOSED]~~ ORDER GRANTING MOTION OF THE ROYAL BANK OF  
SCOTLAND GROUP PLC AND ITS AFFILIATES,  
UNOPPOSED BY LEAD PLAINTIFF,  
FOR A CONFIDENTIALITY ORDER**

Pending before the Court is the Motion for Confidentiality Order filed by The Royal Bank of Scotland Group plc, The Royal Bank of Scotland plc, National Westminster Bank plc, Greenwich NatWest Structured Finance, Inc., Greenwich NatWest Ltd., and Campsie Ltd. (collectively "RBSG"), which is unopposed by Lead Plaintiff. The Motion requests a Confidentiality Order to provide for the confidential treatment of certain documents to be voluntarily produced by RBSG pursuant to an agreement with Lead Plaintiff. The documents were previously delivered by RBSG to the official committee of unsecured creditors ("Official Committee") and/or to certain government agencies in connection with their investigations into Enron's bankruptcy (the "Documents"). RBSG has separately agreed voluntarily to produce the Documents to Lead Plaintiff in *Newby* by delivering them to the Enron Depository, notwithstanding the continuation of the statutory stay of discovery as to RBSG pursuant to the

Private Securities Litigation Reform Act of 1995 ("PSLRA"), and subject to certain terms, including among other things prior entry of an order protecting the confidentiality of documents and information included among the Documents. Lead Plaintiff has represented to RBSG that it does not oppose the Motion. The Court, having considered the Motion, is of the opinion that it should be, and hereby is:

ORDERED that the Motion is granted.

IT IS FURTHER ORDERED that:

1. The copies of the Documents to be produced voluntarily by RBSG shall include the Bates numbers with the prefixes "RBS" or "FID" under which the documents were previously delivered, and any other stamp or legend that appeared on the documents when they were previously delivered by RBSG to the Official Committee and/or certain government agencies. No new or additional Bates number, stamp or legend shall be applied to the copies of the Documents for purposes of their production pursuant to the agreement between RBSG and Lead Plaintiff, except that Bates numbers with the prefix "RBS" may be added to the copies of any pages of the Documents that were previously delivered without Bates numbers.

2. Subject to the further provisions of this paragraph, all Documents voluntarily produced by RBSG and the information reflected therein will be protected as confidential. If the PSLRA stay is lifted by virtue of an order ruling on RBSG's motion to dismiss, RBSG will have sixty days from the entry of that order to provide all parties with a log designating those Documents it deems confidential, at which point the parties will meet and confer with RBSG as to the confidentiality of the Documents so designated. RBSG thereafter may move the Court at any time for confidential treatment of specific documents or categories of documents. Nothing in this Order, RBSG's Unopposed Motion, or the parties' agreement shall be construed to alter the burden in making such a subsequent motion under Fed. R. Civ. P. 26(c) to show good cause

for the requested confidential treatment. The Documents designated on the confidentiality log will continue to be treated as confidential until such designation is withdrawn by RBSG or denied or revoked by the Court's ruling on RBSG's subsequent motion for a confidentiality order.

3. While protected as confidential under the preceding paragraph, the Documents (a) shall be used by all parties in the *In re Enron Corporation Securities, Derivative and ERISA Litigation* (including all consolidated, related and coordinated cases) (collectively, the "Consolidated Actions"), solely for purposes of discovery in the Consolidated Actions; (b) shall not be disclosed to anyone other than counsel of record in those cases, employees of counsel of record, employees of parties in the Consolidated Actions 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 Consolidated Actions, and the court-ordered mediator in these actions, each of whom shall restrict use and disclosure of such documents and information as provided in this paragraph; and (c) shall not be filed with any court without first obtaining the written consent of RBSG.

4. This Order, and RBSG's voluntary delivery of the Documents as described herein, do not terminate or otherwise affect, and shall not be argued to terminate or otherwise affect, the statutory stay of discovery applicable to RBSG under the PSLRA.

5. If any Document subject to a claim of attorney-client privilege, attorney work product protection, any other legal privilege protecting information from discovery, or a claim that the material or information is otherwise protected from production is inadvertently produced, such production shall in no way prejudice or otherwise constitute a waiver of or estoppel as to, any claim of privilege, work product or other ground for withholding production to which RBSG or any other person would otherwise be entitled. If a claim of inadvertent

production is made pursuant to this Paragraph, with respect to any Documents produced hereunder to the Enron Depository, such material promptly shall be removed from the Depository, and all electronic copies shall be deleted. In addition, upon notice by RBSG, all parties promptly shall return to RBSG that material and all copies or reproductions thereof, shall destroy all notes or other work product reflecting the contents of such material, and shall delete any electronic copies of such material. However, for purposes of preparing a motion under the next sentence, the party who received such material may, before return or destruction of it, make a record of sufficient information as would normally be contained in a privilege log. Any interested party may then move the Court for an Order compelling production of the material, but such motion shall not rely upon in any manner or assert as a ground for entering such an Order the fact or circumstances of the inadvertent production.

6. If RBSG is later required in these actions to produce materials other than the Documents that it is to deliver voluntarily, such other materials shall be labeled or otherwise identified in a way that will readily distinguish them from the Documents as a group.

SIGNED at Houston, Texas, this 14<sup>th</sup> day of April, 2005.

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MELINDA HARMON  
UNITED STATES DISTRICT JUDGE