

IN THE DISTRICT COURT OF OKLAHOMA COUNTY  
STATE OF OKLAHOMA

FILED IN THE DISTRICT COURT  
OKLAHOMA COUNTY, OKLA.

JUN - 9 2009

PATRICIA PRESLEY, COURT CLERK  
by \_\_\_\_\_  
DEPUTY

Oklahoma Department of Securities )  
*ex rel.* Irving L. Faught, )  
Administrator, )  
)  
Plaintiff, )  
)  
v. )  
)  
Global West Funding, Ltd., Co, an )  
Oklahoma limited liability company, et al. )

Case No. CJ-2009-2773

**MOTION FOR SECOND AGREED PROTECTIVE ORDER**

Pursuant to 12 O.S. § 3226(C), Defendants Storybook Properties, LLC, Storybook Investments WA, LLC, and Matthew G. Story (the "Storybook Defendants") move this Court for a Protective Order in the form submitted to the Court herewith. Plaintiff has no objection to this Motion. In support of this Motion, the Storybook Defendants show the Court as follows:

1. Documents, deposition testimony and briefs in this action may contain trade secrets, confidential business and commercial information, and other matters which would cause injury to Defendants if such information were disclosed to a competitor. Documents, deposition testimony and briefs in this action may also contain private personal and financial information of both Matthew G. Story and a significant number of Oklahoma investors, the public disclosure of which could be harmful to these individuals.

2. The Storybook Defendants wish to ensure that such confidential information shall not be used for any purpose other than this action, and shall not be disseminated in any manner by other parties except to the extent necessary for the purposes of prosecution or defense of this action. The Parties have conferred and agreed to a proposed Second Agreed Protective Order, which is attached hereto as Exhibit "A".

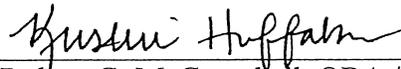
3. This proposed Protective Order would serve in addition to the first Agreed Protective Order entered by this Court on May 15, 2009. That Order served to withhold from the public record the Accounting of Defendants Storybook Properties, LLC, and Storybook Investments WA, LLC, and applied solely to that document. This proposed Order would govern all subsequent discovery between Plaintiff and the Storybook Defendants.

3. Section 3226(C)(1) of the Oklahoma Discovery Code, provides in relevant part:

Upon motion by a party or by the person from whom discovery is sought, . . . and for good cause shown, the court in which the action is pending . . . may enter any order which justice requires to protect a party or person from annoyance, harassment, embarrassment, oppression or undue delay, burden or expense . . . .

WHEREFORE, Defendants Storybook Properties, LLC, Storybook Investments WA, LLC, and Matthew G. Story, request that the Court enter the Second Agreed Protective Order attached hereto as Exhibit "A."

Respectfully submitted,



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Robert G. McCampbell, OBA #10390  
Kristin L. Huffaker, OBA #22183

-Of the Firm-

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A Professional Corporation  
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CERTIFICATE OF SERVICE

This is to certify that a true and correct copy of the above and foregoing Motion for Protective Order was mailed, postage prepaid, this 9<sup>th</sup> day of June, 2009 to:

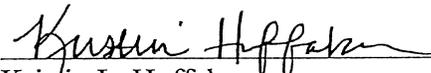
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\_\_\_\_\_  
Kristin L. Huffaker

**IN THE DISTRICT COURT OF OKLAHOMA COUNTY  
STATE OF OKLAHOMA**

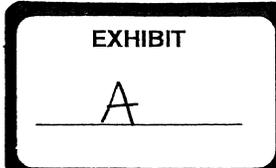
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Administrator, )  
)  
Plaintiff, )  
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Global West Funding, Ltd., Co, an )  
Oklahoma limited liability company, et al. )

Case No. CJ-2009-2773

**SECOND AGREED PROTECTIVE ORDER**

Upon motion of Defendants Storybook Properties, LLC, Storybook Investments WA, LLC, and Matthew G. Story, (the "Storybook Defendants"), with no objection from Plaintiff, the Oklahoma Department of Securities, and on a showing that such an order is needed to prevent unwarranted disclosure of confidential or proprietary information, the Court orders the following:

1. This Order shall govern all documents and other materials produced, during the course of discovery or pre-trial procedures, between Plaintiff and the Storybook Defendants. For the purposes of this Order, "the Parties" shall refer to Plaintiff and the Storybook Defendants, and shall not include the additional defendants in this case.
2. The Parties may designate discovery or pre-trial information exchanged as confidential by marking the legend "CONFIDENTIAL" on documents produced pursuant to discovery or exhibit exchange or on those portions of interrogatory answers deemed confidential, or by stating on the record that portions of testimony at a deposition or hearing are to be treated as confidential.



3. With respect to deposition testimony, the Parties shall state, on the record, all testimony that he or she intends to designate as confidential. Counsel may, alternatively, at the commencement of a deposition, temporarily designate the entire deposition as confidential, but where such an initial designation is made, unless the designating party, within ten days after receipt of the transcript, marks as confidential those portions of the transcript that he or she then deems confidential, thus superseding his initial designation of the entire deposition as confidential, then no portion of the deposition shall continue to be deemed confidential.

4. Such confidential information shall be used solely for the purpose of the prosecution or defense of this litigation, and shall not be disclosed in any manner to any person except as provided in this Order.

5. Documents produced or testimony given under this Order shall be retained in the office of counsel until required by the Court to be filed in the case. Counsel for the Parties shall be responsible for assuring that access to confidential information shall be permitted only to:

- a. counsel for the Parties and their employees assisting in this litigation;
- b. those officers and employees of the Parties who are assisting in this litigation;
- c. outside consultants or experts who are retained to assist the Parties in the litigation;
- d. the court, in camera, and to its court reporters;
- e. deposition court reporters and their staff;

- f. the actual deposition witnesses and disclosed prospective trial witnesses, to the extent the confidential information may reasonably be believed to relate to their testimony;
- g. a law enforcement or other governmental or regulatory agency or a self-regulatory organization as mandated by the Uniform Securities Act of 2004, in response to a valid request made by one of those entities; and
- h. others permitted by order of the Court.

No person having access to any confidential information shall disclose in any manner its contents to any person other than those described in this paragraph except for those agencies or organizations described in (g) above. No such disclosure shall be made for any purpose other than those specified in this Order.

6. Counsel for the respective parties shall be responsible for informing witnesses, as necessary, of the contents of this Order.

7. Nothing herein will prohibit the Parties from using any part of the protected material in any hearing or trial before this Court. Parties wishing to use any part of the protected material in filings before this Court shall segregate the confidential portion, and that portion shall be filed under seal.

8. On conclusion of this action, all confidential information in the possession or under the control of counsel or the Parties' agents, consultants or experts shall be destroyed or returned to the party producing it. Such confidential information in the possession or under the control of the Parties shall be maintained by the Parties if required for compliance with state law. The provisions of this Order as to confidentiality

shall not terminate with the disposition of this action, but shall continue until further order of the Court.

THIS ORDER IS ENTERED this \_\_\_\_\_ day of June, 2009.

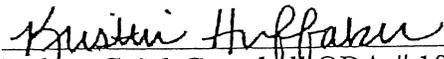
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THE HONORABLE NOMA D. GURICH  
Judge of the District Court

Agreed to by:



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Jennifer Shaw, OBA # 20839  
Oklahoma Department of Securities  
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