

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

JUN - 9 2009

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

PATRICIA PRESLEY, COURT CLERK
by _____
DEPUTY

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 9 day of June, 2009.

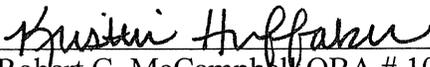
NOMA GURICH

THE HONORABLE NOMA D. GURICH
Judge of the District Court

Agreed to by:



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