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February 19, 2010

*Via LexisNexis File & Serve
and First Class Mail*

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222 Delaware Avenue, Suite 1500
P.O. Box 68
Wilmington, DE 19899-0068

Mr. and Mrs. Medhat Banoub
30 Jonathan Drive
Newark, DE 19701

Re: Tanyous, et al. v. Banoub
C.A. No. 3402-VCN
Date Submitted: February 16, 2010

Dear Mr. Seitz and Mr. and Mrs. Banoub:

I write to address the Plaintiffs' request for relief from the protective order, dated December 8, 2008. The purpose of Plaintiffs' application is to allow their counsel to review with them certain documents used by their forensic accountants in preparing an expert report that will likely form the foundation for further proceedings

in this matter. The Defendants have objected to any relaxation of the protective order's strictures.

The protective order (at paragraph 5) limits disclosure of documents—produced during discovery and designated as confidential—to counsel and experts who undertake a confidentiality commitment. Thus, in the absence of a modification of the protective order, the Plaintiffs are prohibited from seeing certain documents obtained from Defendants. The documents which the Plaintiffs seek to review with their counsel are identified in Mr. Seitz's letter of February 1, 2010. Most of the documents (all of them except for certain Citizens Bank documents) have been reviewed by the Court *in camera*.

For reasons that follow, the protective order will be modified to allow Plaintiffs' counsel to review with his clients and their advisors the subject documents. They will not be given possession of the documents and the inspection may only be in the presence of their counsel.

First, some of the documents, especially those related to Happy Child World, perhaps should not have been included within the scope of the protective order in the first place. Second, the documents are now all more than eighteen months old. To

the extent that any competitive advantage might be gained by Happy Child World over Happy Kids Academy, that risk has been substantially minimized by the passage of time. Third, any intrusion into the Defendants' privacy interests is minimized by several factors, including the passage of time, the limited access that the Plaintiffs and their advisors will have pursuant to this modification of the protective order, and the strictly financial nature of the documents. Moreover, and this perhaps is the most important factor, the Defendants' apparently irregular—even if wholly innocent—handling of Happy Child World's financial records in conjunction with their personal financial records requires that some access be afforded to the Plaintiffs in order to allow them to appreciate fully the strengths and weaknesses, such as they are, of their case against the Defendants. Finally, the Court notes that this modification of the protective order is fully supported by its review of the record submitted for *in camera* review.

Accordingly, the protective order is revised to allow Plaintiffs' counsel to review with his clients and their advisors the documents identified in counsel's letter of February 1, 2010. Possession of the documents shall not be given to Plaintiffs or their advisors; review shall only be in the presence of Plaintiffs' counsel. Anyone

Tanyous, et al. v. Banoub
C.A. No. 3402-VCN
February 19, 2010
Page 4

viewing the documents is prohibited from discussing them with anyone not authorized to view the documents. All additional persons who view the documents shall first sign the certificate attached to the protective order. Otherwise, the protective order shall remain in full force and effect.

IT IS SO ORDERED.

Very truly yours,

/s/ John W. Noble

JWN/cap
cc: Register in Chancery-K