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10 **UNITED STATES DISTRICT COURT**  
 11 **CENTRAL DISTRICT OF CALIFORNIA**  
 12

<p>13 SECURITIES AND EXCHANGE          14 COMMISSION,            Plaintiff,            vs.          16 MICHAEL W. PERRY and A. SCOTT          KEYS,            Defendants</p>
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Case No. CV 11-01309 R (JCx)

**PROTECTIVE ORDER**

Honorable Manuel L. Real

Courtroom No. 8

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1 WHEREAS, Plaintiff Securities and Exchange Commission (the “SEC”) has issued a  
2 subpoena for the deposition of non-party Dayton Lierley, a partner with Ernst & Young LLP  
3 (together with Mr. Lierley, “EY”) in the above-captioned action (“Action”), and Defendants  
4 Michael Perry and Scott Keys (together with the SEC, the “Parties”) have cross-noticed Mr.  
5 Lierley’s deposition;

6 WHEREAS, EY and the Parties believe that some of the documents expected to be  
7 introduced at deposition as well as anticipated testimony may constitute or reflect trade secrets  
8 and/or other non-public, business, financial, commercial, proprietary, personal and/or other  
9 sensitive information within the meaning of Federal Rule of Civil Procedure 45(c)(3)(B)(i),  
10 Federal Rule of Bankruptcy Procedure 9016, or other provisions of applicable federal and state  
11 law, which, if not kept confidential, could be injurious to the interests of EY;

12 WHEREAS, EY and the Parties believe that some of the documents expected to be  
13 introduced at deposition as well as anticipated testimony may constitute or reflect unpublished  
14 information of the Office of the Comptroller of the Currency, and such information is  
15 confidential agency information, subject to the restrictions provided by 12 C.F.R. 510.5; and

16 Pursuant to Rule 26(c) of the Federal Rules of Civil Procedure, EY and the Parties, by  
17 and through their respective counsel of record, hereby stipulate and agree to be bound by the  
18 terms of a Stipulation Regarding Confidentiality restricting the disclosure of protected  
19 information, said stipulation having been filed with the Court on May 9, 2012. Accordingly,  
20 GOOD CAUSE APPEARING THEREFORE,

21 IT IS HEREBY ORDERED that the parties shall be bound by the terms of the Stipulation  
22 Regarding Confidentiality.

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24 IT IS SO ORDERED:

25 Dated May 10, 2012



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The Honorable Manuel L. Real  
United States District Judge

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**PROOF OF SERVICE**

I am over the age of 18 years and not a party to this action. My business address is:

U.S. SECURITIES AND EXCHANGE COMMISSION, 5670 Wilshire Boulevard, 11th Floor, Los Angeles, California 90036-3648

Telephone No. (323) 965-3998; Facsimile No. (323) 965-3908.

On May 9, 2012, I caused to be served the document entitled **[PROPOSED] PROTECTIVE ORDER** on all the parties to this action addressed as stated on the attached service list:

**OFFICE MAIL:** By placing in sealed envelope(s), which I placed for collection and mailing today following ordinary business practices. I am readily familiar with this agency’s practice for collection and processing of correspondence for mailing; such correspondence would be deposited with the U.S. Postal Service on the same day in the ordinary course of business.

**PERSONAL DEPOSIT IN MAIL:** By placing in sealed envelope(s), which I personally deposited with the U.S. Postal Service. Each such envelope was deposited with the U.S. Postal Service at Los Angeles, California, with first class postage thereon fully prepaid.

**EXPRESS U.S. MAIL:** Each such envelope was deposited in a facility regularly maintained at the U.S. Postal Service for receipt of Express Mail at Los Angeles, California, with Express Mail postage paid.

**HAND DELIVERY:** I caused to be hand delivered each such envelope to the office of the addressee as stated on the attached service list.

**UNITED PARCEL SERVICE:** By placing in sealed envelope(s) designated by United Parcel Service (“UPS”) with delivery fees paid or provided for, which I deposited in a facility regularly maintained by UPS or delivered to a UPS courier, at Los Angeles, California.

**ELECTRONIC MAIL:** By transmitting the document by electronic mail to the electronic mail address as stated on the attached service list.

**E-FILING:** By causing the document to be electronically filed via the Court’s CM/ECF system, which effects electronic service on counsel who are registered with the CM/ECF system.

**FAX:** By transmitting the document by facsimile transmission. The transmission was reported as complete and without error.

I declare under penalty of perjury that the foregoing is true and correct.

Date: May 9, 2012

/s/ Donald W. Searles  
Donald W. Searles

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2 **SEC v. MICHAEL W. PERRY and A. SCOTT KEYS**  
3 **United States District Court – Central District of California**  
4 **Case No. 2:11-cv-01309-R (JCx)**  
5 **(LA-3517)**

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