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 18 WYNDHAM RESORT DEVELOPMENT  
 19 CORPORATION

20 UNITED STATES DISTRICT COURT  
 21 NORTHERN DISTRICT OF CALIFORNIA

22 CLARKE and REBECCA WIXON and  
 23 NORMAN and BARBARA WIXON,  
 24 derivatively and on behalf of themselves  
 25 and all other similarly situated,

26 Plaintiffs,

27 v.

28 WYNDHAM RESORT DEVELOPMENT  
 CORP. (f/k/a Trendwest Resorts, Inc.),  
 GENE HENSLEY, DAVID HERRICK,  
 JOHN HENLEY, PEGGY FRY, JOHN  
 McCONNELL, and nominally,  
 WORLDMARK, THE CLUB,

Defendants.

Case No. C 07-02361 JSW

**[PROPOSED] ORDER GRANTING IN  
 PART PLAINTIFFS' ADMINISTRATIVE  
 MOTION TO FILE UNDER SEAL  
 (Dkt. No. 386)**

CLASS AND DERIVATIVE ACTION

Judge: Hon. Jeffrey S. White

<sup>1</sup> Admitted *pro hac vice*.

1 Plaintiffs filed an Administrative Motion to File Under Seal Pursuant to Protective Order  
 2 and Civil Local Rule 79-5(d): [1] Declaration of Elizabeth C. Pritzker in Support of Plaintiffs'  
 3 Objection to Special Master's July 17, 2009 Report and Recommendation; and [2] Supplemental  
 4 Declaration of Jonathan K. Levine in Further Support of Plaintiffs' Motion for Class Certification  
 5 (Dkt. No. 386) ("Plaintiffs' Motion to Seal"). Defendant Wyndham Resort Development  
 6 Corporation ("WRDC") has filed a Declaration of Alan S. Litwack ("Litwack Declaration") in  
 7 response to Plaintiffs' Motion to Seal. The Court having considered the parties' submissions, and  
 8 for other good cause shown, hereby GRANTS in part Plaintiffs' Motion to Seal, finding as  
 9 follows:  
 10

11 WRDC has withdrawn the confidentiality designation as to Exhibits A, B, C, and D to the  
 12 Declaration of Elizabeth C. Pritzker in Support of Plaintiffs' Objection to Special Master's July  
 13 17, 2009 Report and Recommendation (Dkt. No. 388) and as to Exhibits 2 and 3 to the  
 14 Supplemental Declaration of Jonathan K. Levine in Further Support of Plaintiffs' Motion for  
 15 Class Certification (Dkt. No. 390) ("Levine Declaration"); therefore, those documents may be  
 16 filed in open court. Plaintiffs shall file the documents in the public record by August 14, 2009.  
 17

18 Exhibit 1 to the Levine Declaration contains confidential, proprietary, and commercially  
 19 sensitive information, which WRDC has protected from public disclosure and which, if disclosed  
 20 publically, could harm WRDC's competitive and financial position. Accordingly, the Court holds  
 21 that Exhibit 1 to the Levine Declaration shall remain under seal.  
 22

23 **IT IS SO ORDERED.**

24 Dated August 11, \_\_\_\_\_, 2009.

25   
 26 HONORABLE JEFFREY S. WHITE  
 27  
 28