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NORTHERN DISTRICT OF CALIFORNIA

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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

JCS

DEUTSCHE BANK TRUST COMPANY AMERICAS, in its capacity as successor indenture trustee for certain series of Senior Notes, LAW DEBENTURE TRUST COMPANY OF NEW YORK, in its capacity as successor indenture trustee for certain series of Senior Notes, and WILMINGTON TRUST COMPANY, in its capacity as successor indenture trustee for the PHONES Notes,

Plaintiffs,

v.

FIRST REPUBLIC BANK, a California corporation; THE WHITTIER TRUST COMPANY, a California corporation; STEPHEN D. CARVER, an individual; QUINN MARTIN DOLAN, an individual; BERNARD SHAPIRO, individually and as a Trustee of FBO Bernard and Rena Shapiro Intervivos Trust A/C #1 DTD 10/15/87; and DEBRA A. GASTLER, an individual; on behalf of themselves and a class of similarly situated persons and entities; JEFFREY CHANDLER, individually and as a Trustee of Chandler Trust No. 1 and Chandler Trust No. 2; WILLIAM STINEHART JR., individually and as a Trustee of Chandler Trust No. 1 and Chandler Trust No. 2; SUSAN BABCOCK, as a Trustee of Chandler Trust No. 1 and Chandler Trust No.

CV 11 2684
Case No.

CLASS ACTION

~~PROPOSED~~ ORDER GRANTING PLAINTIFFS' EX PARTE APPLICATION FOR AN ORDER GRANTING ADMINISTRATIVE RELIEF TO FILE EXHIBIT A TO PLAINTIFF'S COMPLAINT UNDER SEAL

[Ex Parte Application and Declaration of Julia I. De Beers Filed Concurrently Herewith, Document Submitted Under Seal lodged Concurrently Herewith]

Date Action Filed: June 2, 2011

1 2; CAMILLA CHANDLER FROST, as a
2 Trustee of Chandler Trust No. 1 and Chandler
3 Trust No. 2; ROGER GOODAN, as a Trustee
4 of Chandler Trust No. 1 and Chandler Trust
5 No. 2; JUDY C. WEBB, as a Trustee of
6 Chandler Trust No. 1 and Chandler Trust No.
7 2; WARREN B. WILLIAMSON, individually
8 and as a Trustee of Chandler Trust No. 1 and
9 Chandler Trust No. 2; *et. al.*,
10
11 Defendants.

11 Having considered plaintiffs Deutsche Bank Trust Company Americas, Law Debenture Trust
12 Company of New York, and Wilmington Trust Company (collectively "plaintiffs") *ex parte* application
13 requesting an order sealing an unredacted version of Exhibit A to the Complaint, and good cause
14 appearing therefore, IT IS HEREBY ORDERED that the Application is GRANTED.

15 This Court finds as follows:

16 1. Good cause exists to grant plaintiffs' Application and issue an Administrative Order
17 sealing Exhibit A to the Complaint on an expedited basis. The relief requested could not be brought
18 according to regular noticed motion procedures, and plaintiffs are without fault in creating the situation
19 that requires *ex parte* relief.

20 2. Good cause exists to preserve the confidentiality of the information submitted pursuant
21 to the United States Bankruptcy Court for the District of Delaware's Protective Order, because Exhibit
22 A contains information regarding the link between a particular shareholder defendant and the entity or
23 institution through which that defendant held Tribune stock and information regarding the amount of
24 the payment made to particular defendants. Such information is subject to the Bankruptcy Court's
25 Protective Order.

26 3. Because Exhibit A reveals confidential information as set forth above, substantial
27 probability exists that this overriding interest will be prejudiced if Exhibit A is filed in the public
28 domain and not sealed.

1 4. The sealing order is narrowly tailored – non-confidential portions of Exhibit A are
2 already on file with this Court and open to inspection by the public. Thus, sealing Exhibit A will only
3 prohibit access to the confidential portions of Exhibit A subject to the Bankruptcy Order. No less
4 restrictive means exist to protect this overriding interest.

5 This Court therefore directs the Clerk of the Court and the parties as follows:

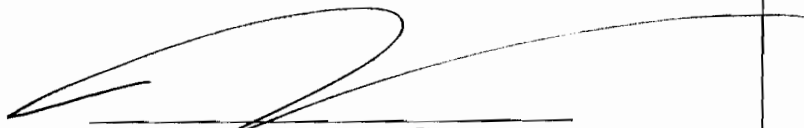
6 1. The Clerk shall file the complete, unredacted Exhibit A to the Complaint under seal in
7 its entirety. The unredacted Exhibit A shall remain under seal indefinitely, pending further order of this
8 Court.

9 2. Concurrently with the its service of the Summons, Complaint, Civil Case Cover Sheet
10 and other administrative materials, plaintiffs shall serve upon each defendant named in this action: (1)
11 a copy of this Order; (2) a copy of plaintiffs' Ex Parte Application for Administrative Relief to File
12 Exhibit A to Plaintiffs' Complaint Under Seal; and (3) an redacted version of Exhibit A that discloses
13 only information relating to the specific defendant served.

14 3. Any defendant may move this Court at any time to vacate this sealing order upon notice
15 to the Plaintiffs and all other defendants in this action.

16
17 IT IS SO ORDERED

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19
20 Dated: June 2, 2011


21 Hon. Joseph C. Spero
22 United States District Judge
23 Magistrate
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