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UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

SAN JOSE DIVISION

SECURITIES AND EXCHANGE COMMISSION, Plaintiff, vs. MARK LESLIE, et al., Defendants.	Case No. C 07-3444 JF ~~XXXXXXXXXX~~ **CONSENT ORDER** Hon. Jeremy Fogel

Steven E. Rindner, a defendant in the case captioned *Securities and Exchange Commission v. Kelly et al.*, Civ. No. 08 cv 4612 (S.D.N.Y.) (hereinafter "Related Case"), currently pending in the United States District Court for the Southern District of New York, has requested the discovery of documents and transcripts from Securities and Exchange Commission ("SEC"), the plaintiff in that case and the instant case. Some of the materials requested by Mr. Rindner fall under the confidentiality provision of the Joint Case Management Statement of September 28, 2007. After discussions among counsel for Mr. Rindner and the parties in the above-captioned litigation, it is agreed as follows:

(1) Pursuant to Mr. Rindner's Third Request for the Production of Documents and Rule 45 Subpoena dated May 26, 2009, as set forth in Exhibit A (attached hereto), the SEC has agreed to produce responsive discovery requests/responses and deposition testimony transcripts

in the *SEC v. Leslie* case (hereinafter, "Protected Documents"). However, the SEC will not produce any responsive discovery requests/responses or portions of deposition testimony transcripts which relate to confidential financial information of the defendants in the *SEC v. Leslie* case; the defendants in *SEC v. Leslie* will identify such confidential documents for the SEC, and provide to the SEC appropriately redacted deposition transcripts for production, within 14 (fourteen) days of the entry of this order.

(2) Access to Protected Documents shall be restricted to persons authorized by this Order, namely Mr. Rindner, Joseph E. Ripp, John Michael Kelly and Mark Wovsaniker (the defendants in the Related Case, collectively, the "Related Case Defendants"), and the SEC in the Related Case; their attorneys of record; and attorneys, paralegals, investigators, experts, and secretaries or other individuals employed by, or performing work on behalf of, the attorneys of record for the Related Case Defendants and the SEC in the Related Case.

(3) The following restrictions are placed on the Related Case Defendants and the other above-designated individuals, unless and until further ordered by the Court. The Related Case Defendants and the other individuals designated above shall not:

a. make copies for, or allow copies of any kind to be made by, any other person of Protected Documents;

b. allow any other person to read Protected Documents;

c. communicate the substance of the information in Protected Documents to anyone else, other than to non-party witnesses (or their attorneys) whom the parties are preparing for deposition or trial testimony in the Related Case;

d. use, directly or indirectly, Protected Documents, or any of the information contained in Protected Document, for any purpose other than preparing for the trial in the litigation of the Related Case;

e. use any deposition or trial testimony generated in the Related Case that discloses, refers to, or was generated by information contained in

Protected Documents for any purpose other than preparing for the trial in the Related Case.

(4) The scope of this Order is intended to confine the use of Protected Documents and the information contained in Protected Documents and the information contained in Protected Documents to the litigation in the Related Case. Any other use of Protected Documents and the information contained in Protected Documents would violate this Order.

(5) The Related Case Defendants' attorneys shall inform any person to whom disclosure shall be made pursuant to this Order of the existence and terms of this Order. All individuals receiving any Protected Documents shall agree with the terms of this Order and shall not otherwise disclose Protected Documents to the public or any other person or entity other than pursuant to the terms of this Order, and shall acknowledge their agreement to comply with the provisions of this Order by signing a copy of the attached acknowledgement form. The disclosing party will retain copies of signed acknowledgment forms until such time as the Related Case, including all appeals, is concluded.

(6) Nothing in this Order shall restrict the use or introduction of Protected Documents as evidence or exhibits by the Related Case Defendants' attorneys or the SEC's attorneys during any deposition or trial in the Related Case.

(7) Upon conclusion of the Related Case, the Related Case Defendants' attorneys shall return to counsel for the SEC, or destroy and certify to counsel for the SEC the destruction of, all Protected Documents within a reasonable period of time, not to exceed 30 days after the last appeal in the Related Case is final.

(8) This Order does not constitute any ruling on the question of whether any particular document or category of information is properly discoverable and does not

constitute any ruling on any potential objection to the discoverability, relevance, or admissibility of any Protected Documents.

(9) Any and all disputes related to this Consent Order shall be resolved in the United States District Court for the Northern District of California.

AGREED AND CONSENTED TO:

Dated:

Richard Hong
Counsel for Plaintiff Securities and Exchange Commission

Dated: August 18, 2009

Jonathan Drimmer
Counsel for Related Case Defendant Steven E. Rindner

Dated:

Counsel for Related Case Defendant Joseph E. Ripp

Dated: August 19, 2009

Counsel for Related Case Defendant John Michael Kelly

Dated:

Counsel for Related Case Defendant Mark Wovsaniker

Dated:

Counsel for Defendant Mark Leslie

Dated:

Counsel for Defendant Kenneth E. Lonchar

Dated:

Counsel for Defendant Paul A. Sallaberry

AGREED AND CONSENTED TO:

Dated: August 21, 2009

Richard Hong
Counsel for Plaintiff Securities and Exchange Commission

Dated: August 18, 2009

Jonathan Drimmer
Counsel for Related Case Defendant Steven E. Rindner

Dated: August 19, 2009

Counsel for Related Case Defendant Joseph E. Ripp

Dated:

Counsel for Related Case Defendant John Michael Kelly

Dated: August 20, 2009

GLENN R. REICHARDT
Counsel for Related Case Defendant Mark Wovsaniker

Dated:

Counsel for Defendant Mark Leslie

Dated:

Counsel for Defendant Kenneth E. Lonchar

Dated:

Counsel for Defendant Paul A. Sallaberry

AGREED AND CONSENTED TO:

Dated:

Richard Hong
Counsel for Plaintiff Securities and Exchange Commission

Dated: August 18, 2009

Jonathan Drimmer
Counsel for Related Case Defendant Steven E. Rindner

Dated:

Counsel for Related Case Defendant Joseph E. Ripp

Dated:

Counsel for Related Case Defendant John Michael Kelly

Dated:

Counsel for Related Case Defendant Mark Wovsaniker

Dated: 8/24/09

Anthony P. Schoenberg
Counsel for Defendant Mark Leslie

Dated: 8/26/09

ROBIN LINSENMAYER
Counsel for Defendant Kenneth E. Lonchar

Dated: 8/26/09

GREGG S. FARANO
Counsel for Defendant Paul A. Sallaberry

IT IS SO ORDERED.

Dated: September 2, 2009

Patricia V. Trumbull

Magistrate Judge Patricia V. Turnbull

UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

SAN JOSE DIVISION

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

vs.

MARK LESLIE, et al.,

Defendants.

Case No. C 07-3444 JF

ACKNOWLEDGEMENT OF CONSENT ORDER

I,_____, hereby acknowledge, under penalty of perjury, that I have read the Consent Order entered by the Court on _____, 2009. I am familiar with the specific terms of the Consent Order and agree to by bound by its terms. I further understand that I am subject to the contempt powers of this Court for violation of this Consent Order.

_____

Date: _____