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17 UNITED STATES DISTRICT COURT
 18 NORTHERN DISTRICT OF CALIFORNIA
 19 SAN JOSE DIVISION

20 SECURITIES AND EXCHANGE
 COMMISSION,
 21
 22 Plaintiff,
 23 v.
 24 KENNETH L. SCHROEDER,
 25 Defendant.

Case No. C-07-3798 JW
**STIPULATION AND ~~PROPOSED~~
 PROTECTIVE ORDER REGARDING
 CONFIDENTIALITY OF CERTAIN
 MATERIALS PRODUCED BY NON-
 PARTY PRICEWATERHOUSECOOPERS
 LLP**

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1 **STIPULATION**

2 WHEREAS, on October 17, 2007, defendant Kenneth L. Schroeder (“Schroeder”) issued
3 a subpoena to non-party PricewaterhouseCoopers LLP (“PwC”) (the “Schroeder Subpoena”),
4 and on November 8, 2006, January 12, 2007, April 4, 2007 and April 10, 2007, plaintiff
5 Securities and Exchange Commission (“SEC”) sent PwC requests for the voluntary production of
6 documents and information in the investigation preceding this litigation (the “SEC Requests”);

7 WHEREAS, on July 7, 2009, Magistrate Judge Howard R. Lloyd entered the Protective
8 Order Regarding Confidentiality of Certain Materials as to Which KLA-Tencor Corporation
9 Claims Privilege (the “July 7, 2009 Protective Order”), having heard certain arguments regarding
10 claims of privilege asserted by KLA-Tencor Corporation (“KLA”), among others;

11 WHEREAS, based on the nature of a significant portion of the documents produced by
12 PwC in response to the SEC Requests and that PwC anticipates producing in response to the
13 Schroeder Subpoena, as well as documents included among PwC’s production that are likely
14 covered by the July 7, 2009 Protective Order, and the need for expeditious production of
15 documents, the parties and PwC agree that it is appropriate that PwC’s production of documents
16 be governed by the July 7, 2009 Protective Order;

17 Accordingly, PwC, Schroeder, and the SEC hereby petition the Court to enter the
18 following [Proposed] Protective Order Regarding Confidentiality of Certain Materials Produced
19 by PricewaterhouseCoopers LLP (“Protective Order”):

20 **IT IS THEREFORE STIPULATED AND AGREED**, by and between PwC,
21 Schroeder, and the SEC, through their respective counsel, as follows:

22 By this Protective Order, the July 7, 2009 Protective Order shall be read to govern
23 documents produced by PwC during this litigation and in response to the SEC Requests.

24 Accordingly, each provision of the July 7, 2009 Protective Order shall apply to PwC, to its
25 production of documents, and to the parties’ use and handling of documents produced by PwC,
26 including (but not limited to):

- 27 1. the definition of “Confidential Material” in paragraph 1.b. shall be read to include
28 information or tangible things produced by PwC or any of its current or former

- 1 employees;
- 2 2. the definition of “Material” in paragraph 1.d. shall be read to include documents,
3 electronically stored information, testimony and discovery responses, including
4 all copies, excerpts and summaries thereof produced by PwC or any of its current
5 or former employees;
- 6 3. the definition of “Person” in paragraph 1.f. shall refer to and include PwC or any
7 of its current or former employees;
- 8 4. paragraph 2 shall be read to govern the handling of all Material provided by PwC
9 or any of its current or former employees during this Action, or in response to the
10 SEC Requests;
- 11 5. paragraph 4 shall be read to extend “Confidential” treatment to Material produced
12 by non-party PwC in response to the SEC Requests. Those documents which
13 were originally stamped “Confidential Treatment Requested on Behalf of PwC”
14 and produced in response to the SEC Requests are deemed to have been stamped
15 “Confidential” in this Action, and the Parties will afford those documents the
16 same treatment as any document designated as “Confidential” in this Action;
- 17 6. pursuant to paragraph 5, PwC agrees to promptly meet and confer with any party
18 that contends a PwC document originally produced to the SEC should not be
19 designated as “Confidential” pursuant to the July 7, 2009 Protective Order; and,
20 7. the definition of “Qualified Person” in paragraph 10.b. shall refer to and include
21 PwC and its counsel of record, attorneys, clerical, paralegal and other staff
22 employed by such counsel.

23 **IT IS SO STIPULATED AND AGREED.**

24

25 Dated: August 4, 2009

KEKER & VAN NEST, LLP

27 By: /s/ R. James Slaughter
28 R. JAMES SLAUGHTER
Attorneys for Defendant
KENNETH L. SCHROEDER

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Dated: August 4, 2009

DAVIS POLK & WARDWELL LLP

/s/ Elizabeth Malaspina

Elizabeth Malaspina
Attorneys for non-party
PRICEWATERHOUSECOOPERS LLP

Dated: August 4, 2009

SECURITIES AND EXCHANGE
COMMISSION

/s/ Susan F. LaMarca

Susan F. LaMarca
Attorneys for Plaintiff
SECURITIES AND EXCHANGE
COMMISSION

Concurrence obtained per General Order 45 X.B.

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~~PROPOSED~~ ORDER

IT IS SO ORDERED.

Dated: August 5, 2009



HOWARD R. LLOYD
United States Magistrate Judge

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EXHIBIT A

I, _____, do hereby certify that I have been provided with a copy of the Protective Orders in the action captioned *Securities and Exchange Commission v. Kenneth L. Schroeder*, Case. No. 5:07-cv-3798-JW (HRL), that I have reviewed said Protective Orders, and that I agree to be bound by the terms and conditions set forth therein and consent to the exercise of jurisdiction of the United States District Court for the Northern District of California in connection with any proceedings relating to the Stipulation and Protective Order.

Executed this _____ of _____, _____.
day month year

signature