

UNITED STATES DISTRICT COURT
DISTRICT OF COLORADO

Civil Action No. 10-CV-00842 WJM-KLM

DENIS RYSKAMP, Derivatively on Behalf of
BOULDER GROWTH & INCOME FUND, INC.,

Plaintiff,

v.

JOEL W. LOONEY,
DEAN L. JACOBSON,
RICHARD I. BARR,
JOHN S. HOREJSI, and
SUSAN L. CICIORA,

Defendants,

and

BOULDER GROWTH AND INCOME FUND, INC.,

Nominal Defendant.

**[PROPOSED] PROTECTIVE ORDER PURSUANT TO FEDERAL RULE OF
EVIDENCE 502(d)**


Upon consideration of the parties' Stipulated Motion for Entry of [Proposed] Protective Order Pursuant to Federal Rule of Evidence 502(d), the Court hereby orders that the attorney-client privilege or any other privilege or protection is not waived by disclosure of the Report of the Investigation by the Review Committee of the Board of the Boulder Growth and Income Fund, Inc. dated January 29, 2010 (the "Report") in

connection with the litigation pending before this Court and the disclosure is also not a waiver in any other Federal or State proceeding or as to any other third party. Furthermore, this Order does not preclude Plaintiff from using the Report in this matter, subject to the terms of the protective order previously entered by the Court [Dkt. No. 89]. This Order shall not otherwise preclude Plaintiff from challenging Defendants' assertion of the attorney-client privilege, attorney-work product, or other privilege or protection in connection with documents and information reviewed by the Review Committee in connection with its investigation (including those documents and communications underlying the Report), referencing or relying on the Report in any pleading or motion in this case (including a motion to compel or Plaintiff's Second Amended Complaint (or any later amendments to the Complaint)), or otherwise in this matter. Accordingly, the Court **GRANTS** the relief requested in the parties' Stipulation referenced herein.

THEREFORE, it is **ORDERED** that:

1. Voluntary disclosure of the Report by the Review Committee to Plaintiff, subject to the terms of the existing protective order, does not waive any privileges or protections attaching to the Report.

DATED: June 6, 2011



United States District Court Judge William J. Martinez
or
United States Magistrate Judge Kristen L. Mix