

EXHIBIT D

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

CASE NO. 04-20314-CIV-ALTONAGA/BANDSTRA

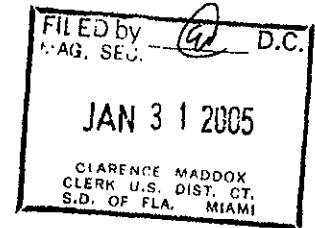
EDWARD LIPUMA, on Behalf of Himself
and All Other Similarly Situated and on
Behalf of the General Public,

Plaintiff,

vs.

AMERICAN EXPRESS COMPANY, a New York
Corporation, et al.,

Defendants.



ORDER

THIS CAUSE came before the Court on Class Plaintiff's Motion for Protective Order (D.E. 164) filed on December 28, 2004. Upon review of this motion, the response and reply thereto, the court file and applicable law, it is hereby

ORDERED AND ADJUDGED that Class Plaintiff's Motion for Protective Order is DENIED, the Court finding that the Intervenor's limited discovery requests are within the scope of the District Court's October 29, 2004 Order and relevant to the criteria to be considered at the Final Approval Hearing, i.e., the fairness, adequacy and reasonableness of the settlement. Accordingly, the Class Plaintiffs shall provide appropriate responses to the Intervenor's limited discovery requests set forth in its responsive memoranda within ten (10) days of the date of this Order. It is further

ORDERED that Intervenor's Request for Oral Argument o Class Plaintiffs' Motion for Protective Order (D.E. 168) is DENIED.

DONE AND ORDERED in Chambers, at Miami, Florida this ~~28th~~ day of January,

2005.



Ted E. Bandstra
United States Magistrate Judge

Copies furnished to:
Honorable Cecilia M. Altonaga
Counsel of record