

IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

FILED

JUL 30 2004

MICHAEL W. DORSEY  
CLERK, U.S. DISTRICT COURT

LAWRENCE E. JAFFE, Pension Plan )  
and on behalf of all others )  
similarly situated, )  
 )  
Plaintiff, )  
 )  
v. )  
 )  
HOUSEHOLD INTERNATIONAL, INC. )  
ARTHUR ANDERSEN, L.L.P., )  
 )  
Defendants. )

No. 02 C 5893

Judge Ronald A. Guzman  
Magistrate Judge Nan Nolan

DOCKETED  
AUG 09 2004

NOTICE OF MOTION


To: Counsel on the Attached Service List

PLEASE TAKE NOTICE that on Thursday, August 5, 2004 at 9:00 a.m., we shall appear before the Honorable Nan Nolan, or any judge sitting in her stead, in Courtroom 1858 of the United States District Court for the Northern District of Illinois, Eastern Division, 219 South Dearborn Street, Chicago, Illinois and then and there present the *Lead Plaintiffs' Motion for Protective Order and [Proposed] Protective Order*, copies of which are hereby served upon you.

Dated: July 30, 2004

Respectfully submitted,  
Plaintiffs

By:

  
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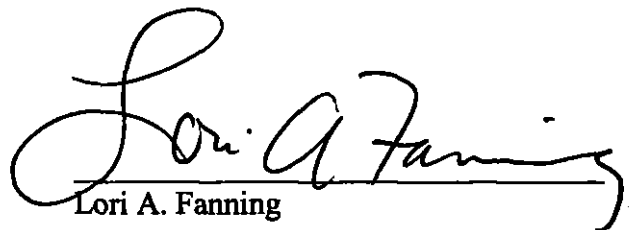
*Designated as Local Counsel*

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**CERTIFICATE OF SERVICE**

I, Lori A. Fanning, one of the attorneys for plaintiffs, hereby certify that I caused the *Notice of Motion and Lead Plaintiffs' Motion for Protective Order and [Proposed] Protective Order* to be served upon all counsel on the attached service list by e-mailing a copy in pdf format this 30<sup>th</sup> day of July, 2004, except the following which was served by facsimile transmission:

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**FILED**

JUL 30 2004

**MICHAEL W. DOBBINS  
CLERK, U.S. DISTRICT COURT**

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

LAWRENCE E. JAFFE PENSION PLAN, On )  
Behalf of Itself and All Others Similarly )  
Situating, )

Plaintiff, )

vs. )

HOUSEHOLD INTERNATIONAL, INC., et )  
al., )

Defendants. )

Lead Case No. 02-C-5893  
(Consolidated)

CLASS ACTION

Judge Ronald A. Guzman  
Magistrate Judge Nan R. Nolan

**DOCKETED**

AUG 09 2004

**LEAD PLAINTIFF'S MOTION FOR PROTECTIVE ORDER**

1604

1. By this motion, pursuant to Federal Rule of Civil Procedure 26(c)(7), lead plaintiff the Glickenhau Institutional Group respectfully requests that the [Proposed] Protective Order, filed concurrently herewith, be entered by this Court.

2. Lead plaintiff seeks this relief because, despite lead plaintiff's good faith attempts, lead plaintiff and defendants have not reached agreement on the terms of a protective order governing confidential materials. Lead plaintiff has complied with Northern District of Illinois Local Rule 37.2, as set forth more fully herein.

3. Lead plaintiff, mindful of this Court's admonition at the May 25, 2004 status conference that it prefers narrow protective orders, has prepared the [Proposed] Protective Order in accordance therewith.

4. Lead plaintiff seeks this relief now in order to continue to move along the discovery process. Lead plaintiff wishes to serve subpoenas on third parties and anticipates strong opposition if a protective order is not in place.

5. On Thursday, June 10, 2004, defendants Household International, Inc., Household Finance Corporation, William F. Aldinger, David A. Schoenholz, Gary Gilmer, and J.A. Vozar ("Household Defendants") upon conferring with defendant Arthur Andersen LLP ("Andersen") (collectively "defendants") circulated an initial draft Stipulation and Order Governing the Confidential Treatment of Discovery Material ("Stipulated Protective Order"). Exhibit A (June 10, 2004 facsimile transmission cover sheet).<sup>1</sup> Lead plaintiff promptly responded with comments on Monday June 14, 2004. Exhibit B.

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<sup>1</sup> The parties agreed that they would not submit drafts of the Stipulated Protective Order to the Court. Honoring that agreement, lead plaintiff has excerpted any drafts of the Stipulated Protective Order from the exhibits attached to this motion. Lead plaintiff has also redacted portions of the attached exhibits that include substantive discussion regarding the Stipulated Protective Order.

6. Because parties had not yet reached agreement on a Stipulated Protective Order, on June 22, 2004, the Court entered the Interim Stipulation and Order Governing the Confidential Treatment of Discovery Material ("Interim Order"), a copy of which is attached hereto as Exhibit C. The Interim Order provides that it will remain in effect until the Court enters a confidentiality order and that the parties agree to attempt to submit a joint proposed confidentiality order *promptly*. Exhibit C, ¶4.

7. On June 24, 2004, counsel for lead plaintiff and defendants, conducted an initial meet and confer regarding the Stipulated Protective Order. During a second meet and confer on June 28, 2004 among lead plaintiff, the Household Defendants and Andersen, the parties agreed in principle upon certain terms of the Stipulated Protective Order and defendants stated that they would circulate a revised draft. Lead plaintiff e-mailed the defendants on June 30, 2004 to advise that a revised draft had not been received and to request that they circulate the revised draft. Exhibit D (e-mail from lead plaintiff counsel Azra Mehdi to counsel for Household Defendants and Andersen).

8. As of Tuesday July 13, 2004, defendants had not yet re-circulated the Stipulated Protective Order as they said they would do during the June 28, 2004 meet and confer. Thus, that same day, over two weeks after the June 28, 2004 meet and confer, lead plaintiff requested via e-mail that the Household Defendants send a revised draft by the end of the day Friday, July 16, 2004. Exhibit E (e-mail from lead plaintiff counsel Luke Brooks to Household Defendants' counsel Michael Berg). Lead plaintiff indicated that it would move this Court to enter lead plaintiff's version on Monday July 19, 2004, if Household Defendants failed to do so. *Id.*

9. On July 16, 2004, Household Defendants provided lead plaintiff with a revised draft of the Stipulated Protective Order. Exhibit F (July 16, 2004 facsimile transmission cover sheet). This revised draft failed to include certain of the agreed changes discussed during the meet-and-confer sessions, ignored various provisions requested by lead plaintiff, and added language that was

not discussed during the meet-and-confer sessions. On July 20, 2004, lead plaintiff advised defendants of these issues via facsimile letter. Exhibit G (facsimile letter from lead plaintiff counsel Azra Mehdi to counsel for Household Defendants and Andersen). Lead plaintiff requested that defendants advise lead plaintiff by the end of the week whether lead plaintiff's comments, as discussed in the June 24 and 28, 2004 meet-and-confer sessions, would be included in the protective order. Defendants did not respond.

10. On July 26, 2004, immediately after the telephonic status conference with the Court, lead plaintiff advised defendants via e-mail of lead plaintiff's intent to move this Court for entry of a protective order at the end of the week in light of the absence of a response to lead plaintiff's July 20, 2004 letter. Exhibit H (e-mail from lead plaintiff counsel Azra Mehdi to counsel for the Household Defendants and Andersen).

11. On Wednesday July 28, 2004, lead plaintiff counsel Azra Mehdi left a voicemail message for Household Defendants' counsel Douglas Henkin requesting a response regarding lead plaintiff's comments to the draft Stipulated Protective Order. Late that evening, lead plaintiff received comments from Household Defendants. Exhibit I (e-mail from Household Defendants' counsel Stacey Rappaport to lead plaintiff counsel Azra Mehdi). The comments were again one-sided and overly restrictive. On July 29, 2004, lead plaintiff advised counsel for the Household Defendants and Andersen that the parties were at an impasse and that it intended to seek the Court's intervention. Exhibit J (e-mail from lead plaintiff counsel Azra Mehdi to Household Defendants and Andersen).

12. In sum, despite lead plaintiff's good faith attempts to engage in consultation with Household Defendants and Andersen regarding the Stipulated Protective Order, lead plaintiff's attempts have failed as a result of the Household Defendants' and Andersen's delay and refusal to incorporate changes that were agreed upon in principle.

13. Federal Rule of Civil Procedure 26(c)(7), permits the Court to “make any order which justice requires to protect a party or person ... [and] that a trade secret or other confidential research, development, or commercial information not be revealed or be revealed only in a designated way.”

14. Lead plaintiff believes that it has sought minimal trade secret or proprietary confidential information through discovery in this action. Nonetheless, to alleviate any concerns of defendants and/or third parties regarding the potential production of confidential information and to avoid any further undue delay in discovery in this case, lead plaintiff submits the [Proposed] Protective Order for entry.

15. Confidential information protected from disclosure under the [Proposed] Protective Order is limited in scope to information that qualifies for protection under the standards developed under Federal Rule of Civil Procedure 26(c).

16. Without a protective order in place, lead plaintiff is unable to continue with the discovery process, including obtaining relevant material from third parties. Defendants should not be allowed to prevent lead plaintiff from continuing with discovery by refusing to negotiate in good faith the terms of the protective order.

For the reasons set forth above, and good cause having been shown, lead plaintiff requests that the Court enter the [Proposed] Protective Order.

DATED: July 30, 2004

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***SEE CASE  
FILE FOR  
EXHIBITS***