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UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION

In the Matter of)
)
)
MOTOR UP CORPORATION, INC., and)
MOTOR UP AMERICA, INC.,)
corporations, and)
)
KYLE BURNS,)
individually and as an officer)
of the corporations.)
_____)

DOCKET NO. 9291

PROTECTIVE ORDER GOVERNING CONFIDENTIAL MATERIAL

1. As used herein below, the term "documents and information" means and includes documents produced by Respondents Motor Up Corporation, Inc., Motor Up America, Inc., corporations, and Kyle Burns, individually and as an officer of the corporations ("Respondents") and/or third parties in the course of discovery in this proceeding; all answers to interrogatories and transcripts of depositions of all officers, directors, current or former employees, representatives of or consultants to Respondents, or third parties, taken or obtained in the course of discovery in this proceeding; all documents produced by Respondents or third parties in the course of the pre-complaint investigation in this matter; and all information contained in such documents, answers, and transcripts.

2. This Order shall apply to all documents and information, not otherwise available to the public, that Respondents or a third party providing such documents and information believe in good faith to contain or reflect trade secrets or other commercial or financial information of a privileged or

production or within twenty (20) days after entry of this Order, or in the case of deposition transcripts, designated as "confidential" within ten (10) days of the deponent's receipt of such transcripts.

3. The documents and information described in paragraph 2 shall be treated as confidential and shall not be disclosed to anyone other than:

- a. complaint counsel of record in this or any directly related FTC proceeding;
- b. Respondents' counsel, which means all counsel of record for Respondents, and any associated attorneys or employees of counsel of record who are involved in some aspect of this proceeding;
- c. experts, consultants, or laboratories (including but not limited to Commission employees) used or retained by the parties in connection with this or any directly related proceeding (subject to paragraph 5 herein below);
- d. witnesses or deponents in this proceeding (subject to paragraph 5 herein below);
- e. personnel assisting counsel throughout this proceeding;
- f. the Administrative Law Judge and personnel assisting him throughout this proceeding;
- g. other Commission personnel directly involved in this or any directly related proceeding; and
- h. judges and other court personnel of any court having jurisdiction over this matter.

4. Documents and information within the scope of paragraph 2 herein above shall be used solely for purposes of this or any directly related FTC proceedings and for no other purpose, except that with notice, complaint counsel may apply to the Administrative Law Judge for approval of the use of said documents and information for any other proceeding.

5. No expert, consultant, or laboratory used or retained by a party in connection with this proceeding shall be given access to any documents or information within the scope of paragraph 2

herein above unless said expert, consultant, or laboratory, by its representative, has signed a statement in the form attached hereto, acknowledging that he or she has reviewed this Protective Order and agrees to be bound by it. All documents and information within the scope of paragraph 2 herein above and any copies thereof in the possession of such experts, consultants, or laboratories shall be destroyed or returned at the conclusion of this proceeding to the party from whom it was obtained.

6. If any party seeks to introduce into evidence by filing a pleading or otherwise placing on the record information which includes its own materials that are within the scope of paragraph 2 and the party seeks to prevent its own materials from being placed on the public record, at least 10 days prior to filing such pleading, -- unless it is impracticable (e.g., when filing a response or reply brief) in which case at least 5 days prior to filing such pleading -- the party shall make an application to the Administrative Law Judge to order such materials be placed *in camera*.

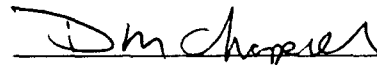
If any party seeks to introduce into evidence by filing a pleading or otherwise placing on the record information which includes the other party's or a third party's materials that are within the scope of paragraph 2, the filing party must notify opposing counsel and the producing party at least 14 days prior to such proposed filing -- unless it is impracticable (e.g., when filing a response or reply brief). If advance notice cannot be provided, opposing counsel or such producing party must be notified at the time of introduction of such documents or information. At that time, the filing party shall also provide the third party a copy of this order and the rules relating to filing applications for *in camera* treatment and shall instruct the third party to file two courtesy copies with the Administrative Law Judge. Opposing counsel or the producing party shall have 7 days from the date of notice to make an application to the Administrative Law Judge to order such materials be placed *in camera*.

If the Administrative Law Judge either grants the application for *in camera* treatment of the material or does not rule on the application prior to the filing of the pleading containing confidential information, the party shall file two versions of the document in accordance with the procedures set forth in Rule 3.45(e). In the latter case, the documents or information subject to confidentiality protections shall be accorded *in camera* treatment, pending a ruling on the application by the Administrative Law Judge. If for any reason the Administrative Law Judge no longer has jurisdiction to rule on applications for *in camera* treatment (for example, if the parties enter into a consent agreement and file a motion withdrawing the matter from adjudication), the filing party shall file an expurgated version with the Secretary within 5 business days of the date of which the Administrative Law Judge no longer has jurisdiction.

7. The parties, in conducting discovery from third parties, shall attach to such discovery requests a copy of this Order so as to apprise such third parties of their rights herein.

8. Except as otherwise provided herein above, nothing in this Protective Order shall affect the use of documents or information at the trial of this matter or the Commission's own use or disclosure of documents or information as may be required by law, including the Federal Trade Commission Rules of Practice.

It is SO ORDERED:



D. Michael Chappell
Administrative Law Judge

Dated: May 21, 1999

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DECLARATION OF [NAME]

I, [NAME], hereby declare and certify the following to be true:

1. [Statement of employment.]

2. I have read the "Protective Order Governing Confidential Material" ("Order") issued by Administrative Law Judge D. Michael Chappell on May 21, 1999, in connection with the above-captioned matter. I understand the restrictions on my use of any confidential materials (as this term is used in the Order), and I agree to abide by the Order.

3. I understand that the restrictions of my use of such materials include:

a. that I will use such confidential material only for the purpose of preparing for this proceeding, and hearing(s), and any appeal of this proceeding and for no other purpose;

b. that I will not disclose such confidential material to anyone, except as permitted by the Order; and

c. that upon termination of my participation in this proceeding I will promptly return or destroy all copies of documents, or portions thereof, containing confidential material, and all notes, memoranda, or other papers containing confidential materials, to the party from whom it was obtained.

4. I am aware that, pursuant to § 3.42(h) of the Commission's Rules of Practice, 16 C.F.R. § 3.42(h), my failure to comply with the terms of the Order may constitute contempt of the Commission and may subject me to sanctions imposed by the Commission.

Date:

[NAME]