

1 JOSEPH L. COTCHETT (SBN 36324)
2 NANCY L. FINEMAN (SBN 124870)
3 STEVEN N. WILLIAMS (SBN 175489)
4 NANCI E. NISHIMURA (SBN 152621)
5 COTCHETT PITRE SIMON & MCCARTHY
6 840 Malcolm Road, Suite 200
7 Burlingame, CA 94010
8 Telephone (650) 697-6000

9 Lead Attorneys for Independent Plaintiffs

10 WILLIAM BERNSTEIN (SBN 65200)
11 JOSEPH R. SAVERI (SBN 130064)
12 BARRY R. HIMMELSTEIN (SBN 157736)
13 LIEFF, CABRASER, HEIMANN &
14 BERNSTEIN, LLP
15 275 Battery Street, 30th Floor
16 San Francisco, CA 94111-3339
17 Telephone (415) 956-1000

18 Class Plaintiff Co-Lead Counsel

JOEL KLEINMAN (*Pro Hac Vice*)
DICKSTEIN SHAPIRO MORIN &
OSHINSKY LLP
1825 Eye Street NW
Washington, D.C. 20006-5403
Telephone (202) 785-9700
Clk of the Superior Court

Co-Liaison Counsel for Defendants

By: K SANDOVAL, Deputy

CHRISTOPHER J. HEALEY (SBN 105798)
TODD R. KINNEAR (SBN 208831)
LUCE, FORWARD, HAMILTON &
SCRIPPS LLP
600 West Broadway, Suite 2600
San Diego, CA 92101-3372
Telephone (619) 236-1414

Co-Liaison Counsel for Defendants

BENNETT G. YOUNG (SBN 106504)
LEBOEUF LAMB GREENE & MACRAE
LLP
One Embarcadero Center, Suite 400
San Francisco, CA 94111
Telephone: (415) 951-1100

Attorneys for Defendant Aquila Merchant
Services, Inc.

SUPERIOR COURT OF THE STATE OF CALIFORNIA
FOR THE COUNTY OF SAN DIEGO

19 Coordination Proceedings Special Title (Rule
20 1550(b))
21 IN RE NATURAL GAS ANTI-TRUST CASES
22 I, II, III, IV
23 This Document Relates To:
24 ALL PRICE INDEXING CASES

JCCP Nos. 4221, 4224, 4226, and 4228

**[PROPOSED] ORDER REGARDING
PLAINTIFFS' MCKESSON MOTION TO
COMPEL AGAINST ALL DEFENDANTS
RE PRIVILEGED DOCUMENTS
PROVIDED TO THIRD PARTIES**

25 On December 14, 2006, the Court informally heard the request of the Independent
26 Plaintiffs for an Order Compelling Defendants to Produce Privileged Documents Provided to
27 Third Parties. Nancy L. Fineman of Cotchett, Pitre, Simon & McCarthy appeared for Independent
28 Plaintiffs; Barry Himmelstein of Lieff, Cabraser, Heiman & Bernstein, LLP, appeared by

1 telephone, and Scott Yundt of Murray & Howard appeared for the Class Plaintiffs; Bennett G.
2 Young of LeBoeuf, Lamb, Greene & MacRae LLP appeared on behalf of Aquila Merchant
3 Services, Inc.; Joshua D. Lichtman of Fulbright & Jaworski LLP appeared on behalf of Coral
4 Energy Resources, LP; Christopher J. Healey of Luce, Forward, Hamilton & Scripps appeared on
5 behalf of Reliant Energy Services; Douglas T. Tribble of Pillsbury Winthrop Shaw Pittman, LLP
6 appeared on behalf of Dynegy Inc. and Dynegy Power Marketing and Trade; Orly Z. Elson of
7 Sullivan & Cromwell LLP appeared on behalf of Defendant WD Energy; and Mark H. Hamer of
8 DLA Piper US LLP appeared on behalf of Defendants The Williams Companies, Inc. and
9 Williams Power Company, Inc.

10 After discussing this matter with counsel and obtaining an informal resolution of this
11 matter, the Court finds and orders as follows:

12 1. By **Friday, December 22, 2006**, Plaintiffs will identify to each Defendant, in
13 writing, the requests for production of documents directed to such Defendant as to which Plaintiffs
14 intend to move to compel production of documents on the ground that the work product protection
15 or any applicable privilege has been waived as to such documents as a result of the production of
16 such documents to a third party.

17 2. By **Friday, December 22, 2006**, any Defendant who is asserting a timeliness
18 objection to the motion is to notify Plaintiffs in writing that it will be asserting that objection.

19 3. Defendants shall meet and confer among themselves to develop a standardized
20 chart or grid. The chart or grid shall identify for each Defendant the documents that are
21 responsive to the document requests identified by Plaintiffs which that Defendant withheld on the
22 ground of privilege or work product protection and which were produced to third parties. The
23 chart or grid should also group, to the extent practical, the legal and factual issues that underlie
24 Defendants' claims of privilege or work product protection. For any Defendant who has
25 particularized issues, the grid should also identify those issues. Defendants shall also consider if
26 there are other means of streamlining the resolution of these issues and shall report to the Court
27 the results of their discussions.

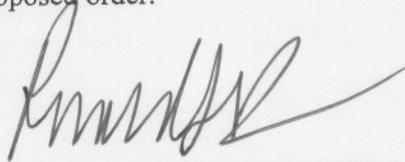
28 4. The Court will hold a hearing on **January 8, 2007 at 1:30 p.m.** At that time, each

1 Defendant is to provide a grid to the Court and counsel for the Independent Plaintiffs and Class
2 Plaintiffs.

3 5. Prior to the January 8, 2007 hearing, the parties shall meet-and-confer to try to
4 reach an agreement about a briefing schedule and the format of the briefs, and present any
5 agreements to the Court in the form of a proposed order.

6 **IT IS SO ORDERED.**

7 DATED: JAN 04 2007

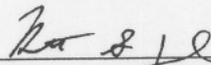


Hon. Ronald S. Prager
Coordination Trial Judge

10 APPROVED AS TO FORM:

11 Dated: 12/22/06

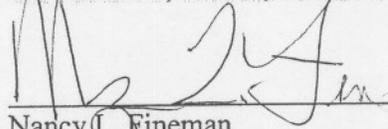
LeBOEUF, LAMB, GREENE & MacRAE LLP



Bennett G. Young
On behalf of all Defendants

15 Dated: 12/22/06

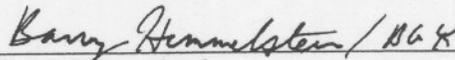
COTCHETT, PITRE, SIMON & MCCARTHY



Nancy L. Fineman
On behalf of the Independent Plaintiffs

20 Dated: 12/22/06

LIEFF, CABRASER, HEIMAN & BERNSTEIN, LLP



Barry Himmelstein
On behalf of the Class Plaintiffs.