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5
6 IN THE SUPERIOR COURT OF THE STATE OF ARIZONA
7
8 IN AND FOR THE COUNTY OF MARICOPA

9 ARIZONA CORPORATION)
10 COMMISSION,)

11 Plaintiff,)

12 v.)

13 TREND MANAGEMENT GROUP,)
14 INC.; TREND CAPITAL, L.L.C.,)

15 Defendants.)

Cause No. CV 2006-16822

ORDER RE: PETITION NO. 3
ESTABLISHING DOCUMENT
DEPOSITORY

(Assigned to Judge Ruth H. Hilliard)

16 The Receiver, having filed Petition No. 3, and the Court having considered same, and
17 it appearing to the Court that the matters requested by Petition No. 3 are reasonable, just and
18 appropriate:

19 NOW, THEREFORE, IT IS HEREBY ORDERED as follows:

20 1. The document depository procedures set forth below are designed to
21 accomplish the following:

a. Preserve the relevant documents and ensure their availability to the
Receiver and to the other Designated Parties;

1 4. Trend Management Related Proceeding means the following proceedings:

2 a. Any other action related to the conduct alleged in the Complaint filed in
3 the Administrative Action, (1) upon order of the Court in which the action is pending
4 and (2) upon agreement of all of the Designated Parties or upon notice to all
5 Designated Parties and order of the Receivership Court.

6 5. Document includes every writing of every type and description and any other
7 instrument or device by which, through which, or upon which information has been recorded
8 or preserved, including, but not limited to, memoranda, notes, letters, written documents,
9 drawings, canceled checks, tape recordings, electronic media of all types, voice recordings,
10 and photographs. The term “document” also means every copy of a document where such
11 copy is not an identical duplicate of the original. Everything covered by the definitions of
12 “writing”, “recording”, “photographs,” “original,” and “duplicate,” in Rule 1001 of the
13 Federal Rules of Evidence are included within the definition of “document.”

14 6. Document Depository means the facility under the control of the Administrator
15 in which all Related Documents will be stored until further order of this Court.

16 7. Depository Administrator or Administrator means the Receiver or other person
17 designated by the Receiver to operate the Document Depository.

18 8. Depository Custodian means the Receiver or any other qualified document
19 custodian, including Iron Mountain Incorporated.

20 9. Document Processor means the firm hired by the Receiver to organize number,
21 index and scan Related Documents as directed by the Administrator.

1 **Document Custodian**

2 14. The Document Custodian shall maintain custody of the Related Documents
3 deposited in the Document Depository and provide adequate facilities and measures to insure
4 the safety and integrity of the Related Documents and to insure compliance with the
5 requirements of this Order.

6 15. The Document Custodian shall provide each person allowed access to the
7 Related Documents as provided herein with a separate area large enough to review and study
8 the Related Document.

9 16. The Document Custodian shall provide access to the Related Documents only
10 to any Designated Party that desires to inspect the Related Documents. Anyone that desires to
11 inspect the Related Documents must make arrangements with the Receiver.

12 **Deposit of Related Documents**

13 17. The Receiver shall deposit in the Document Depository all Related Documents
14 obtained by the Receiver or his counsel from the Defendants or from any other party pursuant
15 to the orders or subpoenas of this Court, and copies of all reports, schedules and petitions
16 filed by the Receiver with the Receivership Court.

17 18. Designated Parties, within thirty days of acquiring possession or control of a
18 Related Document or of becoming a Designated Party, whichever is later, shall deliver to the
19 Administrator for deposit in the Document Depository all Related Documents in their
20 possession or control.

21 19. No Designated Party is required to deposit in the Document Depository any

1 Documents the disclosure of which are protected by any privilege or which are otherwise
2 confidential under applicable state or federal law.

3 **Alteration or Removal of Related Documents**

4 20. No Designated Party or any other person shall alter, deface or destroy any
5 Related Document or any document number, folder, box or label relating thereto.

6 21. No Designated Party or any other person shall remove any Related Document
7 from the Document Depository or alter the order, organization or box location of Related
8 Documents, except that:

9 a. The Administrator or Document Processor may temporarily remove
10 Related Documents for the purpose of scanning, indexing or copying such documents.

11 b. The Administrator or Document Processor may re-order or re-box
12 Related Documents as the Administrator deems necessary to permit the efficient
13 indexing and retrieval of the Related Documents.

14 c. A Government Investigator pursuant to lawful subpoena served on the
15 Administrator may remove a Related Document provided the Document is replaced
16 with a true and correct copy together with an indication of the date of the removal and
17 a copy of the subpoena pursuant to which the Document was removed.

18 **Scanning and Indexing Related Documents**

19 22. The Administrator may in his discretion select Related Documents to be
20 numbered, scanned and indexed. The costs of such scanning and indexing shall be paid by
21 the Receiver from the Receivership Assets or from funds provided by one or more of the

1 Designated Parties.

2 23. The index of documents shall include such information as determined
3 appropriate by the Administrator such as the beginning and ending document numbers and an
4 identification of the source of the Document.

5 24. Any Designated Party may request that any Related Documents, in addition to
6 those selected by the Administrator, be numbered, scanned or indexed, provided that the
7 Designated Party making such request pays to the Administrator the full costs of such
8 numbering, scanning or indexing as determined by the Administrator.

9 **Providing Electronic Copies of Scanned Images and the Document Index**

10 25. The Administrator shall provide to any Designated Party requesting same,
11 compact disks containing an electronic copy of the scanned images and document index.

12 26. In recognition of the substantial expense incurred by the Arizona Corporation
13 Commission in obtaining and organizing the substantial number of Related Documents
14 deposited by them into the Document Depository, the Administrator shall not charge the
15 Arizona Corporation Commission for disks of electronic copies of the scanned images or
16 document index.

17 **Access to Documents**

18 27. Unless otherwise ordered by the Receivership Court, neither the Administrator
19 nor the Document Custodian shall allow access to the Related Documents contained in the
20 Document Depository to any person or entity other than a Designated Party, the Document
21 Custodian, or the Document Processor as provided in this Order. To the extent that the

1 Receivership Court orders access to other persons, the Administrator shall ensure that such
2 access does not interfere with any access by Designated Parties and is otherwise consistent
3 with the procedures set forth in this Order.

4 28. Except as otherwise provided in paragraph 23(c) of this Order, no person shall
5 serve on the Administrator, the Receiver, the Document Processor or the Document
6 Custodian, a subpoena or other legal process or demand for the production of Related
7 Documents in the Document Depository or otherwise in their possession or control, or for the
8 production of the scanned images or indices. Any person desiring to obtain such Documents
9 or information shall submit a written request for same to the Receiver, and if such request has
10 not been responded to within sixty (60) days, such person may seek an order of the
11 Receivership Court with regard to the request with notice to all Designated Parties. The
12 Receiver may charge a reasonable fee for costs incurred by him in complying with such
13 requests, including but not limited to copying costs, staff time incurred in locating the
14 requested Documents, and fees for disks of scanned images and indices.

15 **Miscellaneous**

16 29. Each Designated Party shall pay the costs of moving its own Related
17 Documents to the Document Depository or in making its own copies of Related Documents.

18 30. Subject to any challenge to the authenticity of a Document, a Designated Party
19 may use in any proceeding copies of Related Documents obtained from the Document
20 Depository in place of original Related Documents.

21 31. Related Documents obtained from the Document Depository shall not be used,

1 directly or indirectly, for any commercial purpose but shall only be used by the Designated
2 Party acquiring the document for lawful purposes in connection with one of the Trend
3 Management Related Proceedings.

4 Dated: January 31, 2007

RUTH H. HILLIARD
Judge, 10th Superior Court

Honorable Ruth H. Hilliard

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