

**IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA**

Oklahoma Department of Securities)
ex rel. Irving L. Faught,)
Administrator,)
)
Plaintiff,)
)
v.)
)
Global West Funding, Ltd., Co,)
an Oklahoma limited liability company;)
Global West Financial LLC,)
an Oklahoma limited liability company;)
Sure Lock Financial, LLC,)
an Oklahoma limited liability company;)
The Wave-Goldmade, Ltd.,)
an unincorporated association;)
Brian McKye, an individual;)
Joe Don Johnson, an individual; and)
James Farnham, an individual,)
)
Defendants,)
)
and)
)
Heritage Estate Service LLC,)
an Oklahoma limited liability company,)
)
Relief Defendant)
)

Case No. CJ-2009-2773

FILED IN THE DISTRICT COURT
OKLAHOMA COUNTY, OKLA.

MAY - 8 2009

PATRICIA PRESLEY, COURT CLERK
by _____ DEPUTY

JOINT MOTION FOR PROTECTIVE ORDER

Pursuant to 12 O.S. § 3226(C), Defendants Storybook Properties, LLC, and Storybook Investments WA, LLC and Plaintiff, the Oklahoma Department of Securities, jointly move the Court for a Protective Order in the form submitted to the Court herewith. In support of the Motion, the Parties show the Court as follows:

1. On April 21, 2009, this Court entered a Temporary Restraining Order and Order for Accounting Regarding Storybook Defendants ("Order for Accounting"). The Order for

Accounting seeks the production of certain financial and business information of Storybook Properties, LLC, and Storybook Investments WA, LLC. The Accounting will contain confidential personal and business information in which both the Defendants and third-party Oklahoma investors have a legitimate privacy and confidentiality interest. *See* 12 O.S. § 3226(C)(1). Specifically, the Accounting contains trade secrets, confidential business and commercial information, and sensitive financial information which would cause injury to Defendants if such information were disclosed to a competitor. This Accounting also necessarily includes the private personal and financial information of a significant number of Oklahoma investors, the public disclosure of which could be harmful to these third parties.

2. In order to minimize the need to seek assistance from the Court regarding this issue, the parties conferred in good faith and agreed to a Protective Order (the proposed "Agreed Protective Order"), which is attached hereto as Exhibit A. The proposed Agreed Protective Order limits use of the Defendants' Accounting to the parties in this litigation and prohibits the use or dissemination of such information outside of the present litigation.

3. Section 3226(C)(1) of the Oklahoma Discovery Code, provides in relevant part:

Upon motion by a party or by the person from whom discovery is sought, . . . and for good cause shown, the court in which the action is pending . . . may enter any order which justice requires to protect a party or person from annoyance, harassment, embarrassment, oppression or undue delay, burden or expense

12 O.S. § 3226(C)(1). The proposed Protective Order will not prohibit discovery of Defendants' Accounting, but will merely limit the use to this litigation and protect the same from public disclosure.

4. The proposed Protective Order is necessary to ensure that while this confidential information may be utilized for purposes of discovery, such information will not be disseminated

to the detriment of Defendants or Defendants' investors beyond those attorneys, parties or persons working in connection with this lawsuit. Good cause exists for entry of the proposed Protective Order which will facilitate the goals of the Oklahoma Discovery Code.

WHEREFORE, Defendants Storybook Properties, LLC, and Storybook Investments WA, LLC and Plaintiff, the Oklahoma Department of Securities, jointly request that the Court enter the Agreed Protective Order attached hereto as Exhibit A.

Respectfully submitted,

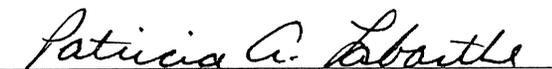


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AND



Patricia A. Labarthe, OBA #10391
Jennifer Shaw, OBA #20839
Oklahoma Department of Securities
120 North Robinson, Suite 860
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CERTIFICATE OF SERVICE

This is to certify that a true and correct copy of the above and foregoing Joint Motion for Protective Order was mailed, postage prepaid, this 4th day of May, 2009 to:

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Relief Defendant)
)

Case No. CJ-2009-2773

AGREED PROTECTIVE ORDER

Upon joint motion of Defendants Storybook Properties, LLC, and Storybook Investments WA, LLC, and Plaintiff, the Oklahoma Department of Securities, for a protective order which will have the effect of withholding from the public record the materials specified below, and the Court having considered the arguments relating thereto, it is hereby ordered:

1. The Court determines that it is necessary in the interests of justice to withhold the material specified herein from the public record, because the disclosure of the material would

EXHIBIT

A

jeopardize the legitimate privacy interests of third parties and could subject such individuals to needless hardships without advancing any interest in this litigation. Further, the material contains sensitive, private business and financial information of Storybook Properties, LLC, and Storybook Investments WA, LLC.

2. The material which is subject to this protective order is the following: Accounting of Defendants Storybook Properties, LLC, and Storybook Investments WA, LLC prepared in accordance with this Court's Order.

3. Defendants Storybook Properties, LLC, and Storybook Investments WA, LLC, shall place the material protected under this Order in a sealed manila envelope clearly marked with the caption and number of this case, and clearly marked with the legend: "THIS ENVELOPE CONTAINS CONFIDENTIAL INFORMATION AND IS SUBJECT TO A PROTECTIVE ORDER OF JUDGE GURICH ENTERED ON [Date]. The envelope shall not be opened nor the contents thereof displayed or revealed except by order of the Court."

4. Defendants shall file the accounting with Plaintiff. Plaintiff shall keep the material which is subject to this protective order confidential and shall not use the material except as provided herein, without further order of the Court.

5. The material which is subject to this Protective Order may be used and reviewed by any employee of the Oklahoma Department of Securities and any expert witness of Plaintiff in this case provided that such employee or expert has been provided with a copy of this Protective Order. Plaintiff shall not publish any part of the material to any third party without providing notice and opportunity to object to counsel for Storybook except at the request of a law enforcement or other governmental or regulatory agency or a self-regulatory organization as mandated by the Oklahoma Uniform Securities Act of 2004 or pursuant to paragraph 7 below.

6. Plaintiff shall take reasonable measures to keep the material confidential in the same manner it protects other confidential litigation material, but shall not be obligated to undertake any additional measures in that regard.

7. Nothing herein will prohibit parties from using any part of the protected material in any hearing or trial before this Court. Parties wishing to use any part of the protected material in filings before this Court, shall segregate the confidential portion, and that portion shall be filed under seal consistent with this Protective Order.

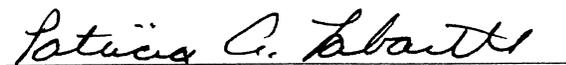
8. Nothing in this Protective Order shall preclude any party from applying to the Court for a modification of its terms, provided that the parties shall make a good faith effort to resolve the matter by agreement, prior to such application.

9. Any interested party may seek relief from the terms of this Protective Order. Any party seeking to utilize the information protected by this order in these proceedings shall seek further instructions from the Court on notice to all parties.

THIS ORDER IS ENTERED this _____ day of May, 2009, at __:__.m.

THE HONORABLE NOMA D. GURICH
Judge of the District Court

Agreed to by:



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Attorney for Storybook Defendants