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U.S. COURTS
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CLERK

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Attorneys for Defendant/Third-Party Plaintiff
InterDent Service Corporation

IN THE UNITED STATES DISTRICT COURT
DISTRICT OF IDAHO

POCATELLO DENTAL GROUP, P.C., an
Idaho professional corporation,

Plaintiff,

v.

INTERDENT SERVICE CORPORATION, a
Washington corporation,

Defendant.

INTERDENT SERVICE CORPORATION, a
Washington corporation,

Third-Party Plaintiff,

v.

POCATELLO DENTAL GROUP, P.C., an

Case No. CV-03-450-E-LMB

AFFIDAVIT OF SCOTT J. KAPLAN IN
SUPPORT OF MOTION FOR
PROTECTIVE ORDER BY
DEFENDANT/THIRD-PARTY
PLAINTIFF INTERDENT SERVICE
CORPORATION

AFFIDAVIT OF SCOTT J. KAPLAN IN SUPPORT OF MOTION FOR PROTECTIVE
ORDER BY DEFENDANT/THIRD-PARTY PLAINTIFF INTERDENT SERVICE
CORPORATION - 1

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Idaho professional corporation; DWIGHT G. ROMRIELL, individually; LARRY R. MISNER, JR., individually; PORTER SUTTON, individually; ERNEST SUTTON, individually; GREGORY ROMRIELL, individually; ERROL ORMOND, individually; and ARNOLD GOODLIFFE, individually,

Third-Party Defendants.

STATE OF OREGON)
) ss.
County of Multnomah)

I, Scott J. Kaplan, being first duly sworn, state as follows:

1. I am a member of Stoel Rives LLP, counsel for defendant/third-party plaintiff InterDent Service Corporation ("ISC") in this case.

2. In response to plaintiff's discovery requests, ISC has identified for production documents containing ISC internal financial information, patient names, dental treatment information and billing information. We have withheld production of these documents pending entry of a protective order.

3. On May 18, 2004, I first circulated a form of stipulated protective order. In response, I received signatures from Mr. Kerl, counsel for plaintiff, and Mr. Hearn, counsel for current or former third-party defendants Misner, Ernest Sutton and David Porter Sutton. However, Mr. Hawkes, counsel for third-party defendants Dwight G. Romriell, Gregory Romriell, Errol Ormond and Arnold Goodliffe, has refused to sign the form of order. The form of order with counsel's signatures is attached as Exhibit 1.

4. I have offered to work with Mr. Hawkes on the language of the form of order. I have attempted to contact him by telephone and in person to do so, without success. Mr. Hawkes

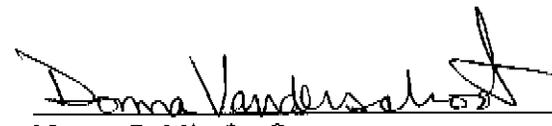
indicated that he had "philosophical objections" to protective orders—objections, as I understand them, that are applicable to products liability or consumer cases rather than this business dispute.

DATED: July 12, 2004.



Scott J. Kaplan

SUBSCRIBED AND SWORN to before me this 15th day of July, 2004.



Notary Public for Oregon



AFFIDAVIT OF SCOTT J. KAPLAN IN SUPPORT OF MOTION FOR PROTECTIVE
ORDER BY DEFENDANT/THIRD-PARTY PLAINTIFF INTERDENT SERVICE
CORPORATION - 3

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***See Signature Page for Additional Counsel
Information***

IN THE UNITED STATES DISTRICT COURT
DISTRICT OF IDAHO

POCATELLO DENTAL GROUP, P.C., an
Idaho professional corporation,

Plaintiff,

v.

INTERDENT SERVICE CORPORATION, a
Washington corporation,

Defendant.

INTERDENT SERVICE CORPORATION, a
Washington corporation,

Third-Party Plaintiff,

Case No. CV-03-450-E-LMB
STIPULATED PROTECTIVE ORDER

v.

POCATELLO DENTAL GROUP, P.C., an Idaho professional corporation; DWIGHT G. ROMRIELL, individually; LARRY R. MISNER, JR., individually; PORTER SUTTON, individually; ERNEST SUTTON, individually; GREGORY ROMRIELL, individually; ERROL ORMOND, individually; and ARNOLD GOODLIFFE, individually,

Third-Party Defendants.

It appears to the Court that a Protective Order will assist the parties in conducting discovery allowing production of confidential patient health information protected by the Health Insurance Portability and Accountability Act of 1996 ("HIPAA") and the regulations enacted pursuant to HIPAA, as well as proprietary and confidential business information. Specifically, this Protective Order is intended to comply with the requirements of 45 CFR § 164.512(e)(1)(v). It is therefore

ORDERED that:

1. As in this Order, the word "document" or "documents" shall mean all written, recorded or graphic matter whatsoever, including but not limited to contracts, agreements, correspondence, telegrams, telexes or facsimiles thereof, computer printouts, records, data, reports, schedules, diaries, invoices, purchase orders, licenses, permits, delivery receipts, bills of lading, log books, accounting records and worksheets, charts, notes, estimates, summaries, inventories, minutes of meetings and memoranda, including intercorporate, intracorporate, interoffice and intraoffice memoranda, and memoranda regarding conferences, conversations or telephone conversations, and any and all other taped, recorded, filmed, written or typed matters of any kind or description.

2. As used in this Order, the word "party" shall mean a party to this action that has agreed or is ordered by the Court to be subject to this terms of this Order.

3. Any document or tangible thing containing patient health information, confidential, personal, personnel, trade secret, or competitively sensitive or proprietary information may be designated as confidential information and shall be identified as confidential by a mark labeling the item "CONFIDENTIAL."

4. All documents, testimony and other information in any other form produced by any party to this action and all information contained in said documents or materials that are "CONFIDENTIAL" may be utilized only for the purposes of this action.

5. Except as required by law, documents and other materials identified as CONFIDENTIAL and the information contained therein may be revealed only to the following persons:

- a. Employees of a party and of a party's insurer;
- b. Counsel for a party, including counsel's associates and staff;
- c. Experts or consultants retained or selected by a party or counsel in this action to assist in the defense or prosecution of the party's claims.
- d. To witnesses or deponents in this action, but only in connection with depositions or preparation for or trial in this action.

6. Persons authorized to review documents under paragraph 5, above, shall not reveal the documents or disclose any of the contents thereof to any persons not so authorized under paragraph 5 without the prior approval of the producing party upon not less than ten (10) days' notice.

7. Persons authorized to review documents under paragraph 5, above, shall be provided a copy of this Agreement before actual access and shall be bound by its contents.

8. In the event a party seeks to use protected materials in support of or opposition to any motion that requires the protected materials be filed with the Court, the materials will be filed under seal, designated "CONFIDENTIAL." In the event a party seeks to use protected materials at trial, the manner of filing the materials as exhibits and the mechanics for the use of such materials at trial shall be such as to attempt to maintain the confidentiality of the documents. Where protected materials are used in depositions, those portions of the deposition transcripts describing or incorporating any protected materials shall be designated CONFIDENTIAL.

9. Because of the large volume of documents and information produced, the parties anticipate that there may be inadvertent production of privileged material. Inadvertent production of privileged material shall not constitute a waiver of any applicable privilege. Upon the discovery of such inadvertent production, the producing party shall be notified by the parties in receipt of the material, who will promptly either return or destroy the material.

10. In the event any party objects to the designation of a document designated as CONFIDENTIAL, or argues that the inadvertent production of documents or information constitutes a waiver of privilege, the objecting party or person shall notify the producing party in writing of such objection, specifying the document or information at issue. If the producing and the objecting party or person are unable to agree on a resolution of the dispute after consultation with one another consistent with the Local Rules for the U.S. District Court for the District of Idaho regarding conferring over discovery motions, the objecting party or person shall file a motion with the Court requesting the Court to resolve the issue of confidentiality or waiver of

privilege of the document pursuant to paragraphs 3 or 4 of this Order. In the event a party requests the Court to rule on whether a document is legitimately confidential, the burden of proving the confidentiality of the documents or information at issue will be as set forth in Fed. R. Civ. P. 26(c).

11. The provisions of this Order, including the definition of “documents” set forth herein, shall not determine whether and to what extent any document or information is discoverable or admissible into evidence in any court or litigation. This Order shall not be construed as an agreement or admission with respect to authenticity, competency, relevance, materiality, or discoverability of any information, document, or thing disclosed by any party.

12. The confidentiality of material produced in the production is to be preserved both during and after the resolution of this action. Within thirty (30) days of such final resolution, the producing party may request in writing that such material be returned or destroyed. Counsel for a party may, however, retain copies, summaries, abstracts, or excerpts of such material to the extent necessary to substantiate services rendered on behalf of and/or advice given to that party in connection with this action. The confidentiality of any material or information retained by counsel will be preserved.

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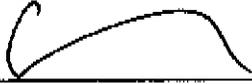
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13. This Stipulation may be executed in facsimile counterparts.

DATED: 5/19, 2004.

STOEL RIVES LLP

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Scott J. Kaplan, pro hac vice

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and Dr. Porter Sutton

Attorney for Third-Party Defendants
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Romriell, Dr. Errol Ormond and
Dr. Arnold Goodliffe

IT IS HEREBY ORDERED this ____ day of _____, 2004.

U.S. Magistrate Judge

13. This Stipulation may be executed in facsimile counterparts.

DATED: 5/18, 2004.

STOEL RIVES LLP


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 Plaintiff InterDent Service Corporation

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 Dr. Arnold Goodliffe

IT IS HEREBY ORDERED this ____ day of _____, 2004.

 U.S. Magistrate Judge

STIPULATED PROTECTIVE ORDER - 6

Parfiled3-1476864.1 0021164-00081

EXHIBIT 1
 Page 7 of 8

13. This Stipulation may be executed in facsimile counterparts.

- DATED: 5/18, 2004.

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Dr. Arnold Goodliffe

IT IS HEREBY ORDERED this _____ day of _____, 2004.

U.S. Magistrate Judge

STIPULATED PROTECTIVE ORDER - 6

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TOTAL P.02

EXHIBIT 1
Page 8 of 8

CERTIFICATE OF SERVICE

I hereby certify that I served the foregoing **Affidavit of Scott J. Kaplan in Support of Motion for Protective Order by Defendant/Third-Party Plaintiff InterDent Service Corporation** on the following named persons on the date indicated below by

- mailing with postage prepaid
- hand delivery
- facsimile transmission
- overnight delivery

to said persons a true copy thereof, contained in a sealed envelope, addressed to said persons at his or her last-known addresses indicated below.

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Errol Ormond and Arnold Goodliffe

DATED: July 19, 2004.



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InterDent Service Corporation