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EASTERN DISTRICT OF KENTUCKY
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UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF KENTUCKY
(LEXINGTON DIVISION)

JAN 31 2002

AT LEXINGTON
JERRY D. TRUITT, CLERK
U.S. BANKRUPTCY COURT

In re:

LODESTAR ENERGY INC.
LODESTAR HOLDINGS, INC.

Debtors.

LODESTAR ENERGY INC. AND
LODESTAR HOLDINGS, INC.,

Plaintiffs,

v.

THE STATE OF UTAH, et al.,

Defendants.

) Case Nos. 01-50969 and 01-50972

) Chapter 11

) Jointly Administered under
) Case No. 01-50969

) Judge Joseph M. Scott, Jr.

) Adv. Pro. No. 02-5001

PROTECTIVE ORDER

This matter came before the Court on the Emergency Motion for Protective Order for Plaintiffs' Confidential Information relating to Plaintiffs Disclosures Of Exhibits Pursuant To Order; and Plaintiffs being entitled to protection pursuant to 11 U.S.C. § 107(b); and it appearing that the relief requested is in the best interests of Plaintiffs' estates, and other parties in interest; and after due deliberation and good cause appearing therefore; it is hereby ORDERED that:

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DIVISION OF
OIL, GAS AND MINING

(1) Exhibit F shall be filed with the Court in a sealed envelope, which shall not be opened (other than by the Court itself) except upon further order of the Court. The caption of the case shall appear on the outside of such envelope. The following language shall also appear conspicuously on the outside of such envelope: "THE MATERIAL ENCLOSED HEREIN IS FILED IN CONNECTION WITH DEBTORS' MOTION FOR AN ORDER PERMITTING EXHIBIT "F", FILED JANUARY 22, 2002, TO BE FILED UNDER PROTECTIVE SEAL. SUCH MATERIAL CONTAINS CONFIDENTIAL COMMERCIAL INFORMATION OF THE PLAINTIFFS AND IS SUBJECT TO THE COURT'S PROTECTIVE ORDER ENTERED JAN 31 2002. THIS ENVELOPE SHALL NOT BE OPENED EXCEPT UPON FURTHER ORDER OF THE COURT."

(2) Debtor shall serve copies of the Amendment and the Original Agreement only upon the following persons: Matthew B. Bunch, Esq., Co-Counsel for and State of Utah; John Maycock, Esq., Assistant Attorney General, State of Utah; Mark Shurtleff, Attorney General, State of Utah; Kathleen Clarke, Executive Director, State of Utah Department of Natural Resources, Division of Oil, Gas & Mining; Lowell P. Braxton, Division Director, State of Utah Department of Natural Resources, Division of Oil, Gas & Mining; Robert V. Sartin, Esq., Sawyer & Glancy, PLLC, Counsel for Wexford Capital LLC, Wexford Spectrum Investors, LLC, Solitair Corp. and Valentis Investors, LLC.

(3) The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

(4) This Order shall expire 120 days from the date of its entry without prejudice to the right of Debtors or any other party in interest to request a later expiration date.

IT IS SO ORDERED.

Dated: JAN 31 2002



HON. JOSEPH M. SCOTT, JR., JUDGE
UNITED STATES BANKRUPTCY COURT

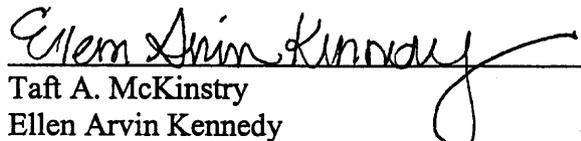
Tendered by:

SQUIRE, SANDERS & DEMPSEY L.L.P.

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**COUNSEL FOR DEBTORS
AND DEBTORS IN POSSESSION**

Pursuant to Local Rule 9022-1(c), Taft A. McKinstry or Ellen Arvin Kennedy shall cause a copy of this Order to be served on each of the parties designated to receive this order pursuant to Local Rule 9022-1(a) and shall file with the Court a certificate of service of the Order upon such parties within ten (10) days hereof.