

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
	:	
THE ROMAN CATHOLIC DIOCESE OF	:	Case No. 20-12345 (SCC)
ROCKVILLE CENTRE, NEW YORK, ¹	:	
	:	
Debtor.	:	

**JOINT STIPULATION AND
PROTECTIVE ORDER CONCERNING THE
PRODUCTION OF THE REPORT OF THE INDEPENDENT
ADVISORY COMMITTEE APPOINTED BY THE BOARD OF TRUSTEES
OF THE DEBTOR TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

WHEREAS, on February 12, 2021, the Official Committee of Unsecured Creditors (the “Committee”) filed its *Motion of the Official Committee of Unsecured Creditors for Entry of an Order Pursuant to Bankruptcy Rule 2004 Authorizing Examinations and Production of Documents* [Docket No. 358] (the “Rule 2004 Motion”), seeking, among other things, the Report of the Independent Advisory Committee Appointed by the Board of Trustees of the Roman Catholic Diocese of Rockville Centre, New York (the “IAC Report”);

WHEREAS, on February 22, 2021, the Debtor filed the *Debtor’s Objection to Motion by the Official Committee of Unsecured Creditors for Entry of an Order Pursuant to Bankruptcy Rule 2004 Authorizing Examinations and Production of Documents* [Docket No. 369] (the “Rule 2004 Objection”);

¹ The Debtor in this chapter 11 case is The Roman Catholic Diocese of Rockville Centre, New York, the last four digits of its federal tax identification number are 7437, and its mailing address is 50 North Park Avenue P.O. Box 9023, Rockville Centre, NY 11571-9023.

WHEREAS, the Debtor and the Committee have conferred at various times with respect to the substance of the Rule 2004 Motion, the substance of the Rule 2004 Objection, and various possible consensual resolutions of the issues presented in each filing; and

WHEREAS, the parties consensually agree to the full and final resolution of the issues presented by the Rule 2004 Motion and the Rule 2004 Objection as set forth in this joint stipulation and agreed order (this “Joint Stipulation and Order”).

After due deliberation and sufficient cause appearing therefor, **THE COURT FINDS AND CONCLUDES THAT:**

A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012. This is a core proceeding under 28 U.S.C. § 157(b)(2). The Debtor and the Committee confirm their consent to the entry of a final order or judgment by the Court if it is determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution. Venue in this district is proper under 28 U.S.C. §§ 1408 and 1409.

B. Due and proper notice of the Rule 2004 Motion has been given, and no other or further notice is necessary or required.

Based on the foregoing, **IT IS HEREBY ORDERED THAT:**

1. The Debtor will produce the IAC Report, its exhibits, its appendices, and the underlying documents the Debtor made available to the IAC and its professionals during the IAC’s investigation (collectively, the “IAC Documents”) to counsel and financial advisors to the Committee (and to any other professionals retained by the Committee so designated by counsel to the Committee on five business days’ notice to counsel to the Debtor) (collectively, the

“Committee Professionals”). For expediency’s sake, the Debtor may designate any and all of the IAC Documents as Professional Eyes’ Only (as defined below). The Committee Professionals shall keep the IAC Documents strictly confidential.

2. Professional Eyes’ Only means, for the purposes of this Joint Stipulation and Order, that the only individuals authorized to view or to be granted access to such documents are the Committee Professionals. Any document protected by attorney-client privilege, attorney work product doctrine, and all other applicable protections of similar effect shall be designated as Professional Eyes’ Only. The Committee Professionals may, at any time, notify the Debtor in writing via email to the undersigned counsel to the Debtor (a “Dispute Notice”) that the Committee Professionals do not concur in the designation of an identified document or documents or other material as Professional Eyes’ Only (a “Disputed Item”). If the Debtor agrees with the Dispute Notice, the Disputed Item will thereafter be designated as Confidential Information in accordance with the *Confidentiality Agreement and Protective Order Between the Debtor and Official Committee of Unsecured Creditors* [Docket No. 320]. If the Debtor does not agree with the Dispute Notice and the Debtor and the Committee cannot agree on the designation of the Disputed Item within ten (10) business days of the Debtor’s receipt of the Dispute Notice, the Committee may move before the Bankruptcy Court on notice to the Debtor for an order removing the designation of such Disputed Items as Professional Eyes’ Only. Until such time as the Bankruptcy Court shall have entered a final, non-appealable order determining that the Disputed Item is not Professional Eyes’ Only, the Disputed Item shall remain, and shall be treated in all respects, as Professional Eyes’ Only hereunder.

3. All Committee Professionals shall take reasonable precautions to preserve and protect the privileges and protections of any asserted attorney-client privilege, asserted attorney

work product doctrine, and all other allegedly applicable protections of similar effect. Committee Professionals shall not be authorized to waive any asserted privileges and protections, which belong to the Debtor. Any purported waiver of an asserted privilege or protection shall have no force or effect.

4. The IAC Documents will be produced by the Debtor on a rolling basis; provided, however, that the IAC Report will be produced to counsel to the Committee within 48 hours of entry of this Joint Stipulation and Order.

5. The Debtor continues to assert that the IAC Report and certain other materials that are included in the IAC Documents are protected by the attorney-client privilege and/or work-product doctrine and, if they so are, they will remain so notwithstanding the production of these materials to the Committee and, in accordance with the terms of this Joint Stipulation and Order, will remain protected. The Debtor's production of the IAC Documents to the Committee Professionals shall not waive any asserted privileges and protections of the attorney-client privilege, the attorney work product doctrine, or any other applicable protection of similar effect. To the extent such privileges and rights exist, they are hereby asserted and preserved in their entirety as provided in Federal Rule of Evidence 502(d), (e).

6. In light of the protections afforded by this Joint Stipulation and Order, including protections pursuant to Federal Rule of Evidence 502, the Debtor will not withhold or redact any of the IAC Documents from production to the Committee, and, accordingly, is not required to create a privilege log in connection with its production to the Committee.

7. This Joint Stipulation and Order fully and finally resolves the Rule 2004 Motion.

8. Each parties' rights with respect to any resolution of the potential claims referenced in the IAC Documents are preserved.

9. The Debtor and the Committee are authorized to take all actions necessary or appropriate to carry out this Joint Stipulation and Order.

10. This Court shall retain exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Joint Stipulation and Order.

STIPULATED AND AGREED TO BY:

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*Counsel to the Official
Committee of Unsecured Creditors*

SO ORDERED:

New York, New York
Dated: March 5, 2021

/S/ Shelley C. Chapman
THE HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE