

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

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UNITED STATES OF AMERICA

- against -

COMPUTER ASSOCIATES
INTERNATIONAL, INC.,

Defendant.

Cr. No. 04-837 (ILG)

FILED
IN CLERK'S OFFICE
U.S. DISTRICT COURT E.D.N.Y.
★ APR 14 2005 ★

P.M. _____
TIME A.M. _____

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SECURITIES AND EXCHANGE
COMMISSION

- against -

COMPUTER ASSOCIATES
INTERNATIONAL, INC.,

Defendant.

04 Civ. 4088 (ILG)

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STIPULATED AND AGREED PROTECTIVE ORDER

WHEREAS, on March 16, 2005, the Court entered an Order appointing Lee S. Richards as Independent Examiner pursuant to both the Deferred Prosecution Agreement ("DPA") executed between the United States Attorney's Office for the Eastern District of New York (the "USAO") and Computer Associates International, Inc. ("CA") in connection with the above-captioned criminal case and the Final Consent Judgment of Permanent Injunction and Other Relief ("Final Judgment") consented to by CA in connection with the above captioned civil case brought by the Securities and Exchange Commission (the "SEC") (the "March 16 Order"); and

WHEREAS, the Independent Examiner is an agent and fiduciary of this Court and shall not owe any fiduciary duties or other duties or obligations of any kind to CA or CA's directors, officers, employees, shareholders, bondholders or creditors, or any person or entity other than this Court; and

WHEREAS, the Independent Examiner will retain agents, counsel, accountants and other experts to assist him in fulfilling his duties under the March 16 Order; and

WHEREAS, in order to fulfill his duties, the Independent Examiner and his agents, counsel, accountants and other experts may need to obtain confidential documents and information, including documents and information that may reflect work product and/or be otherwise protected by applicable privileges;

WHEREAS, the Independent Examiner and his agents, counsel, accountants and other experts will conduct interviews, draft analyses and prepare files, notes and other documentation reflecting their work and mental impressions for which special protection is required from public disclosure and from use other than the fulfillment of the duties of the Independent Examiner as set forth in the March 16 Order;

WHEREAS, the Independent Examiner seeks to fulfill his duties under the March 16 Order without fear that the fruits of his investigation and examination will be disclosed or made accessible to any person, corporation, partnership, firm agency, association or any other entity other than this Court; and

WHEREAS, under concepts of quasi-judicial immunity, court appointed examiners are typically afforded protection from discovery of the testimony, documents and other information that they obtain through their court-appointed powers;

IT IS HEREBY ORDERED that:

1. All information obtained by the Independent Examiner and his agents, counsel, accountants and other experts shall be used solely in furtherance of fulfilling the duties of the Independent Examiner as set forth in the March 16 Order and shall not be disclosed to or made accessible to any person, corporation, partnership, firm, agency, association or any other entity other than this Court and, to the extent deemed necessary by the Independent Examiner to fulfill his duties under the March 16 Order, representatives of (i) the United States Attorney's Office, (ii) the Securities and Exchange Commission and/or (iii) CA.

2. Any disclosure to the Independent Examiner and his agents, counsel, accountants and other experts which is otherwise protected from discovery by third parties because of work product protection and/or applicable privileges shall be deemed made under the order of this Court and such disclosure shall not constitute in any forum, venue, case, proceeding or court a waiver of the applicable protections or privileges.

3. The files, notes and mental processes of the Independent Examiner and those of his agents, counsel, accountants and other experts shall be protected from disclosure to any person, corporation, partnership, firm agency, association or any other entity other than this Court.

4. The Independent Examiner and his agents, counsel, accountants and other experts shall not be required to answer any subpoena seeking materials referenced in paragraphs one and two of this Order and shall not be subject to any depositions or other discovery requests.

Dated: Brooklyn, New York
March 31, 2005

THE HONORABLE I. LEO GLASSER
UNITED STATES DISTRICT JUDGE

AGREED AND CONSENTED TO BY:

INDEPENDENT EXAMINER

Lee S. Richards
Lee S. Richards, Esq.
Richards, Spears, Kibbe & Orbe

ROSLYNN R. MAUSKOPF
UNITED STATES ATTORNEY
EASTERN DISTRICT OF NEW YORK

By: David B. Pitofsky
David B. Pitofsky
Assistant U.S. Attorney

COMPUTER ASSOCIATES
INTERNATIONAL, INC.

Robert J. Giuffra
Robert Giuffra, Esq.
Counsel to Computer Associates
International, Inc.

Eric O. Corngold
Eric O. Corngold
Chief, Business & Securities Fraud Section

U.S. SECURITIES AND EXCHANGE
COMMISSION

By: Alexander Vasilescu
Alexander Vasilescu
Senior Trial Counsel