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1 The Court also resolved various discovery disputes between the parties (which may be provided
2 for in a separate order) and established certain procedures for the hearing on the Trustee's
3 Motion. The Court conducted telephonic hearing on August 28, 2002 to resolve various disputes
4 among the parties concerning the procedures for the hearing on the Trustee's Motion.

5 Appearances were stated on the record and were as follows: (i) the Trustee, by her
6 counsel, Kenneth H. Brown, Esq. and Doug Sullivan, Esq.; (ii) Canadian Imperial Bank of
7 Commerce, as agent for the prepetition secured lenders (the "Agent"), by its counsel, Shalom
8 Kohn, Esq.; (iii) Verizon Communications Inc., ("Verizon"), by its counsel; (iv) the law firm of
9 Hennigan, Bennett & Dorman LLP ("HBD"), counsel for a group of bondholders who are holders
10 of certain 12 7/8% notes due 2010 ("Bondholder Group"); and (v) Barry Tagawa, Esq.
11 ("Tagawa"), counsel for Frank Harding, the holder of 131,200 shares of the common stock of
12 NorthPoint Communications Group, Inc. The Court has received and considered, the Bondholder
13 Group's motion to continue the hearing on the Motion, the oppositions thereto, and all other
14 pleadings filed in support and in opposition the motion to continue, the arguments of counsel and
15 all matters of which the Court may take judicial notice and the record in the Debtors' jointly
16 administered chapter 11 and chapter 7 cases, and good cause appearing therefore,

17 **IT IS HEREBY ORDERED** that:

18 1. HBD and Tagawa shall execute the confidentiality agreement attached
19 hereto as Exhibit "A" ("Confidentiality Agreement") as a condition to production of documents
20 by the Trustee or its special litigation counsel, Folger Levin & Kahn LLP ("FLK").
21 Notwithstanding the terms of the Confidentiality Agreement, HBD and Tagawa are authorized to
22 use such documents for the purposes set forth in Paragraph 2 of this Order. Any documents
23 produced by the Trustee to HBD or Tagawa, and or their contents, may be disclosed only to (i)
24 their partners, associates, paralegal assistants, secretaries and clerical and administrative
25 personnel who are full time employees of HBD or Tagawa and are engaged in the evaluation of
26 the Verizon settlement or the preparation for the hearing on approval of the Verizon settlement
27 (including any appeal); and (ii) experts and consultants retained by HBD or Tagawa for the
28 purpose of assisting them in the evaluation of the Verizon settlement or to provide testimony or