

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF KANSAS
KANSAS CITY, KANSAS**

MEDICAL SUPPLY CHAIN, INC.,)	
)	
Plaintiff,)	
)	
v.)	Case No. 05-2299-CM
)	
NOVATION, LLC, et al.,)	
)	
Defendants.)	

DEFENDANTS’ MOTION TO FILE EXHIBITS UNDER SEAL

Pursuant to D. Kan. Local Rule 5.4.6, the below-named Defendants collectively move this Court for an Order allowing them to file, under seal, three exhibits supporting these Defendants’ contemporaneously-filed Motion for Attorneys’ Fees. In support of this motion, Defendants state:

1. On March 7, 2006, this Court entered a Memorandum and Order granting Defendants’ motions to dismiss Plaintiff’s Complaint for failure to state a claim upon which relief can be granted. In that Memorandum and Order, the Court also granted Defendants’ Motion for Sanctions.

2. Pursuant to the Court’s March 7, 2006 Memorandum and Order, Defendants have contemporaneously filed a Motion for Attorneys’ Fees and Memorandum in Support of Motion for Attorneys’ Fees.

3. Three exhibits that are referenced in, and intended to accompany, Defendants’ Memorandum in Support have not been filed. Those exhibits are: (1) billing records for March 2005 through February 2006 setting forth the attorneys’ fees sought by Defendants (Exhibits A, B); and (2) the Declaration of Mark A. Olthoff (Exhibit C), which verifies the amount of attorneys’ fees sought by Defendants.

4. The billing records contain detailed descriptions of the work performed by counsel for Defendants in representing Defendants during the course of the case. The Declaration of Mark A. Olthoff contains rate information in explaining and verifying the attorneys' fees sought.

5. Based on the sensitive nature of the information contained in the billing records and Declaration, and Defendants' desire to keep the information confidential, Defendants respectfully request that the Court enter an Order allowing Defendants to file the billing records and Declaration under seal, with access limited to the Court, the attorneys of record, and the parties to this case.

6. Plaintiff will not be prejudiced by an Order allowing the billing records and the Declaration to be filed under seal because it will nevertheless have full access to both documents.

7. Defendants further request that the Court not permit any person identified in Paragraph 5, with access to such records, to publish or otherwise use these records in any manner other than these proceedings or any appeal thereof.

8. A proposed Order will be submitted to the Court via e-mail upon the filing of this Motion.

WHEREFORE, Defendants respectfully request that the Court enter an Order granting them leave to file under seal the billing records (Exhibits A, B) and Declaration of Mark A. Olthoff (Exhibit C) supporting Defendants' Motion for Attorneys' Fees.

/s/ Mark A. Olthoff

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CERTIFICATE OF SERVICE

I hereby certify a true and correct copy of the above item was filed in PDF format with the Court pursuant to its *Case Management / Electronic Case Files* program and thereby a notice of filing was e-mailed to counsel of record herein, all on the 27th day of March, 2006.

/s/ Mark A. Olthoff

Attorney for Defendants