

UNITED STATES OF AMERICA  
Before the  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

ADMINISTRATIVE PROCEEDINGS RULINGS  
Release No. 2175/January 2, 2015

ADMINISTRATIVE PROCEEDING  
File No. 3-16000

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In the Matter of

HOUSTON AMERICAN ENERGY CORP.,	:	
JOHN F. TERWILLIGER, JR.,	:	PROTECTIVE ORDER
UNDISCOVERED EQUITIES INC., and	:	
KEVIN T. MCKNIGHT	:	

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On December 31, 2014, this Office received an agreed Motion for the Entry of Protective Order (“Motion”) from Respondents Houston American Energy Corp. and John F. Terwilliger (collectively “Houston American Respondents”) to protect the confidential, proprietary, and trade secret information contained in documents subject to the Subpoena Duces Tecum to Columbia Wanger Asset Management, LLC (“Columbia Wanger”). The subpoena was issued on December 22, 2014, at the request of the Houston American Respondents. The Division of Enforcement (Division), Columbia Wanger, and the Houston American Respondents have agreed that the information subject to the subpoena should be protected from disclosure.

IT IS THEREFORE ORDERED that the following provisions shall govern the production, handling, and review of the documents produced by Columbia Wanger to the Houston American Respondents and the Division in response to the Subpoena Duces Tecum issued on December 22, 2014, at the request of Houston American Respondents, including those documents identified in Request No. 1 of that subpoena, which have now been produced to the Division (“Subject Documents”).

1. Except as otherwise provided herein, the attorneys employed by the law firms that have been engaged to represent the Houston American Respondents in this proceeding (Respondents’ Counsel) and the Division shall not disclose the Subject Documents or any information contained therein to any person other than: (a) the Houston American Respondents; (b) office personnel of the Respondents’ Counsel who are engaged in the preparation for the hearing in this proceeding; (c) independent outside persons (*i.e.*, persons not employees of or business consultants of a Respondent) requested by Respondents’ Counsel to furnish technical or expert services or to give testimony in this proceeding who execute an acknowledgment agreeing to be bound by and to comply with the terms of this Protective Order; (d) the presiding Administrative Law Judge, including necessary administrative,

stenographic, secretarial, and clerk personnel assisting the Administrative Law Judge; (e) the Securities and Exchange Commission Commissioners (Commission or Commissioners) and their designated staff; (f) the person or entity whose confidential, proprietary, and trade-secret information are reflected in the Subject Documents; (g) persons other than those listed in subpart 2(e) who are potential witnesses in the administrative proceeding, provided that those persons so identified shall execute an acknowledgement agreeing to be bound by and to comply with the terms of this Protective Order, and shall not be permitted to keep copies of the documents; and (h) any other persons as the parties and non-party Columbia Wanger may agree to in writing or as the Commissioners or Administrative Law Judge may, upon hearing, so direct.

2. All persons obtaining access to the Subject Documents including Respondents' Counsel, the Houston American Respondents, and the Division, shall use those documents and that information solely for preparation for the hearing in this proceeding, including any appeal, and shall not use those documents or information for any other purpose. In no event, other than during the presentation of evidence in the public hearing in this matter, shall the Subject Documents be disclosed to any person other than: (a) the Houston American Respondents and Respondents' Counsel and their office personnel engaged in the preparation for the hearing in this proceeding; (b) independent outside persons (*i.e.*, persons not employees of or business consultants of a Respondent) requested by Respondents' Counsel to furnish technical or expert services or to give testimony in this proceeding who execute an acknowledgment agreeing to be bound by and to comply with the terms of this Protective Order; (c) the Division and their office personnel engaged in the preparation for the hearing in this proceeding; (d) independent outside persons (*i.e.*, persons not employees of or business consultants of the Division) requested by the Division to furnish technical or expert services or to give testimony in this proceeding who execute an acknowledgment agreeing to be bound by and to comply with the terms of this Protective Order; (e) the Administrative Law Judge, including necessary administrative, stenographic, secretarial, and clerk personnel assisting the Judge; (f) the person or entity whose confidential, proprietary, and trade-secret information are reflected in the Subject Documents; (g) persons other than those listed in subpart 2(f) who are potential witnesses in the administrative proceeding, provided that those persons so identified shall execute an acknowledgement agreeing to be bound by and to comply with the terms of this Protective Order, and shall not be permitted to keep copies of the documents; and (h) any other persons as the parties and non-party Columbia Wanger may agree to in writing or on the record, or as the Commissioners or Administrative Law Judge may, upon hearing, so direct. The acknowledgement required to be executed by each independent outside person to whom disclosure may be made shall be retained by the Respondents' Counsel or the Division that engages such person and need not be disclosed except at the direction of the Administrative Law Judge.
3. If the Houston American Respondents or the Division file any of the Subject Documents with the Commission without first providing advance notice to non-party Columbia Wanger, those documents filed shall be (a) clearly labeled on the cover

page as containing confidential information subject to this Protective Order and (b) filed in sealed envelopes or other appropriate sealed containers on which shall be listed the title of this proceeding, an indication of the nature of its contents, and a statement substantially in the following terms:

CONFIDENTIAL. Filed Pursuant to Protective Order. Not to be opened nor the contents revealed except (1) to the Administrative Law Judge and his staff in the Commission's Office of Administrative Law Judges; (2) the Commissioners and their staff; (3) by agreement of the parties and Columbia Wanger; or (4) by prior order of the Administrative Law Judge or the Commission.

4. The Houston American Respondents or the Division may file the Subject Documents with the Commission in unsealed form provided that Respondents' Counsel or the Division provide to non-party Columbia Wanger a written list of the specific Subject Documents it intends to file. Within ten business days after receipt of this notice, non-party Columbia Wanger will state whether it has any objection to the filing of any such documents in unsealed form. In the event of a dispute between Respondents' Counsel or the Division, on the one hand, and non-party Columbia Wanger, on the other hand, as to whether any of the Subject Documents or the information derived from those documents should be filed without sealing, that dispute shall be submitted to the Administrative Law Judge for a ruling.
5. If any party receiving the Subject Documents or information contained therein (a) is subpoenaed in another action or proceeding, served with a demand in another action or proceeding in which it is a party, or is served with any other legal process (or other request for production with which it intends to comply) seeking the Subject Documents or information contained therein; or (b) is subject to a court order, administrative ruling, or statutory or regulatory obligation seeking to compel the disclosure of any such material (collectively, a compelled disclosure), the party shall give actual prompt written notice to counsel for non-party Columbia Wanger by hand, email or facsimile transmission, but in no event later than three (3) business days after receipt of such compelled disclosure. Unless otherwise ordered by a court or appropriate tribunal, the receiving party shall not produce any of the Subject Documents or information contained therein for a period of at least ten (10) days after providing the required notice to non-party Columbia Wanger. During that ten-day period, non-party Columbia Wanger may seek protection from, or file objections to, the production of the Subject Documents or information contained therein in the appropriate forum. Provided that the appropriate notice set forth in this Paragraph was given, only non-party Columbia Wanger shall be responsible for asserting any objection to the requested production. Nothing herein shall be construed as requiring the receiving party or anyone else covered by this Protective Order to (a) challenge or appeal any order issued in another proceeding that requires production or disclosure of any of the Subject Documents or information contained therein, (b) subject himself/itself to any penalties for non-compliance with any legal process, order, or statutory or regulatory obligation, or (c) seek any relief in the appropriate forum.

6. In the event of an unauthorized use or disclosure of any of the Subject Documents or any information contained therein, the party responsible for such use or disclosure shall notify counsel for non-party Columbia Wanger immediately and make good faith efforts to remedy the unauthorized use or disclosure and prevent further unauthorized use or disclosure.
7. The restrictions on dissemination of the Subject Documents or the information contained therein, shall not apply to information which is public knowledge or which, after disclosure, becomes public knowledge other than through a violation of the terms of this Protective Order or any applicable confidentiality agreement.
8. This Protective Order shall remain in force and effect until modified, superseded or terminated on the record by agreement of the parties and non-party Columbia Wanger or by order of the Commission or the Administrative Law Judge.
9. Upon final termination of this proceeding, the Division and each Respondent that is subject to this Protective Order shall either destroy or assemble and return to non-party Columbia Wanger all of the Subject Documents in its possession, and all items containing the information found in the Subject Documents, including all copies of such matter which may have been made, but not including record files or attorney work-product files. Any documents permitted to be retained under this provision shall remain, at all times, subject to this Protective Order.
10. Any notice required or permitted herein shall be made to counsel of record in this proceeding or such other persons as subsequently may be designated by a party or by non-party Columbia Wanger. Notice may be made by either facsimile or email, provided that a hard copy is provided by hand delivery or overnight courier.

IT IS SO ORDERED.

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Jason S. Patil  
Administrative Law Judge