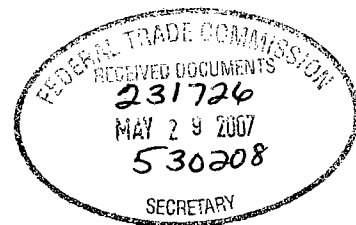


UNITED STATES OF AMERICA BEFORE
FEDERAL TRADE COMMISSION



COMMISSIONERS:

Deborah Platt Majoras, Chairman
Pamela Jones Harbour
Jon Leibowitz
William E. Kovacic
J. Thomas Rosch

In the Matter of
REALCOMP II LTD.,
a corporation.

Docket No. 9320

MOTION FOR IN CAMERA TREATMENT

MiRealsource, Inc. (MiRealsource), through its attorneys, moves pursuant to §§4.10(g) and 3.45(b) of the Commission’s Rules of Practice for an order requiring that the following materials be maintained *in camera*: RX81, RX85, RX87, RX90, RX113, CX104, CX 347, CX348, CX350 (1st page only), and the following deposition portions:

| <u>Deponent</u> | <u>Start</u> | <u>Stop</u> |
|-----------------|--------------|--------------|
| Bratt | p. 57 | p. 61 |
| Bratt | p. 64, l. 11 | p. 67, l. 19 |
| Bratt | p. 68, l. 1 | p. 71, l. 25 |
| Bratt | p. 80, l. 1 | p. 80, l. 13 |
| Bratt | p. 80 | p. 82 |
| Sweeney | p. 18 | p. 24 |

(collectively, the “Materials”). In camera treatment is warranted because the Materials are: (i) trade secrets and commercial or financial information obtained from MiRealsource or from Kelly Sweeney, a Mirealsource director; (ii) the disclosure of which would result in clearly defined, serious injury to MiRealsource and/or its members or to Sweeney. In support of this motion, MiRealsource states that that:

1. In October 2006, the Commission instituted proceedings against both Realcomp

II and MiRealsource. The proceedings against MiRealsource were subsequently settled.

2. MiRealsource and Realcomp II each provide a multiple listing service serving overlapping geographic areas in the state of Michigan.

3. The Materials were produced by MiRealsource subject to a protective order entered in the Realcomp II and MiRealsource proceedings which, among other things, prohibits Realcomp II from using the Materials except in connection with the pending Commission proceeding. Unrestricted public disclosure of the Materials would deny MiRealsource and Sweeney the benefit of the existing protective order upon which they relied in producing the Materials and would allow Realcomp II to use the Materials without restriction, to compete with MiRealsource.

4. The Materials include information regarding Mirealsource's historical activities and performance and future strategies and plans that it holds in confidence and which would be competitively valuable to present and future competitors. For example, RX 81, p. 18 includes information regarding possible new business ventures for MiRealsource, and RX 87 identifies MiRealsource member brokers and agents, information which would otherwise be unavailable to, and competitively valuable to, Realcomp II (and others).

5. The Materials also include competitively sensitive and confidential information regarding MiRealsource members, such as confidential dispute resolution proceedings between Mirealsource members (see, e.g., RX85, pages 3-4). Such dispute resolution proceedings assume and depend on confidentiality, and participants in those proceedings will be harmed if the information is publicly disclosed.

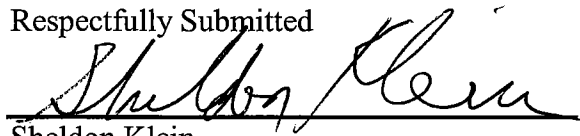
6. The Materials also include information produced by Kelly Sweeney. These materials include information pertaining to MiRealsource, to Weir, Manuel, a real estate broker owned by Sweeney, and of MCAR, a local realtor group. The information pertaining

to MiRealsource should not be public for the reasons explained. The information pertaining to Weir Manuel is maintained by Weir Manuel in confidence and would be competitively valuable to the scores or hundreds of other brokers with which Weir Manuel competes. The information pertaining to MCAR would be competitively valuable to MCAR's competitors and to those with whom it does business. For example, RX113 relates to MCAR strategy with respect to future participation by MCAR in Realcomp II. The unrestricted disclosure of the information to Realcomp II is plainly damaging to MCAR.

7. The unrestricted public disclosure of the Materials will harm MiRealsource in connection with other litigation in which it is currently engaged or may in the future be engaged. Unrestricted public disclosure will deny MiRealsource protections available under the applicable discovery rules (including non-production or production subject to a protective order) in those other proceedings.

WHEREFORE, MiRealsource requests that the Commission enter an Order requiring that the Materials be submitted and maintained in camera for a period of 5 years.

Respectfully Submitted



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CERTIFICATE OF SERVICE

This is to certify that on May 26, 2007, I filed the attached Motion for In Camera Treatment to be filed with the Commission by Overnight Courier, with a courtesy copy served by fax on Victoria Arthaud, Esq., fax# 202.326.2427, and further caused a copy of the motion to be served upon the following persons by Overnight Courier:

Peggy Bayer Femenella
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