

NO.: NNH-CV-14-6050848-S

ZHAOYIN WANG, Plaintiff,	:	SUPERIOR COURT
	:	
v.	:	J.D. OF NEW HAVEN
	:	AT NEW HAVEN
BETA PHARMA, INC., DON ZHANG AND ZHEJIANG BETA PHARMA CO., LTD., Defendants.	:	NOVEMBER 18, 2016

MEMORANDUM OF LAW IN SUPPORT OF MOTION TO SEAL

Pursuant to Practice Book § 7-4B(b), defendants Beta Pharma, Inc. (“Beta Pharma”) and Don Zhang (collectively, “Defendants”) hereby submit this Memorandum of Law in support of their Motion to Seal, filed herewith. In the Motion to Seal, Defendants comply with the Court’s Order of October 24, 2016 (the “Oct. 24 Order”) [D.E. #186.20] by moving to seal certain documents they are filing on this date as further evidence in support of their Motion to Disqualify Opposing Counsel (the “Motion to Disqualify”) [D.E. #183.00]. Plaintiff Zhaoyin Wang consents to the relief sought in this Motion to Seal.

I. Background and Relevant Facts on the Attorney-Client Privileged, Work Product, and Confidential Documents at Issue

On March 29, 2016, Defendants filed the Motion to Disqualify, asking the Court to disqualify Plaintiff’s counsel, Jonathan Katz., Esq. (“Katz”) because of his associations with Lance Liu, Esq. (“Liu”), Defendants’ former attorney and Director of Legal Affairs, who counseled Defendants on the subject matter of this action. Memorandum of Law in Support of Motion to Disqualify Opposing Counsel (“DQ Brief”) [D.E. #184.00] at 1-2. The exhibits to the DQ Brief establish that Liu counseled them on the subject matter of

this action. However, further evidence on this issue is provided by eight exhibits (the "Documents") attached to the supplemental Affidavit of Don Zhang ("Supp. Aff.") dated November 11, 2016, which contain Defendants' work-product, attorney-client privileged, and confidential information, including confidential tax information. Consequently, they simultaneously filed a Motion for Protective Order [D.E. #186.00], asking the Court to issue a Protective Order that would permit them to file the Documents as additional exhibits in support of the Motion to Disqualify, while preventing any waiver of their privileges with respect to the Documents and preventing their confidential and privileged information from being used against them in litigation of the merits of this action. As an exhibit to that Motion, Defendants filed a proposed Protective Order (the "Protective Order").¹

Pursuant to an Order from Judge Steven D. Ecker, Defendants submitted the Documents to Judge Ecker's chambers so that he could consider them in camera before ruling on the Motion for Protective Order. After reviewing the Documents, Judge Ecker issued the Oct. 24 Order, which "grants defendants' motion for a protective order, enters the proposed protective order . . . as an order of the court, and orders defendants to submit the documents promptly and in accordance with the procedures set forth in the protective order, so that the Motion to Disqualify Counsel may proceed without further delay." Oct. 24 Order at 1.² Defendants must file the Documents under seal in order to comply with Judge Ecker's Order.

As noted above, Judge Ecker ordered Defendants to submit the Documents in accordance with the procedures in the Protective Order. That Order permits a party to

¹ A corrected version of the proposed Protective Order was filed on the Court's instruction on May 24, 2016 [D.E. #199.00]. A copy thereof is attached hereto as Exhibit A.

² A copy of the Oct. 24 Order is attached hereto as Exhibit B.

designate as "Confidential" any information or document containing, inter alia, confidential business information and information the party believes in good faith to be entitled to protection under Practice Book § 13-5. Protective Order ¶ 1. It further permits a party to designate as "Attorneys' Eyes Only" any document containing, inter alia, information protected by the attorney-client privilege, work-product immunity, or attorney-client confidentiality under Rule of Professional Conduct 1.6, and certain sensitive business information. Id. ¶ 2. Pursuant to those provisions, Defendants have designated one email in Exh. 4 (to the Zhang Supp. Aff.) as "Confidential" and all other emails in Exh. 4, along with Exhibits 1-3 and 5-8, as "Attorneys' Eyes Only."

The Protective Order requires that "[i]f the need arises during litigation of the Motion to Disqualify for any party to disclose Confidential or Attorneys' Eyes Only Material to the Court, the Party may do so only under seal." Id. ¶ 10. A party filing such material with the Court must follow the provisions of Practice Book § 7-4B and 7-4C for filing a record under seal and lodging a sealed record, submit the documents sought to be sealed to chambers for in camera consideration, serve copies of the documents on all counsel of record, and file a motion to seal and supporting memorandum. Protective Order ¶ 10; see also id. ¶ 14.

In accordance with the Oct. 24 Order and these requirements, Defendants on this date are (1) lodging conditionally under seal a statement (the "Submission Statement"), which is limited to explaining the Documents' confidential and privileged status and how they support the Motion to Disqualify, with the Zhang Supp. Aff. and Documents attached as exhibits; and (2) filing electronically a version of the Submission Statement from which the Documents and references thereto have been redacted.

II. Under the Court's Oct. 24 Order, the Documents Must Be Sealed

First, Judge Ecker, after reviewing the Documents in camera, effectively adopted the position that the Documents should be filed under seal when he issued the Oct. 24 Order. This is plainly established by Judge Ecker's instruction to Defendants to submit the Documents "in accordance with the procedures set forth in the protective order," when the Protective Order requires that documents designated "Confidential" and "Attorneys' Eyes Only" be filed under seal. Oct. 24 Order at 1. Judge Ecker clearly envisioned the designation of the Documents as Confidential or Attorneys' Eyes Only when he stated that "it does not appear to the court that plaintiff personally (as opposed to plaintiff's attorney) needs access to the Documents for purposes of litigating the Motion to Disqualify." Id.

Judge Ecker also clearly contemplated that the Documents would be filed under seal because he entered a Protective Order under which Defendants' disclosure of the Documents in connection with the Motion to Disqualify shall not be "deemed a waiver of the attorney-client privilege or the work product doctrine in this or other proceedings." Protective Order ¶ 14. The purpose of the non-waiver provision -- to protect the confidentiality of the Documents -- would be defeated if they were filed on the public docket. Thus, it is the "law of the case" that the Documents must be filed under seal. See, e.g., Total Recycling Servs. of Conn., Inc. v. Conn. Oil Recycling Servs., LLC, 308 Conn. 312, 322 (2013) (the law of the case doctrine reflects the practice of judges generally to refuse to reopen what has already been decided).

III. Additionally, the Documents Satisfy the Practice Book's Standard for Sealing

Second, the Documents meet the standard for sealing under Practice Book § 11-20A. Under that section, the Court may seal a document if necessary to preserve an interest which overrides the public's interest in viewing the materials, and the order is no broader than necessary to protect that interest. Practice Book § 11-20A(c).

Here, Defendants' interest in protecting their confidential, work product, and privileged information is strong. Connecticut's courts and legislature have repeatedly reaffirmed the importance of preserving the attorney-client privilege and attorney work-product, avoiding violations of Rule of Professional Conduct 1.6, and preserving the confidentiality of tax information. See, e.g., Woodbury Knoll, LLC v. Shipman & Goodwin, LLP, 305 Conn. 750, 763-67 (2012) (attorney-client privilege, attorney work product rule, and violations of RPC 1.6); Conn. Gen. Stat. § 12-15 (confidential tax information). As Defendants explained in the DQ Brief, the very purpose of the Motion to Disqualify is to protect Defendants' confidential and privileged information. DQ Brief at 1-3. The public has no countervailing interest in the Documents, which concern only private business arrangements.

Exhibits 1, 2, 5, and 7 are emails between Beta Pharma's employees and Lance Liu, who was its attorney at the time, in which Beta Pharma sought legal advice from Liu about issues underlying the present action and/or Liu provided such advice. Thus, all of the those Documents are subject to the attorney-client privilege, while Exhibits 2, 5, and 7 are also subject to the attorney work-product rule. Exhibits 3, 6, and 8 are excerpts of Liu's invoices containing descriptions of legal services that Liu provided to Beta Pharma related to this action, and thus are also subject to the attorney-client privilege.

Exhibit 4 consists of emails between Beta Pharma's employees, its outside accountants, and Liu concerning confidential tax information. Defendants have designated one email in Exhibit 4 as Confidential rather than Attorneys' Eyes Only because that email was sent to Plaintiff and thus, while still confidential with respect to the public, it need not be shielded from Plaintiff's view.

The confidential and privileged status of the Documents is discussed further in the Submission Statement. For the purpose of granting the Motion to Seal, however, the Court need only note that the Oct. 24 Order clearly contemplates that any challenge that Plaintiff may make to the confidential or privileged status of the Documents will be made only after the Documents are filed under seal. The Court ordered Defendants to submit the Documents in accordance with the procedures in the Protective Order, noted that the Protective Order enables Plaintiff to challenge a designation of a document as Confidential or Attorneys' Eyes Only "at any time," and stated that such a challenge "should only be undertaken if truly necessary." Oct. 24 Order at 1. Plaintiff, as noted in the Motion to Seal, does not oppose this Motion. Thus, at this time, the confidential and privileged status of the Documents, and their designation as Confidential or Attorney's Eyes Only material, has not been challenged, and Plaintiff will have the opportunity to challenge the designations after filing.

A sealing order would be no broader than necessary to preserve the confidentiality of the Documents. Filing a document under seal is the only means of placing it on the docket without making it available to the public. In the absence of a sealing order, Defendants would not be able to file the Documents in support of the Motion to Disqualify without sacrificing the confidentiality of the Documents, which

would defeat the purpose of the Oct. 24 Order, the Protective Order, and the Motion to Disqualify itself.

III. Conclusion

For the foregoing reasons, Defendants respectfully request that the Court grant this Motion to Seal and seal the unredacted versions of the Documents and the Submission Statement.

DEFENDANTS BETA PHARMA, INC. AND
DON ZHANG,

By: /s/

Michael G. Caldwell (juris no. 421880)
LeClairRyan, A Professional Corporation
545 Long Wharf Drive, Ninth Floor
New Haven, Connecticut 06511
Telephone: (203) 672-1636
Facsimile: (203) 672-1656
Email: michael.caldwell@leclairryan.com

Jack L. Kolpen (NJ Bar No. 026411987)
Benjamin R. Kurtis (NJ Bar No. 029492010)
Fox Rothschild, LLP
Princeton Pike Corporate Center
997 Lenox Dr., Bldg. 3
Lawrenceville, NJ 08648-2311
Telephone: (609) 895-3304
Facsimile: (609) 896-1469
Email: JKolpen@foxrothschild.com
Email: bkurtis@foxrothschild.com
Admitted pro hac vice

Glenn A. Duhl
Siegel, O'Connor, O'Donnell & Beck, P.C.
150 Trumbull Street

Hartford, CT 06103
Tel. (860) 280-1215
Fax (860) 527-5131
Email: gduhl@siegelconnor.com

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing has been served upon the following counsel of record by email this 18th day of November, 2016.

Jonathan Katz, Esq.
Jacobs & Dow, LLC
350 Orange Street
New Haven, CT 06511
jkatz@jacobsllaw.com

/s/
Michael G. Caldwell (juris no. 421880)

EXHIBIT A

NO.: NNH-CV-14-6050848-S

ZHAOYIN WANG, Plaintiff,	:	SUPERIOR COURT
	:	
v.	:	J.D. OF NEW HAVEN
	:	AT NEW HAVEN
BETA PHARMA, INC., DON ZHANG AND ZHEJIANG BETA PHARMA CO., LTD., Defendants.	:	
	:	MAY __, 2016

PROTECTIVE ORDER FOR MOTION TO DISQUALIFY COUNSEL

Defendants Beta Pharma, Inc. and Don Zhang ("Defendants") have filed a Motion to Disqualify Jonathan Katz, Esq. from representing Plaintiff in this case. Defendants contend that they had an attorney-client relationship with Attorney Lance Liu ("Liu") of the New Jersey bar, arising out of Liu's performance of legal services for Defendants between approximately July 2011 and approximately November 2012. Defendants contend that documents and/or information material to the Motion to Disqualify are protected by the attorney-client privilege, work product immunity, attorney-client confidentiality under Rule of Professional Conduct 1.6, and/or are otherwise confidential. Defendants wish to offer these documents and/or information as evidence with respect to the Motion to Disqualify, while otherwise preserving their claims of attorney-client privilege, work product immunity, attorney-client confidentiality under Rule of Professional Conduct 1.6, and confidentiality. Plaintiff may also wish to use documents and/or information which either Plaintiff or Defendants contend are protected by the attorney-client privilege, work product immunity, attorney-client confidentiality under Rule of Professional Conduct 1.6, and/or confidentiality. Accordingly, the Court orders as follows:

1. In litigating the Motion to Disqualify, any Party to the above-entitled action and any third party shall have the right to designate as "Confidential" any information, document, or thing or portion of any information, document or thing containing: (a) trade secrets, competitively sensitive technical, marketing, financial, sales or other confidential business information, including, but not limited to, internal business practices that would include trade secrets or confidential and/or proprietary information; (b) private or confidential personal information; or (c) information which the producing Party otherwise believes in good faith to be entitled to protection under Practice Book § 13-5 ("Confidential Material"). Any Party to the above-entitled action who produces, discloses, or seeks to file any Confidential Material, including without limitation, any information, document, thing, pleading, testimony, deposition transcript, exhibit and/or any other such so-designated materials shall mark the same with the foregoing or similar legend:

"CONFIDENTIAL" or "CONFIDENTIAL – SUBJECT TO SUPPLEMENTAL
PROTECTIVE ORDER DATED _____, 2016"

2. In litigating the Motion to Disqualify, any Party to the above-entitled action and any third party shall also have the right to designate as "Attorneys' Eyes Only" any information, document, or thing, or portion of any information, document or thing that contains:

- a. highly sensitive business or personal information, the disclosure of which is likely to cause significant harm to an individual or to the business or competitive position of the Designating Party;
- b. attorney-client privileged information;
- c. information protected by work product immunity; and/or

d. information protected by attorney-client confidentiality under Rule of Professional Conduct 1.6 arising out of, or in connection with, a legal representation.

("Attorneys' Eyes Only Material"). Any Party to the above-entitled action or any third party in connection with this litigation who is covered by this Protective Order, who produces, discloses, or seeks to file any Attorneys' Eyes Only Material, including without limitation any information, document, thing, interrogatory answer, admission, pleading, or testimony deposition transcript, exhibit and/or any other such so-designated materials, shall mark the same with the foregoing or similar legend:

"ATTORNEYS' EYES ONLY" or "ATTORNEYS' EYES ONLY
– SUBJECT TO SUPPLEMENTAL PROTECTIVE ORDER DATED
_____, 2016"

3. All Confidential and/or Attorneys' Eyes Only Material produced shall be used by the Parties solely for purposes of litigating the Motion to Disqualify and any appeal of a decision on the Motion to Disqualify, subject to the terms of this Order. Such Material shall not be used by the Parties or their counsel for any business, commercial, competitive, personal or other purpose, shall not be used in the litigation for any purpose other than the Motion to Disqualify, and shall not be disclosed, except in accordance with the provisions of this Protective Order, unless and until the restrictions herein are removed either by written agreement of counsel for the Parties, or by Order of the Court.

4. Confidential Material may be disclosed only to the following individuals and/or entities under the following conditions:

- a. Outside counsel (herein defined as any attorney at the law firms representing the Parties in this action) and relevant in-house counsel for the Parties;
- b. Outside experts or consultants retained by Outside counsel for purposes of the Motion to Disqualify, provided they have signed an "Agreement To Be Bound By Protective Order" in the form attached hereto as Exhibit A, or as otherwise Ordered by the Court;
- c. Secretarial, paralegal, clerical, duplicating and data processing personnel of the foregoing;
- d. In connection with the Motion to Disqualify, the Court and court personnel, including, but not limited to, stenographers transcribing the testimony or argument at any hearing on the Motion to Disqualify;
- e. Any witness who provides testimony in connection with the Motion to Disqualify;
- f. Vendors retained by or for the Parties to assist in preparing for any hearing on the Motion to Disqualify, including, but not limited to, court reporters, litigation support personnel, individuals retained to prepare demonstrative and audiovisual aids for use in the courtroom, as well as their staff, stenographic, and clerical employees whose duties and responsibilities require access to such materials;
- g. The Parties. In the case of parties that are corporations or other business entities, "Party" shall mean directors, officers, partners and employees of the Parties, or any subsidiaries or affiliates thereof, as well as any and all

personnel who are, or may be, required to participate in decisions with reference to the above-entitled action; and

h. Any other person and/or entity only upon Order of the Court or by the written consent of the Parties.

5. Material produced and/or marked as Attorneys' Eyes Only may only be disclosed to:

- a. Outside counsel for the Parties;
- b. secretarial, paralegal, clerical, duplicating, and data processing personnel of Outside counsel;
- c. Outside experts or consultants retained by Outside counsel for purposes of the Motion to Disqualify, provided they have signed an "Agreement To Be Bound By Protective Order" in the form attached hereto as Exhibit A, or as otherwise Ordered by the Court;
- d. Such other persons as counsel for the Parties agree in writing in advance of such disclosure, or as Ordered by the Court; and
- e. In connection with the Motion to Disqualify, the Court and court personnel, including, but not limited to, stenographers transcribing the testimony or argument at any hearing on the Motion to Disqualify.

6. A Party's designation of any document as Confidential or Attorneys' Eyes Only Material shall not of itself create any new privilege, or restore any privilege that has previously been waived by the Designating Party. Nor will the Designating Party claim that its disclosure of Confidential or Attorneys' Eyes Only Material pursuant to this Order gives rise to any new basis for disqualification of the Receiving Party's counsel or law

firm in this case, or in any other case in which Receiving Party's counsel or law firm are or may become adverse to the Designating Party or its affiliates, including specifically Guojian Xie v. Beta Pharma, et al. , Superior Court, Complex Litigation at Waterbury, Docket No. UWY-CV13-6025526S, Shao v. Beta Pharma, et al, United States District Court, District of Connecticut Civil No. 3:14-cv-01177-CSH, and Beta Pharma et al., v. Liu, Superior Court of New Jersey, Law Division, Mercer County, Docket No. L-2040-14. For the avoidance of doubt, nothing in this Order is intended to or shall in any way prohibit or limit any Party from seeking the disqualification of opposing counsel on grounds independent of the disclosure of information pursuant to this Order, including, but not limited to, grounds which arose prior to the entry of this Order and violations of this Order, and nothing in this Order is intended to or shall in any way impair the grounds for disqualification already asserted by any Party hereto.

7. The Designating Party will use reasonable care to avoid designating as Confidential or Attorneys' Eyes Only any document that does not need to be designated as such.

8. The Receiving Party may submit a request in writing to the Designating Party that the Confidential or Attorneys' Eyes Only designation be modified or withdrawn. If the Designating Party does not agree to the redesignation within ten days, the Receiving Party may apply to the Court for relief. Upon any such application, the burden shall be on the Designating Party to show why the designation is proper. Before serving a written challenge, the objecting party must attempt in good faith to meet and confer with the Designating Party in an effort to resolve the matter. The document shall

remain Confidential, Attorneys' Eyes Only, and/or sealed until the final determination of any challenge to its designation.

9. In the event that a Party believes that any testimony or argument from a hearing on the Motion to Disqualify contains Confidential or Attorneys' Eyes Only Material, such Party may designate such testimony or argument as Confidential or Attorneys' Eyes Only by: (i) stating orally on the record on the day the testimony or argument is given that portions of the testimony and/or argument are deemed Confidential or Attorneys' Eyes Only; or (ii) sending written notice to all Parties within ten days after receipt of the transcript setting forth the page and line numbers of the testimony and/or argument to be designated Confidential or Attorneys' Eyes Only, which period may be extended by agreement of the Parties. During these ten days, no such transcript shall be disclosed to any individuals or entities other than the individuals permitted access to Attorneys' Eyes Only Material under this Protective Order. Upon being informed that certain portions of a hearing are to be designated as Confidential or Attorneys' Eyes Only, all Parties shall immediately cause each copy of the transcript in their custody or control to be appropriately marked and limit disclosure of that transcript in accordance with the terms and provisions of this Protective Order. Until expiration of the ten day period, all testimony and argument on the Motion to Disqualify shall be deemed Attorneys' Eyes Only and treated as if so designated.

10. If the need arises during litigation of the Motion to Disqualify for any Party to disclose Confidential or Attorneys' Eyes Only Material to the Court, the Party may only do so under seal. The Party seeking to disclose such information must follow the provisions of Practice Book §§ 7-4B and 7-4C for filing a record under seal and lodging

a sealed record, submit the documents sought to be sealed to chambers for in camera consideration and serve on all counsel of record copies of the documents sought to be sealed and shall file a motion to seal, a memorandum and supporting documents. The motion to seal shall include a statement of the moving counsel that (1) he or she has inquired of opposing counsel and there is agreement or objection to the motion to seal, or that (2) despite diligent effort, he or she cannot ascertain opposing counsel's position.

11. To the extent consistent with applicable law, the inadvertent or unintentional disclosure of Confidential and/or Attorneys' Eyes Only Material that should have been designated as such, regardless of whether the information, document or thing was so designated at the time of disclosure, shall not be deemed a waiver in whole or in part, of a Party's claim of confidentiality, either as to the specific information, document or thing disclosed or as to any other material or information concerning the same or related subject matter. Such inadvertent or unintentional disclosure may be rectified by notifying in writing counsel for all Parties to whom the material was disclosed that the material should have been designated Confidential and/or Attorneys' Eyes Only within a reasonable time after disclosure. Such notice shall constitute a designation of the information, document or thing as Confidential and/or Attorneys' Eyes Only under this Protective Order.

12. If any Party in receipt of Confidential or Attorneys' Eyes Only Material is served with a subpoena, request for production of documents, or other similar legal process in another proceeding (including any proceeding before any other court, regulatory agency, law enforcement or administrative body) seeking such Confidential or Attorneys' Eyes Only Material, and that Party does not hold the privilege, immunity,

and/or right to confidentiality, that Party shall give prompt written notice to the Party holding such privilege, immunity, and/or right, through its undersigned counsel, sufficiently in advance of any disclosure to provide the Party holding such privilege, immunity, and/or right with a reasonable opportunity to assert any objection to the requested production. If the Party holding such privilege, immunity, and/or right objects to the production, that Party's Confidential or Attorneys' Eyes Only Material shall not be produced except (i) pursuant to an Order by the Court requiring compliance with the subpoena, request for production, or other legal process, or (ii) if such subpoena, request or legal process is of the kind where the obligation to produce in a timely manner cannot be excused or deferred by interposing a written objection. The Party holding such privilege, immunity, and/or right shall be solely responsible for asserting any objection to the requested production. Nothing herein shall be construed as requiring the recipient or anyone else covered by this Protective Order to challenge or appeal any such subpoena, request, legal process or order requiring production of Confidential or Attorneys' Eyes Only Material covered by this Protective Order, or to subject itself to any penalties for noncompliance with any such Order, or to seek any relief from this Court.

13. Any disclosure of information or materials that are protected by the attorney-client privilege or the work product doctrine in connection with the Motion to Disqualify shall not, for any purposes, be deemed a waiver of the attorney-client privilege or the work product doctrine in this or any other proceedings.

14. If a Party intends to rely upon any documents when litigating the Motion to Disqualify, the party must either:

- a. Comply with the sealing procedures referenced in Paragraph 10 above; or
- b. Disclose the documents to opposing counsel at least four (4) business days prior to filing the papers with the Court in connection with the Motion to Disqualify, so that the opposing Party may make an appropriate designation of the documents and file a Motion to Seal, if necessary.

15. This Protective Order is being entered without prejudice to the right of any Party to move the Court for modification or for relief from any of its terms.

16. This Protective Order shall survive the termination of this action and shall remain in full force and effect unless modified by an Order of this Court or by the written stipulation of the Parties filed with the Court.

17. Upon final conclusion of the Motion to Disqualify, each Party and its outside counsel and/or any other individual subject to the terms and provisions of this Protective Order shall be under an obligation to assemble and to return to the originating source all originals and marked and unmarked copies of documents and things containing Confidential and/or Attorneys' Eyes Only Material and to destroy, should such source so request, all copies of Confidential and/or Attorneys' Eyes Only Material that contain and/or constitute attorney work product as well as excerpts, summaries, notes and digests revealing Confidential and/or Attorneys' Eyes Only Material; provided, however, that counsel may retain complete copies of all transcripts and pleadings including any exhibits attached thereto for archival purposes, subject to the provisions of this Protective Order and Confidentiality Agreement. If a Party requests the return of Confidential and/or Attorneys' Eyes Only Material from the Court after the final conclusion of the Motion to Disqualify, including the exhaustion of all

appeals therefrom and all related proceedings, the Party shall file an appropriate motion seeking such relief.

18. A Party may de-designate any Confidential and/or Attorneys' Eyes Only Material that the Party, itself, has previously designated.

IT IS SO ORDERED.

(_____, J.)

that I will comply with all terms and provisions of the Protective Order and Confidentiality Agreement.

6. I will hold in confidence and not disclose to anyone not so-designated under the terms and provisions of the Protective Order and Confidentiality Agreement Confidential or Attorneys' Eyes Only Material, or any words, summaries, abstracts, or indices of Confidential or Attorneys' Eyes Only Material disclosed to me.

7. I will limit use of Confidential or Attorneys' Eyes Only Material disclosed to me solely for purpose of the prosecution or defense of the Motion to Disqualify in the above-captioned action.

8. No later than the final conclusion of this litigation, I will return and/or certify that I have returned all Confidential or Attorneys' Eyes Only Material, and any non-privileged words, summaries, abstracts, and indices thereof, which have come into my possession, as well as any materials, documents, information and/or things which I have prepared relating thereto, to counsel for the Party for whom I was employed or retained.

I declare under penalty of perjury that the foregoing is true and correct.

Dated:

Signature: _____

Printed name: _____

Title and Company: _____

Address: _____

EXHIBIT B

DOCKET NO: NNHCV146050848S

SUPERIOR COURT

ORDER 435699

WANG, ZHAOYIN

V.
BETA PHARMA, INC. Et Al

JUDICIAL DISTRICT OF NEW HAVEN
AT NEW HAVEN

10/24/2016

ORDER

ORDER REGARDING:
03/29/2016 186.00 MOTION FOR PROTECTIVE ORDER

The foregoing, having been considered by the Court, is hereby:

ORDER: GRANTED

Defendants have made confidentiality or privilege claims with respect to nine documents ("Documents") which they seek to use in support of their pending motion to disqualify plaintiff's counsel. The court has reviewed the various submissions of the parties in connection with the motion for protective order. It also has conducted an in camera review of the Documents so that the court could get a better idea of the specific nature of the underlying privilege and confidentiality claims as well as the potential prejudice, or lack thereof, that may result from submission of the documents subject to the requested protective order.

Upon review, it appears to the court that the present dispute regarding a protective order is a sideshow of no significant consequence. The Documents, whether or not privileged and/or confidential, do not appear to be particularly sensitive in nature, and it does not appear to the court that plaintiff personally (as opposed to plaintiff's attorney) needs access to the Documents for purposes of litigating the Motion to Disqualify. The most efficient and sensible procedure at this point is the one that will expedite adjudication of the pending motion to disqualify plaintiff's counsel. See Docket Entry #183.00 ("Motion to Disqualify Counsel").

The Court therefore grants defendants' motion for a protective order, enters the proposed protective order (see Exhibit A to Docket Entry #187.00) as an order of the court, and orders defendants to submit the Documents promptly and in accordance with the procedures set forth in the protective order, so that the Motion to Disqualify Counsel may proceed without further delay. (When it is ready for adjudication, that motion should be claimed to the short calendar in the usual course, with a request for argument if so desired. It will be assigned to a short calendar judge by the clerk's office.)

In entering this order, the court expresses no view regarding the validity of any claim of privilege or confidentiality made by defendants. Plaintiff retains the ability under the protective order, if he so wishes, to challenge any designation of confidentiality or "Attorneys' Eyes Only" at any time; if the court has seriously misapprehended the need for immediate client input with respect to any particular document(s) subject to the protective order, plaintiff's counsel may challenge the "Attorney's Eyes Only" designation right away. Obviously, taking that step will delay things, and should only be undertaken if truly necessary. The court also notes that an otherwise non-privileged or non-confidential document does not gain privileged or confidential status merely because it is so designated by a party.

It is so ordered.

Paper copy of order mailed to all appearing parties.

435699

Judge: STEVEN D ECKER