UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT

ZHAOYIN WANG, Plaintiff,	:	
	:	No. 3:14CV1790 (VLB)
v.	:	
BETA PHARMA, INC., DON ZHANG, AND ZHEJIANG BETA PHARMA CO., LTD., Defendants.	:	
	:	MARCH 27, 2015

MEMORANDUM OF LAW IN SUPPORT OF EMERGENCY MOTION TO STAY PROCEEDINGS PENDING DISPOSITION OF DEFENDANTS' MOTION TO DISQUALIFY OPPOSING COUNSEL AND MOTION TO QUASH SUBPOENA

Pursuant to Rule 7 of the Local Rules of this Court, the defendants, Beta Pharma, Inc. ("Beta Pharma") and Don Zhang (collectively "Defendants"), hereby file this Memorandum of Law in support of their Emergency Motion to Stay Proceedings Pending Disposition of Defendants' Motion to Disqualify Opposing Counsel (the "Motion to Stay"), filed herewith. In the Motion to Stay, Defendants move to stay most proceedings in this action pending the Court's resolution of the Motion to Disqualify Opposing Counsel (the "Motion to Disqualify"), which Defendants will file as soon as the Court rules on Defendants' Emergency Motion for Entry of Protective Order for Motion to Disqualify Counsel (the "Motion for Protective Order" [D.E. # 49]. The Motion to Disqualify will ask the Court to disqualify Jonathan Katz, Esq. ("Katz") from representing Plaintiff Zhaoyin Wang ("Plaintiff") in this action. The only proceedings that would not be stayed under

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Defendants' request would be litigation of the Motion to Disqualify and this Court's decision on Defendants' Motion to Transfer, filed on December 5, 2015 (the "Motion to Transfer") [D.E. #17], since that Motion is fully briefed and ready for adjudication.[1]

In addition, pursuant to Rule 45(d)(3) of the Federal Rules of Civil Procedure, Defendants move for an Order quashing the subpoena (the "Subpoena") served by Plaintiff on Teplitzky & Company, P.C. ("Teplitzky") (a copy of the Subpoena and accompanying Notice of Deposition is attached hereto as Exhibit A) pending resolution of the Motion to Disqualify. For the good cause described below, Defendants request expedited consideration of these Motions under Local Rule 7(a)(3).

I. STATEMENT OF THE CASE

As soon as an appropriate protective order is in place, Defendants will file a Motion to Disqualify, arguing that Katz cannot represent Plaintiff because Katz has formed a joint representation and consulting relationship with Beta Pharma's former lawyer, Lance Liu, Esq. ("Liu"), who is in possession of Beta Pharma's confidential and privileged information related to the subject matter of the present lawsuit. Due to his relationships with Liu, Katz has had, and continues to have, ample opportunities to receive Defendants' confidential and privileged information. In light of those opportunities for disclosure, both federal and state law presume that Katz has had access to those confidences and require that Katz

[1] Counsel for Defendants has contacted counsel for Plaintiff and determined that Plaintiff opposes the requested stay.

be disqualified. Pending resolution of the Motion to Disqualify, the Court should stay the proceedings in this action to bar Katz, a conflicted attorney, from continuing to litigate against Beta Pharma and thus threatening the integrity of this litigation, and from making use of Beta Pharma's privileged and confidential information. Since Katz, a conflicted lawyer, should have no involvement in this matter, including discovery, the Subpoena that Plaintiff served on Teplitzky, Beta Pharma's former accountant, should be quashed until Plaintiff obtains new counsel. As a conflicted lawyer, Katz should not have access to Beta Pharma's confidential tax records and information.

II. LEGAL ARGUMENT

A. Standard for Motion to Stay

A motion for a stay of proceedings is directed to the discretion of the Court. Louis Vuitton Malletier S.A. v. LV USA, Inc., 676 F.3d 83, 96-97 (2d Cir. 2012). "[T]he power to stay proceedings is incidental to the power inherent in every court to control the disposition of the causes on its docket with economy of time and effort for itself, for counsel, and for litigants." Id. at 96, quoting Landis v. N. Am. Co., 299 U.S. 248, 254-55 (1936). "How this can best be done calls for the exercise of judgment, which must weigh competing interests and maintain an even balance." Id., quoting Landis, 299 U.S. at 254-55. See also Ofosu v. McElroy, 98 F.3d 694, 699 (2d Cir. 1996) ("A request for a stay is an appeal to equity."). In deciding whether to grant a motion to stay proceedings, the court considers the interests of the parties and judicial economy. Harris v. Wells, Civ. Nos. B-89-391, B-89-482, 1991 WL 23535, at *3 (D. Conn. Feb. 6, 1991).

B. Pending Resolution of Defendants' Motion to Disqualify, this Court Should Stay All Proceedings

A stay is the most just approach to this situation. A stay of these proceedings will: (1) preclude a conflicted lawyer, Katz, from continuing to litigate this matter and, therefore, uphold the integrity of this litigation; (2) bar Katz's use of Beta Pharma's confidential and privileged information; (3) be consistent with a stay ordered in another action (in this district), Shao v. Beta Pharma, Inc., No. 3:14CV01177 (CSH), in which Katz has teamed up with Liu and represents other plaintiffs against Defendants; and (4) not prejudice Plaintiff in any way.

1. A Stay Will Bar Katz, a Conflicted Lawyer, From Continuing to Litigate and Further Tainting this Lawsuit

Katz's conflict of interest justifies an immediate stay of all proceedings pending a decision on the impending Motion to Disqualify. Liu formerly represented Defendants on the subject matter of this lawsuit and then associated with Katz, creating multiple opportunities for the disclosure of Defendants' confidential and privileged information. Controlling law presumes that Liu has divulged Defendants' confidential and privileged information to Katz, so Katz must be disqualified. A stay will help prevent the taint of the conflict from continuing to permeate this case.

The Connecticut Rules of Professional Conduct, which this Court has adopted as the relevant standard of conduct, see L.R. 83.2(a), require disqualification of Katz. First, Rule 1.9(a) specifically prohibits attorneys, such as Liu, from representing parties adverse to former clients, such as Defendants, in the same or a substantially related matter. See RPC 1.9(a). Likewise, Rule 1.9(c)

prohibits Liu from using confidential information relating to his representation of Defendants against Defendants. That Rule precludes Liu's consulting relationship with Katz in this case. In short, Liu formerly counseled Beta Pharma on the very issues in this lawsuit, and then teamed up with Katz.

By way of background, Plaintiff alleges that, in March 2010, he entered into an agreement (the "2010 Agreement") that had two components. First, he would become Beta Pharma's Chief Scientific Officer in exchange for a salary and stock in Beta Pharma and Zhejiang Beta Pharma Co., Ltd. ("ZJBP"), a Chinese company. Complaint, First Count, ¶ 10. Second, Plaintiff contends that the contract contemplated the establishment of Beta Pharma Canada ("BPC"), a Canadian corporation in which Plaintiff would own 51% of the stock and Zhang would own 49%. *Id.* at ¶ 11. According to Plaintiff, Beta Pharma and Zhang breached the 2010 Agreement by, among other things, failing to pay Plaintiff his salary and stock, and by discontinuing funding of BPC. *Id.* at ¶ 12; Complaint, Second Count, ¶ 15.

Liu formerly counseled Defendants on these very issues.[2] Liu not only provided legal advice on those issues, but had direct contact with Plaintiff on the

[2] The details of much of the work Liu performed for Beta Pharma are confidential and protected from disclosure by the Rules of Professional Conduct, see Conn. R. Prof. Conduct 1.6, and by the attorney-client privilege and/or work product doctrines. The Second Circuit has held that the court need not inquire whether confidential information was in fact used, but rather, where it can reasonably be said that an attorney might have acquired such information, it is the court's duty

issues and drafted work product material for Defendants' review. After entry of the protective order governing the Motion to Disqualify, Defendants will file that Motion under seal and provide evidentiary detail documenting Liu's legal services on the very matters at issue in this lawsuit.

After terminating his representation with Beta Pharma at the end of 2012, Liu switched sides. He has formed a consulting relationship with Katz in this action and in two other cases where Katz represents parties suing Beta Pharma: Xie v. Beta Pharma, Inc., et al., No. NNH-CV-13-6035116 (Conn. Super. Ct.) (the "Xie Action") and Shao, et al. v. Beta Pharma, Inc., et al., No 3:14-CV-01177 (D. Conn.) (the "Shao Action"). Further, with Katz, Liu is or was jointly representing the plaintiffs in the Xie and Shao Actions. Also, Katz has had numerous other contacts with Liu, for example, at meetings and when representing Liu in his personal claims against Beta Pharma. Katz's associations with Liu have created ample opportunities for him to disclose Defendants' confidential and privileged information to Katz. Thus, under federal and state law interpreting the Rules of Professional Conduct, Katz is conflicted and cannot remain counsel for Plaintiff in this case. See, e.g., Goldenberg v, 189 Conn. at 506 (private counsel in a civil

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to disqualify the attorney. Hull v. Celanese, 513 F.2d 568, 572 (2d Cir. 1975); see also Goldenberg v. Corporate Air, Inc., 189 Conn. 504, 512 (1983), overruled in part on other grounds Burger & Burger v. Murren, 202 Conn. 660 (1987) ("[C]ourts will not inquire whether the lawyer has, in fact, used confidential information to the client's detriment because such inquiry would require the revelation of the very information the canon is designed to protect.").

lawsuit and his firm were disqualified because attorney consulted with an attorney who changed sides in the litigation); see Hull, 513 F.2d at 572 (law firm representing plaintiff was disqualified because defendant's former in-house counsel hired firm to represent her against defendant in a separate action). See also Motion for Protective Order at 3-7.

It makes no sense for a lawyer, whom the Court will likely deem to be conflicted, to continue making decisions about strategy, to receive Defendants' discovery responses, and to otherwise litigate this action pending a decision on the Motion to Disqualify. The entire purpose of that Motion is to remove the taint created by the conflict. That taint becomes more pervasive and harmful to Defendants' interests and the administration of justice the longer Katz proceeds with this action. Since that taint necessitates granting the Motion to Disqualify and barring Katz's further involvement in this case, it likewise justifies barring Katz's present involvement through a stay.

Indeed, courts across the country have granted stays pending the resolution of disqualification motions. See, e.g., Penn Mut. Life Ins. Co. v. Berck, No. DKC-09-0578, 2010 WL 3294309, at *3 (D. Md. Aug. 20, 2010) (granting motion to stay proceedings pending disposition of defendant's motion to disqualify opposing counsel); Helmer v. Goodyear Tire & Rubber Co., No. 12-CV-00685-RBJ, 2013 WL 328951, at *2 (D. Colo. Jan. 29, 2013) (court granted motion to stay all other proceedings pending resolution of motion to disqualify counsel); IPVX Patent Holdings, Inc. v. 8X8, Inc., No. C-13-017070-SBA, 2013 WL 6000590, at *2 (N.D. Cal. Nov. 12, 2013) (granting motion to stay discovery pending resolution of

defendant's motion to disqualify plaintiff's counsel). Defendants request the same relief here. This Court should also enter a stay, so that Katz, a conflicted lawyer, cannot participate in this action, apart from litigating the Motion to Disqualify itself (and the Motion to Transfer), until this Court rules on that Motion.

2. A Stay Will Bar Katz's Use of Beta Pharma's Confidential and Privileged Information

An immediate stay is also necessary to preclude Katz from using any of Defendants' confidential and privileged information. Katz's consulting relationship with Liu, Katz's joint representations with Liu, and his attorney-client relationship with Liu (wherein Katz represents Liu), among other associations, all have created opportunities for disclosure of Beta Pharma's confidential and privileged information. Under Goldenberg and Hull, the law presumes that a breach of Defendants' confidences occurred and that Katz obtained Beta Pharma's confidential information. Goldenberg, 189 Conn. at 512 ("[C]ourts will not inquire whether the lawyer has, in fact, used confidential information to the client's detriment because such inquiry would require the revelation of the very information the canon is designed to protect."); Hull, 513 F.2d at 572. Issuing a stay will serve the important purpose of precluding Katz from using any of Beta Pharma's confidential and privileged information in this action before the Court can rule on the Motion to Disqualify.

3. Staying These Proceedings Will Be Consistent with the Stay Judge Haight Granted In the Shao Action

As noted above, Katz also represents several plaintiffs against Defendants in the Shao Action. Similar to the present case, Liu formerly represented Beta Pharma on the subject matter of the Shao Action, and Katz's relationships with

Liu create a presumption of the disclosure of Beta Pharma's confidential and privileged information that is relevant to that action. Consequently, Defendants have also moved to disqualify Katz in the Shao Action.

As here, Defendants filed a Motion to Stay in the Shao Action, seeking a stay for essentially the same reasons that justify a stay in this action. Motion to Stay Proceedings Pending Disposition of Defendant's Motion to Disqualify Opposing Counsel [Shao Action D.E. #21]. Judge Haight granted the requested stay in the Shao Action by means of a text order [D.E. #30], which states: "[I]n light of the fact that Defendants' 20 Motion to Disqualify Counsel raises questions as to whether counsel may represent Plaintiffs in this matter, the Court GRANTS Defendants' 21 Motion to Stay all litigation except briefing related to Defendants' 20 Motion to Disqualify Counsel." (A copy of the docket sheet containing this text order is attached hereto as Exhibit B). Defendants request that this Court do as Judge Haight did and stay all proceedings, except litigation of the Motions to Transfer and Disqualify, because Defendants have "raise[d] questions as to whether [Katz] may represent [Plaintiff] in this matter."

4. A Stay Will Not Prejudice Plaintiff in Any Way

A stay pending resolution of the Motion to Disqualify will not prejudice Plaintiff in any way. He will be able to litigate this action in every respect once the Motion to Disqualify is ruled on and the stay ended. Further, when he does continue to litigate this action, he will be able to do so with the conflict and disqualification issues resolved.

C. The Court's Decision on the Motion to Transfer Should Not Be Stayed

The stay of all proceedings requested would cover all discovery and the filing and litigation of any motions other than the Motion to Disqualify. However, the stay should not cover this Court's pending ruling on the Motion to Transfer. The Motion to Transfer has been fully briefed since February 12, 2015, when Defendants filed their Supplemental Brief in support of that Motion [D.E. #39]. No further litigation will occur on that Motion; all that remains is for the Court to issue its decision. Thus, it would serve no purpose for the requested stay to delay the Court's ruling on the Motion to Transfer.

D. Since Katz, a Conflicted Lawyer, Should Have No Involvement in this Matter, this Court Should Quash Plaintiff's Subpoena to Teplitzky

1. Facts Regarding Issuance of Subpoena to Teplitzky

On or about March 18, 2015,[3] Plaintiff served the Subpoena on Teplitzky, an accounting firm that has formerly provided services to Beta Pharma. The Subpoena commands Teplitzky to testify at a deposition to be held on March 30, 2015, and to produce at the deposition copies of documents specified in a Schedule A attached thereto. Plaintiff attached to the Subpoena a Notice of Deposition under Federal Rule 30(b)(6) (the "Notice"). The Notice requires Teplitzky to testify, via an officer, director or managing agent, concerning "its work performed for defendants in this case, including but not limited to preparation of tax returns for Beta Pharma, Inc. and Don Zhang a/k/a Guodong

[3] On March 19, 2015, Plaintiff's counsel informed Defendants' counsel, by email, that the Subpoena was served on Teplitzky the previous day.

Zhang, any related services including preparation of financial statements and defense of audits, and any services rendered with respect to Zhejiang Beta Pharma Co., Ltd. [ZJBP] or Beta Pharma Canada [BPC]." Notice at 1 (within Exhibit A).

The documents requested in Schedule A are all Defendants' confidential documents or concern Teplitzky's work for Defendants. They include, inter alia, (1) copies of both Defendants' federal, state and foreign income tax returns, (2) supporting documents and accountant work papers with respect to such returns, (3) documents concerning Internal Revenue Service (IRS) audits of such returns, (4) all documents referring or relating to ZJBP or BPC, and (5) communications between Teplitzky's employees and Defendants, ZJBP, BPC, any employees or counsel of the same, any employees of Deloitte & Touche (Defendants' current accounting firm), and any employees of the IRS.

On March 23, 2015, Teplitzky sent a letter to Katz objecting to the Subpoena on the grounds that it was overly burdensome to respond to the Subpoena and sit for a deposition in the height of tax season. Teplitzky further noted that it would need time "to have client's counsel review the documents for privilege and responsiveness, as well as confidentiality concerns before production." Katz eventually agreed to put off the deposition until May 20, 2015. He also agreed that Defendants could review any documents being produced by Teplitzky for confidential and privileged material in advance of the documents being turned over to Plaintiff.

Although Defendants have informed Katz of the conflict issues and requested that he withdraw as counsel, Katz has not done so and, so far from withdrawing the Subpoena, issued an Amended Notice of Deposition on March 26, 2015, scheduling the Teplitzky deposition for May 20, 2015. He evidently intends on obtaining discovery when the conflict issues have not been resolved.

2. This Court Should Quash the Subpoena Pending Resolution of the Motion to Disqualify

Rule 45 provides that "[o]n timely motion, the court for the district where compliance is required must quash or modify a subpoena that: . . . (iv) subjects a person to undue burden." Fed. R. Civ. P. 45(d)(3)(A). Here, the undue burden is turning over discovery materials – particularly sensitive materials like tax returns and related information – to a conflicted lawyer. As discussed above, due to Liu's prior representation of Defendants on the issues in this case, and his many associations with Katz, Katz is a conflicted lawyer who must be disqualified from representing Plaintiff in this action. For the same reasons that the Court should stay this case, the Court should quash the Subpoena pending resolution of the Motion to Disqualify. If the Court grants the Motion to Disqualify, then Plaintiff can pursue his subpoena for sensitive tax information with unconflicted counsel. If the Court denies the Motion to Disqualify, Katz can pursue the Subpoena at that time and Plaintiff will suffer no prejudice. In short, Katz, a conflicted lawyer, should have no involvement in discovery, or in this case, other than litigation of the Motion to Disqualify, until that Motion is resolved.

E. The Court Should Grant Expedited Consideration to Both Motions

"For good cause shown in the motion, a party may request expedited consideration of the motion by the Court by designating the motion as one seeking 'emergency' relief." Loc. R. Civ. P. 7(a)(3).

Defendants filed the Motion for Protective Order within approximately seven days of uncovering the documents establishing the necessity for disqualifying Katz, and filed the Motion to Stay within seven days of filing the Motion for Protective Order. Prompt action is necessary because, until the disqualification issue is decided, Katz continues to represent Plaintiff, and the danger of Defendants' confidential and privileged information being disclosed and used against them continues. Staying discovery and other proceedings in this action, and quashing the Subpoena, will limit the damage to Defendants in this case, though only disqualification will end it. For that reason, Defendants respectfully request that the Court grant expedited consideration to these Motions.

III. CONCLUSION

For all the foregoing reasons, Defendants respectfully request that the Court grant their Motion for Stay and Motion to Quash and order the following relief:

1. Entry of an Order immediately staying all proceedings in this case, with the exception of litigation of Defendants' Motion to Disqualify and the Court's decision on Defendants' Motion to Transfer, pending resolution of the Motion to Disqualify;

2. Entry of an Order quashing the Subpoena to Teplitzky pending resolution of the Motion to Disqualify; and

3. Such other relief as the Court deems necessary and proper.

DEFENDANTS BETA PHARMA, INC. AND
DON ZHANG,

By: /s/

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CERTIFICATE OF SERVICE

I hereby certify that on March 27, 2015 a copy of the foregoing was filed electronically and served by mail on anyone unable to accept electronic filing. Notice of this filing will be sent by e-mail to all parties by operation of the Court's electronic filing system or by mail to anyone unable to accept electronic filing as indicated on the Notice of Electronic Filing. Parties may access this filing through the Court's CM/ECF System.

/s/
Michael G. Caldwell (ct 26561)

EXHIBIT A

UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT

ZHAOYIN WANG Plaintiff, v. BETA PHARMA, INC., DON ZHANG, AND ZHEJIANG BETA PHARMA CO., LTD., Defendants.	Civil Action No. 3:14-cv-01790-VLB MARCH 12, 2015

NOTICE OF DEPOSITION

Pursuant to Fed.R.Civ.P. 30(b)(6), the plaintiff will take the deposition of Teplitzky & Company, P.C., certified public accountants, 1 Bradley Road, Building 600, Woodbridge, Connecticut, by its officer, director or managing agent who consents to testify on its behalf, concerning its work performed for defendants in this case, including but not limited to preparation of tax returns for Beta Pharma, Inc., and Don Zhang a/k/a Guodong Zhang, any related services including preparation of financial statements and defense of audits, and any services rendered with respect to Zhejiang Beta Pharma Co., Ltd. or Beta Pharma Canada. Said deposition will take place on MONDAY, MARCH 30, 2015, AT 10:00 A.M. at the law offices of Jacobs & Dow, LLC, 350 Orange Street, New Haven, Connecticut. The deponent is instructed to bring to the deposition the documents and things described in Schedule A attached hereto. A copy of a subpoena duces tecum for the deponent is attached hereto as Exhibit A.

This deposition will be taken before a court reporter of the State of Connecticut, designated by Sanders, Gale & Russell, 555 Long Wharf Drive, New

CERTIFICATE OF SERVICE

I hereby certify that on March 12, 2015, a copy of the foregoing was transmitted by email to counsel of record as follows:

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SCHEDULE A

SCHEDULE OF DOCUMENTS TO BE PRODUCED AT DEPOSITION

The deponent is requested to bring to the deposition their complete files with respect to Beta Pharma, Inc., Don Zhang, Zhejiang Beta Pharma Co., Ltd., Beta Pharma Canada, and Zhaoyin Wang, including but not limited to the following documents, which term includes all electronically stored information:

1. Complete copies of federal income tax returns for Beta Pharma, Inc., including all years in its possession, including but not limited to the period 2007 through 2012.

2. Complete copies of federal income tax returns for Don Zhang, including all years in its possession, including but not limited to the period 2007 through 2012.

3. All state income tax returns for Beta Pharma, Inc. and Don Zhang filed in any state.

4. All tax returns or tax information filings for Beta Pharma, Inc. or Don Zhang filed in any foreign country, and all information returns filed with the Internal Revenue Service with respect to the activities of Don Zhang, Beta Pharma, Inc., or Beta Pharma Canada in any foreign country.

5. All supporting documents and accountant work papers with respect to any tax return identified above.

6. All documents referring or relating to any Internal Revenue Service audit of any tax return identified above.

7. All documents referring or relating to Beta Pharma Canada, Zhejiang Beta Pharma Co., Ltd., including documents referring or relating to their ownership, capital structure, financing, loans or payments to or from (including payments from Beta Pharma to Beta Pharma Canada or Zhaoyin Wang), securities, and valuation and financial performance thereof.

8. All documents containing any communications among Teplitzky & Company or any of its employees and any of the following:

(a) Beta Pharma, Inc.,

(b) Don Zhang,

(c) Zhaoyin Wang,

(d) Beta Pharma Canada,

(e) Zhejiang Beta Pharma,

(f) any employee of (a) through (e) above,

(g) any attorney claiming to represent any of (a) through (e) above,

(h) any employee of Deloitte & Touche with respect to any of (a) through (e) above, and

(i) any person employed by the United States Internal Revenue Service with respect to (a) through (e) above.

9. Log in information, passwords, and any other electronic authentication information necessary to access such documents saved on any computer system to which Teplitzky & Company saves documents in the ordinary course of its business.

10. Identification of software necessary to read any documents produced electronically.

The deponent is requested to produce printed-paper copies of all tax returns, and all other documents may be produced as printed-paper, or as scanned images readable with Adobe software (.pdf files), or as documents otherwise readable using the standard suite of Microsoft Office software (including Word and Excel programs). Production of email should include production of complete copies of all attachments thereto.

EXHIBIT A

AO 88A (Rev. 12/13) Subpoena to Testify at a Deposition in a Civil Action

UNITED STATES DISTRICT COURT

for the

District of Connecticut

ZHAOYIN WANG *Plaintiff* v. BETA PHARMA, INC., DON ZHANG, and ZHEJIANG BETA PHARMA CO., LTD. *Defendant*	)	Civil Action No. 3:14-CV-01790-VLB

SUBPOENA TO TESTIFY AT A DEPOSITION IN A CIVIL ACTION

To: TEPLITZKY & COMPANY, P.C.

(Name of person to whom this subpoena is directed)

☑ *Testimony:* **YOU ARE COMMANDED** to appear at the time, date, and place set forth below to testify at a deposition to be taken in this civil action. If you are an organization, you must designate one or more officers, directors, or managing agents, or designate other persons who consent to testify on your behalf about the following matters, or those set forth in an attachment:

Place: Jacobs & Dow, LLC 350 Orange Street New Haven, CT 06511	Date and Time: 03/30/2015 10:00 am

The deposition will be recorded by this method: Stenographically by court reporter

☑ *Production:* You, or your representatives, must also bring with you to the deposition the following documents, electronically stored information, or objects, and must permit inspection, copying, testing, or sampling of the material: SEE SCHEDULE A ATTACHED HERETO

The following provisions of Fed. R. Civ. P. 45 are attached – Rule 45(c), relating to the place of compliance; Rule 45(d), relating to your protection as a person subject to a subpoena; and Rule 45(e) and (g), relating to your duty to respond to this subpoena and the potential consequences of not doing so.

Date: 03/11/2015

CLERK OF COURT OR

Signature of Clerk or Deputy Clerk *Attorney's signature*

The name, address, e-mail address, and telephone number of the attorney representing *(name of party)* ZHAOYIN WANG, who issues or requests this subpoena, are:

Jonathan Katz, Jacobs & Dow, LLC, 350 Orange Street, New Haven, CT 06511, jkatz@jacobslaw.com, 203-772-3100

Notice to the person who issues or requests this subpoena

If this subpoena commands the production of documents, electronically stored information, or tangible things, a notice and a copy of the subpoena must be served on each party in this case before it is served on the person to whom it is directed. Fed. R. Civ. P. 45(a)(4).

Civil Action No. 3:14-CV-01790-VLB

PROOF OF SERVICE

(This section should not be filed with the court unless required by Fed. R. Civ. P. 45.)

I received this subpoena for *(name of individual and title, if any)* _____

on *(date)* _____ .

☐ I served the subpoena by delivering a copy to the named individual as follows: _____

_____

_____ on *(date)* _____ ; or

☐ I returned the subpoena unexecuted because: _____

_____ .

Unless the subpoena was issued on behalf of the United States, or one of its officers or agents, I have also tendered to the witness the fees for one day's attendance, and the mileage allowed by law, in the amount of $ _____ .

My fees are $ _____ for travel and $ _____ for services, for a total of $ 0.00 .

I declare under penalty of perjury that this information is true.

Date: _____

_____
Server's signature

_____
Printed name and title

_____
Server's address

Additional information regarding attempted service, etc.:

Federal Rule of Civil Procedure 45 (c), (d), (e), and (g) (Effective 12/1/13)

(c) Place of Compliance.

(1) *For a Trial, Hearing, or Deposition.* A subpoena may command a person to attend a trial, hearing, or deposition only as follows:
(A) within 100 miles of where the person resides, is employed, or regularly transacts business in person; or
(B) within the state where the person resides, is employed, or regularly transacts business in person, if the person
(i) is a party or a party's officer; or
(ii) is commanded to attend a trial and would not incur substantial expense.

(2) *For Other Discovery.* A subpoena may command:
(A) production of documents, electronically stored information, or tangible things at a place within 100 miles of where the person resides, is employed, or regularly transacts business in person; and
(B) inspection of premises at the premises to be inspected.

(d) Protecting a Person Subject to a Subpoena; Enforcement.

(1) *Avoiding Undue Burden or Expense; Sanctions.* A party or attorney responsible for issuing and serving a subpoena must take reasonable steps to avoid imposing undue burden or expense on a person subject to the subpoena. The court for the district where compliance is required must enforce this duty and impose an appropriate sanction—which may include lost earnings and reasonable attorney's fees—on a party or attorney who fails to comply.

(2) *Command to Produce Materials or Permit Inspection.*
(A) *Appearance Not Required.* A person commanded to produce documents, electronically stored information, or tangible things, or to permit the inspection of premises, need not appear in person at the place of production or inspection unless also commanded to appear for a deposition, hearing, or trial.
(B) *Objections.* A person commanded to produce documents or tangible things or to permit inspection may serve on the party or attorney designated in the subpoena a written objection to inspecting, copying, testing, or sampling any or all of the materials or to inspecting the premises—or to producing electronically stored information in the form or forms requested. The objection must be served before the earlier of the time specified for compliance or 14 days after the subpoena is served. If an objection is made, the following rules apply:
(i) At any time, on notice to the commanded person, the serving party may move the court for the district where compliance is required for an order compelling production or inspection.
(ii) These acts may be required only as directed in the order, and the order must protect a person who is neither a party nor a party's officer from significant expense resulting from compliance.

(3) *Quashing or Modifying a Subpoena.*

(A) *When Required.* On timely motion, the court for the district where compliance is required must quash or modify a subpoena that:

(i) fails to allow a reasonable time to comply;
(ii) requires a person to comply beyond the geographical limits specified in Rule 45(c);
(iii) requires disclosure of privileged or other protected matter, if no exception or waiver applies; or
(iv) subjects a person to undue burden.
(B) *When Permitted.* To protect a person subject to or affected by a subpoena, the court for the district where compliance is required may, on motion, quash or modify the subpoena if it requires:

(i) disclosing a trade secret or other confidential research, development, or commercial information; or
(ii) disclosing an unretained expert's opinion or information that does not describe specific occurrences in dispute and results from the expert's study that was not requested by a party.
(C) *Specifying Conditions as an Alternative.* In the circumstances described in Rule 45(d)(3)(B), the court may, instead of quashing or modifying a subpoena, order appearance or production under specified conditions if the serving party:
(i) shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship; and
(ii) ensures that the subpoenaed person will be reasonably compensated.

(e) Duties in Responding to a Subpoena.

(1) *Producing Documents or Electronically Stored Information.* These procedures apply to producing documents or electronically stored information:
(A) *Documents.* A person responding to a subpoena to produce documents must produce them as they are kept in the ordinary course of business or must organize and label them to correspond to the categories in the demand.
(B) *Form for Producing Electronically Stored Information Not Specified.* If a subpoena does not specify a form for producing electronically stored information, the person responding must produce it in a form or forms in which it is ordinarily maintained or in a reasonably usable form or forms.
(C) *Electronically Stored Information Produced in Only One Form.* The person responding need not produce the same electronically stored information in more than one form.
(D) *Inaccessible Electronically Stored Information.* The person responding need not provide discovery of electronically stored information from sources that the person identifies as not reasonably accessible because of undue burden or cost. On motion to compel discovery or for a protective order, the person responding must show that the information is not reasonably accessible because of undue burden or cost. If that showing is made, the court may nonetheless order discovery from such sources if the requesting party shows good cause, considering the limitations of Rule 26(b)(2)(C). The court may specify conditions for the discovery.

(2) *Claiming Privilege or Protection.*
(A) *Information Withheld.* A person withholding subpoenaed information under a claim that it is privileged or subject to protection as trial-preparation material must:
(i) expressly make the claim; and
(ii) describe the nature of the withheld documents, communications, or tangible things in a manner that, without revealing information itself privileged or protected, will enable the parties to assess the claim.
(B) *Information Produced.* If information produced in response to a subpoena is subject to a claim of privilege or of protection as trial-preparation material, the person making the claim may notify any party that received the information of the claim and the basis for it. After being notified, a party must promptly return, sequester, or destroy the specified information and any copies it has; must not use or disclose the information until the claim is resolved; must take reasonable steps to retrieve the information if the party disclosed it before being notified; and may promptly present the information under seal to the court for the district where compliance is required for a determination of the claim. The person who produced the information must preserve the information until the claim is resolved.

(g) Contempt.
The court for the district where compliance is required—and also, after a motion is transferred, the issuing court—may hold in contempt a person who, having been served, fails without adequate excuse to obey the subpoena or an order related to it.

For access to subpoena materials, see Fed. R. Civ. P. 45(a) Committee Note (2013).

SCHEDULE A

SCHEDULE OF DOCUMENTS TO BE PRODUCED AT DEPOSITION

The deponent is requested to bring to the deposition their complete files with respect to Beta Pharma, Inc., Don Zhang, Zhejiang Beta Pharma Co., Ltd., Beta Pharma Canada, and Zhaoyin Wang, including but not limited to the following documents, which term includes all electronically stored information:

1. Complete copies of federal income tax returns for Beta Pharma, Inc., including all years in its possession, including but not limited to the period 2007 through 2012.

2. Complete copies of federal income tax returns for Don Zhang, including all years in its possession, including but not limited to the period 2007 through 2012.

3. All state income tax returns for Beta Pharma, Inc. and Don Zhang filed in any state.

4. All tax returns or tax information filings for Beta Pharma, Inc. or Don Zhang filed in any foreign country, and all information returns filed with the Internal Revenue Service with respect to the activities of Don Zhang, Beta Pharma, Inc., or Beta Pharma Canada in any foreign country.

5. All supporting documents and accountant work papers with respect to any tax return identified above.

6. All documents referring or relating to any Internal Revenue Service audit of any tax return identified above.

7. All documents referring or relating to Beta Pharma Canada, Zhejiang Beta Pharma Co., Ltd., including documents referring or relating to their ownership, capital structure, financing, loans or payments to or from (including payments from Beta Pharma to Beta Pharma Canada or Zhaoyin Wang), securities, and valuation and financial performance thereof.

8. All documents containing any communications among Teplitzky & Company or any of its employees and any of the following:

(a) Beta Pharma, Inc.,

(b) Don Zhang,

(c) Zhaoyin Wang,

(d) Beta Pharma Canada,

(e) Zhejiang Beta Pharma,

(f) any employee of (a) through (e) above,

(g) any attorney claiming to represent any of (a) through (e) above,

(h) any employee of Deloitte & Touche with respect to any of (a) through (e) above, and

(i) any person employed by the United States Internal Revenue Service with respect to (a) through (e) above.

9. Log in information, passwords, and any other electronic authentication information necessary to access such documents saved on any computer system to which Teplitzky & Company saves documents in the ordinary course of its business.

10. Identification of software necessary to read any documents produced electronically.

The deponent is requested to produce printed-paper copies of all tax returns, and all other documents may be produced as printed-paper, or as scanned images readable with Adobe software (.pdf files), or as documents otherwise readable using the standard suite of Microsoft Office software (including Word and Excel programs). Production of email should include production of complete copies of all attachments thereto.

EXHIBIT B

U.S. District Court
United States District Court for the District of Connecticut (New Haven)
CIVIL DOCKET FOR CASE #: 3:14-cv-01177-CSH

Shao et al v. Beta Pharma, Inc. et al
Assigned to: Judge Charles S. Haight, Jr
Cause: 28:1332 Diversity-Notice of Removal

Date Filed: 08/13/2014
Jury Demand: None
Nature of Suit: 190 Contract: Other
Jurisdiction: Diversity

Date Filed	#	Docket Text
08/13/2014	1	NOTICE OF REMOVAL by Beta Pharma, Inc., Don Zhang from Connecticut Superior Court, case number NNH-CV-14-6048646. Filing fee $ 400 receipt number 0205-3331014, filed by Beta Pharma, Inc., Don Zhang. (Attachments: # 1 Exhibit A, # 2 Exhibit B)(Bowerman, Richard) (Entered: 08/13/2014)
08/13/2014	2	NOTICE of Appearance by Richard W. Bowerman on behalf of Beta Pharma, Inc., Don Zhang (Bowerman, Richard) (Entered: 08/13/2014)
08/13/2014	3	NOTICE of Appearance by Michael G. Caldwell on behalf of Beta Pharma, Inc., Don Zhang (Caldwell, Michael) (Entered: 08/13/2014)
08/13/2014	4	NOTICE by Beta Pharma, Inc., Don Zhang *Statement Under Standing Order on Removed Cases* (Bowerman, Richard) (Entered: 08/13/2014)
08/13/2014	5	NOTICE by Beta Pharma, Inc., Don Zhang *re Pending Motions* (Bowerman, Richard) (Entered: 08/13/2014)
08/13/2014	6	NOTICE by Beta Pharma, Inc., Don Zhang *to Adverse Parties* (Bowerman, Richard) (Entered: 08/13/2014)
08/13/2014	7	NOTICE by Beta Pharma, Inc., Don Zhang *Under Local Civil Rules* (Bowerman, Richard) (Entered: 08/13/2014)

08/13/2014	8	Corporate Disclosure Statement by Beta Pharma, Inc., Don Zhang. (Bowerman, Richard) (Entered: 08/13/2014)
08/13/2014	9	MOTION for Extension of Time until Sept. 19, 2014 *to* File an Answer or Motion Directed to the Complaint by Beta Pharma, Inc., Don Zhang. (Caldwell, Michael) (Entered: 08/13/2014)
08/13/2014		Judge Charles S. Haight, Jr added. (Malone, P.) (Entered: 08/14/2014)
08/13/2014	10	Order on Pretrial Deadlines: Discovery due by 2/12/2015 Signed by Clerk on 8/13/14.(Campbell, A) (Entered: 08/14/2014)
08/13/2014	11	ELECTRONIC FILING ORDER - PLEASE ENSURE COMPLIANCE WITH COURTESY COPY REQUIREMENTS IN THIS ORDER Signed by Judge Charles S. Haight, Jr on 8/13/14.(Campbell, A) (Entered: 08/14/2014)
08/14/2014	12	NOTICE TO COUNSEL: Counsel initiating or removing this action is responsible for serving all parties with attached documents and copies of 10 Order on Pretrial Deadlines, 6 Notice (Other) filed by Don Zhang, Beta Pharma, Inc., 9 MOTION for Extension of Time until Sept. 19, 2014 *to* File an Answer or Motion Directed to the Complaint filed by Don Zhang, Beta Pharma, Inc., 2 Notice of Appearance filed by Don Zhang, Beta Pharma, Inc., 4 Notice (Other) filed by Don Zhang, Beta Pharma, Inc., 1 Notice of Removal, filed by Don Zhang, Beta Pharma, Inc., 8 Corporate Disclosure Statement filed by Don Zhang, Beta Pharma, Inc., 3 Notice of Appearance filed by Don Zhang, Beta Pharma, Inc., 5 Notice (Other) filed by Don Zhang, Beta Pharma, Inc., 7 Notice (Other) filed by Don Zhang, Beta Pharma, Inc., 11 Electronic Filing Order Signed by Clerk on 8/14/14. (Attachments: # 1 Notice to Counsel on Removed Cases.)(Campbell, A) (Entered: 08/14/2014)
08/15/2014	13	ORDER granting, *absent objection and for good cause,* 9 Motion for Extension of Time until September 19, 2014, to file Answer or Motion Directed to the Complaint. Signed by Judge Charles S. Haight, Jr on August 15, 2014. (Pylman, J.) (Entered: 08/15/2014)

08/15/2014		Answer deadline updated for Beta Pharma, Inc. to 9/19/2014; Don Zhang to 9/19/2014. (Villano, P.) (Entered: 08/18/2014)
09/03/2014	14	NOTICE of Appearance by Jonathan S. Katz on behalf of Hongliang Chu, Xinshan Kang, Qian Liu, Song Lu, Shanshan Shao (Katz, Jonathan) (Entered: 09/03/2014)
09/19/2014	15	MOTION to Dismiss by Beta Pharma, Inc., Don Zhang.Responses due by 10/10/2014 (Attachments: # 1 Memorandum in Support)(Caldwell, Michael) (Entered: 09/19/2014)
09/25/2014	16	Joint REPORT of Rule 26(f) Planning Meeting. (Caldwell, Michael) (Entered: 09/25/2014)
09/30/2014	17	ELECTRONIC SCHEDULING ORDER. The Court adopts the deadlines proposed by the parties in their 16 Joint Rule 26(f) Report and highlights the following critical deadlines in this SCHEDULING ORDER. The parties shall file any motions to join additional parties by not later than October 26, 2014. Plaintiffs shall have until 30 days after the Court rules on the 15 pending Motion to Dismiss to move to amend the pleadings. All discovery, including depositions of expert witnesses pursuant to Fed. R. Civ. P. 26(b)(4), shall be completed (not propounded) by March 26, 2016. Dispositive motions shall be filed not later than May 26, 2016. The Joint Trial Memorandum shall be filed not later than June 26, 2016, or 60 days following the Court's ruling on the last outstanding dispositive motion, whichever is later. Signed by Judge Charles S. Haight, Jr. on September 30, 2014. (Pylman, J.) (Entered: 09/30/2014)
10/01/2014		Set Deadlines: Discovery due by 3/26/2016 Dispositive Motions due by 5/26/2016 Trial Brief due by 6/26/2016 (Falcone, K.) (Entered: 10/01/2014)
10/03/2014	18	MOTION for Extension of Time until November 10, 2014 to respond to defendants' motion to dismiss by Hongliang Chu, Xinshan Kang, Qian Liu, Song Lu, Shanshan Shao. (Katz, Jonathan) (Entered: 10/03/2014)

10/07/2014	19	ELECTRONIC ORDER granting, absent objection and for good cause shown, 18 *Plaintiffs' Motion to Extend Time to Respond to Defendants' Motion to Dismiss.* Plaintiffs seek a 30-day extension to respond to 15 *Defendants' Motion to Dismiss,* representing that said motion "raises complex issues of fact and law" so that Plaintiffs' counsel "requires additional time to complete the necessary research and prepare a response." Plaintiffs' motion is granted in light of their "particularized showing that the time limitation in question cannot reasonably be met despite [their] diligence," D. Conn. L. Civ. R. 7(b)(2). Accordingly, Plaintiffs shall file their response to 15 *Defendants' Motion to Dismiss* on or before **November 10, 2014.** Signed by Judge Charles S. Haight, Jr. on October 7, 2014. (Dorais, L.) (Entered: 10/07/2014)
10/07/2014		Set Deadline as to 15 MOTION to Dismiss . Responses due by 11/10/2014 (Falcone, K.) (Entered: 10/08/2014)
10/14/2014	20	MOTION to Disqualify Counsel by Beta Pharma, Inc., Don Zhang. (Attachments: # 1 Memorandum in Support, # 2 Exhibit A-D, # 3 Exhibit E (Part 1 of 3), # 4 Exhibit E (Part 2 of 3), # 5 Exhibit E (Part 3 of 3), # 6 Exhibit F-G, # 7 Exhibit H-K)(Caldwell, Michael) (Entered: 10/14/2014)
10/16/2014	21	MOTION to Stay by Beta Pharma, Inc., Don Zhang.Responses due by 11/6/2014 (Attachments: # 1 Memorandum in Support)(Caldwell, Michael) (Entered: 10/16/2014)
10/16/2014	22	MOTION for Attorney(s) Jack L. Kolpen to be Admitted Pro Hac Vice (paid $75 PHV fee; receipt number 0205-3390802) by Beta Pharma, Inc., Don Zhang. (Attachments: # 1 Affidavit, # 2 Affidavit (Supplemental))(Bowerman, Richard) (Entered: 10/16/2014)
10/16/2014	23	MOTION for Attorney(s) Benjamin R. Kurtis to be Admitted Pro Hac Vice (paid $75 PHV fee; receipt number 0205-3390828) by Beta Pharma, Inc., Don Zhang. (Attachments: # 1 Affidavit, # 2 Affidavit (Supplemental))(Bowerman, Richard) (Entered: 10/16/2014)
10/17/2014	24	ORDER granting 22 Motion to Appear Pro Hav Vice; granting 23

		Motion to Appear Pro Hav Vice Certificates of Good Standing due by 12/16/2014. Signed by Clerk on 10/17/2014. (Falcone, K.) (Entered: 10/17/2014)
10/17/2014	25	CERTIFICATE OF GOOD STANDING re 22 MOTION for Attorney(s) Jack L. Kolpen to be Admitted Pro Hac Vice (paid $75 PHV fee; receipt number 0205-3390802) by Beta Pharma, Inc., Don Zhang. (Caldwell, Michael) (Entered: 10/17/2014)
10/17/2014	26	CERTIFICATE OF GOOD STANDING re 23 MOTION for Attorney(s) Benjamin R. Kurtis to be Admitted Pro Hac Vice (paid $75 PHV fee; receipt number 0205-3390828) by Beta Pharma, Inc., Don Zhang. (Caldwell, Michael) (Entered: 10/17/2014)
10/20/2014	27	RESPONSE *TO DEFENDANTS' MOTION FOR STAY* filed by Hongliang Chu, Xinshan Kang, Qian Liu, Song Lu, Shanshan Shao. (Katz, Jonathan) Modified on 10/21/2014 (Villano, P.). Entry was modified to add link to document. (Entered: 10/20/2014)
10/20/2014	28	Joint MOTION for Extension of Time until 30 days after expiration of stay or denial of Motion to Stay *for* parties' exchange of Rule 26(a) discovery and Plaintiffs' response to Motion to Dismiss by Beta Pharma, Inc., Don Zhang. (Caldwell, Michael) (Entered: 10/20/2014)
10/24/2014	29	MOTION for Extension of Time to File Response/Reply as to 20 MOTION to Disqualify Counsel until November 18, 2014 by Hongliang Chu, Xinshan Kang, Qian Liu, Song Lu, Shanshan Shao. (Katz, Jonathan) (Entered: 10/24/2014)
10/27/2014	30	ORDER. Defendants have filed 21 Motion to Stay all proceedings in this action pending the Court's disposition of Defendants' 20 Motion to Disqualify Counsel. Absent Plaintiffs' objection to the 21 Motion to Stay, and in light of the fact that Defendants' 20 Motion to Disqualify Counsel raises questions as to whether counsel may represent Plaintiffs in this matter, the Court GRANTS Defendants' 21 Motion to Stay all litigation except briefing related to Defendants' 20 Motion to Disqualify Counsel. The Court takes no position on that Motion at this time. In light of the stay, the Parties' 28 Joint Motion for Modification

		of the Scheduling Order is also GRANTED. Accordingly, the (1) deadline for the Parties' to serve initial disclosures under Fed.R.Civ.P. 26(a), and, (2) the deadline for Plaintiffs to file a response to Defendants' 15 Motion to Dismiss is extended to thirty (30) days after the date on which the Court resolves the 20 Motion to Disqualify Counsel and lifts the stay in this case. Signed by Judge Charles S. Haight, Jr. on October 27, 2014. (Pylman, J.) (Entered: 10/27/2014)
10/27/2014	31	ORDER granting, absent objection and for good cause, Plaintiffs' 29 Motion to Extend Time to File Opposition to Defendants' 20 Motion to Disqualify Counsel. Plaintiffs' opposition to Defendants' Motion to Disqualify shall be filed on or before November 18, 2014. Signed by Judge Charles S. Haight, Jr. on October 27, 2014. (Pylman, J.) (Entered: 10/27/2014)
10/28/2014		Set Deadline as to 20 MOTION to Disqualify Counsel . Responses due by 11/18/2014 (Falcone, K.) (Entered: 10/28/2014)
11/18/2014	32	Memorandum in Opposition re 20 MOTION to Disqualify Counsel filed by Hongliang Chu, Xinshan Kang, Qian Liu, Song Lu, Shanshan Shao. (Katz, Jonathan) (Entered: 11/18/2014)
11/24/2014	33	Consent MOTION for Extension of Time to File Response/Reply *(Reply Brief)* as to 20 MOTION to Disqualify Counsel until December 16, 2014 by Beta Pharma, Inc., Don Zhang. (Caldwell, Michael) (Entered: 11/24/2014)
11/25/2014	34	ORDER granting, *for good cause,* Defendants' 33 Consent Motion for Extension of Time until December 16, 2014, to file a Reply on their 20 Motion to Disqualify Counsel. Signed by Judge Charles S. Haight, Jr. on November 25, 2014. (Pylman, J.) (Entered: 11/25/2014)
11/26/2014		Set Deadline as to 20 MOTION to Disqualify Counsel . Responses due by 12/16/2014 (Falcone, K.) (Entered: 11/26/2014)
12/02/2014	35	MOTION for *Conference* by Beta Pharma, Inc., Don Zhang. (Caldwell, Michael) (Entered: 12/02/2014)

12/03/2014	36	ORDER granting Defendants' 35 Motion for TELEPHONIC CONFERENCE "to discuss the appropriate method for Defendants to place before the Court certain documents that are relevant to its consideration of Defendants' 20 Motion to Disqualify Counsel." Doc. 35 . Counsel for the parties shall jointly dial chambers at 203-773-2052 on **December 5, 2014, at 2:00 PM**. Signed by Judge Charles S. Haight, Jr. on December 3, 2014. (Pylman, J.) (Entered: 12/03/2014)
12/04/2014		NOTICE OF E-FILED CALENDAR: THIS IS THE ONLY NOTICE COUNSEL/THE PARTIES WILL RECEIVE.ALL PERSONS ENTERING THE COURTHOUSE MUST PRESENT PHOTO IDENTIFICATION. Telephonic Conference set for 12/5/2014 02:00 PM before Judge Charles S. Haight Jr. (Falcone, K.) (Entered: 12/04/2014)
12/04/2014	37	NOTICE of Appearance by Joseph J. Packtor on behalf of Hongliang Chu, Xinshan Kang, Qian Liu, Song Lu, Shanshan Shao (Packtor, Joseph) (Entered: 12/04/2014)
12/04/2014	38	NOTICE by Hongliang Chu, Xinshan Kang, Qian Liu, Song Lu, Shanshan Shao *OF RELATED CASE* (Katz, Jonathan) (Entered: 12/04/2014)
12/05/2014	39	Minute Entry for TELEPHONIC CONFERENCE (Doc. #36) held before Judge Charles S. Haight, Jr.: TELEPHONIC CONFERENCE held on 12/5/2014. 55 minutes. (Pylman, J.) (Entered: 12/05/2014)
12/05/2014	40	ORDER. A telephonic conference was held in this case "to discuss the appropriate method for Defendants to place before the Court certain documents that are relevant to its consideration of Defendants' 20 Motion to Disqualify Counsel." Doc. #36 (quotation marks omitted). As suggested by the Court, and agreed to by counsel, the parties' shall jointly file a *Proposed Protective Order and Confidentiality Agreement* describing the terms and conditions of the dissemination of the documents relevant to the Court's disposition of Defendants' 20 Motion to Disqualify Counsel. The joint proposal, or in the alternative, a statement from each party describing the points of contention impeding its submission, shall be made not later than

		December 29, 2014. In light of the foregoing, the deadline by which Defendants may submit a Reply to Plaintiffs' 32 Response to Defendants' Motion to Disqualify Counsel, is enlarged *sine die.* Signed by Judge Charles S. Haight, Jr. on December 5, 2014. (Pylman, J.) (Entered: 12/05/2014)
12/30/2014	41	ORDER. The parties have represented to chambers that good cause exists for an enlargement of the deadline to file the papers described in the Court's December 5, 2014 ORDER. *See* Doc. 40. Based on the parties' representations, the Court resets the deadline by which those papers must be filed to **Tuesday, January 6, 2015.** Signed by Judge Charles S. Haight, Jr. on December 30, 2014. (Pylman, J.) (Entered: 12/30/2014)
01/06/2015	42	Proposed MOTION for Protective Order *Concerning Motion to Disqualify* by Hongliang Chu, Xinshan Kang, Qian Liu, Song Lu, Shanshan Shao.Responses due by 1/27/2015 (Katz, Jonathan) (Entered: 01/06/2015)
01/06/2015	43	RESPONSE *Statement and Memorandum on Defendants' Proposed Protective Order and Confidentiality Agreement* filed by Beta Pharma, Inc., Don Zhang. (Attachments: # 1 Exhibit A, # 2 Exhibit B, # 3 Exhibit C, # 4 Exhibit D, # 5 Exhibit E)(Caldwell, Michael) (Entered: 01/06/2015)
01/09/2015	44	MOTION for DISCOVERY ORDER RE: MOTION TO DISQUALIFY Order by Hongliang Chu, Xinshan Kang, Qian Liu, Song Lu, Shanshan Shao. (Katz, Jonathan) (Entered: 01/09/2015)
01/09/2015	45	Memorandum in Support re 44 MOTION for DISCOVERY ORDER RE: MOTION TO DISQUALIFY Order filed by Hongliang Chu, Xinshan Kang, Qian Liu, Song Lu, Shanshan Shao. (Katz, Jonathan) (Entered: 01/09/2015)
01/14/2015	46	MOTION for *Scheduling of Conference Regarding Proposed Protective Order and Confidentiality Agreement* by Beta Pharma, Inc., Don Zhang. (Caldwell, Michael) (Entered: 01/14/2015)

01/16/2015	47	PROTECTIVE ORDER FOR 20 MOTION TO DISQUALIFY COUNSEL (see attached). Signed by Judge Charles S. Haight, Jr. on January 16, 2015. (Pylman, J.) (Entered: 01/16/2015)
01/16/2015	48	OPINION ON 42 and 43 PROPOSED PROTECTIVE ORDERS (see attached). Signed by Judge Charles S. Haight, Jr. on January 16, 2015. (Pylman, J.) (Entered: 01/16/2015)
01/16/2015	49	SCHEDULING ORDER. Defendants may file, on or before January 30, 2015, a reply to Plaintiffs' opposition to Defendants' 20 Motion to Disqualify Counsel. Plaintiffs, if so advised, may file a sur-reply on or before February 13, 2015. Signed by Judge Charles S. Haight, Jr. on January 16, 2015. (Pylman, J.) (Entered: 01/16/2015)
01/16/2015	50	ORDER DENYING as moot Defendants' 46 Motion for Scheduling Conference Regarding Proposed Protective Order in light of 47 PROTECTIVE ORDER. Signed by Judge Charles S. Haight, Jr. on January 16, 2015. (Pylman, J.) (Entered: 01/16/2015)
01/20/2015	51	MOTION for Leave to File Excess Pages *(Unopposed Motion for Permission to Exceed Page Limit re Reply Memorandum of Law on Motion to Disqualify Counsel)* by Beta Pharma, Inc., Don Zhang. (Caldwell, Michael) (Entered: 01/20/2015)
01/21/2015	52	ORDER granting, *for good cause,* and absent objection, Defendants' 51 Motion for Leave to File Excess Pages. Signed by Judge Charles S. Haight, Jr. on January 21, 2015. (Pylman, J.) (Entered: 01/21/2015)
01/30/2015	53	Memorandum in Opposition re 44 MOTION for DISCOVERY ORDER RE: MOTION TO DISQUALIFY Order filed by Beta Pharma, Inc., Don Zhang. (Attachments: # 1 Exhibit A-H)(Caldwell, Michael) (Entered: 01/30/2015)
01/30/2015	54	REPLY to Response to 20 MOTION to Disqualify Counsel filed by Beta Pharma, Inc., Don Zhang. (Attachments: # 1 Exhibit Zhang Affidavit with Exhibits 1-6 (redacted), # 2 Exhibit Zhang Affidavit Exhibits 7-16 (redacted), # 3 Exhibit Kolpen Affidavit with

		Exhibits)(Caldwell, Michael) (Entered: 01/30/2015)
01/30/2015	55	MOTION to Seal unredacted versions of Reply Memorandum of Law on Motion to Disqualify Counsel and Exhibits by Beta Pharma, Inc., Don Zhang. (Attachments: # 1 Memorandum in Support)(Caldwell, Michael) (Entered: 01/30/2015)
02/11/2015	56	Memorandum in Support re 44 MOTION for DISCOVERY ORDER RE: MOTION TO DISQUALIFY Order *(Reply Memorandum)* filed by Hongliang Chu, Xinshan Kang, Qian Liu, Song Lu, Shanshan Shao. (Katz, Jonathan) (Entered: 02/11/2015)
02/13/2015	57	First MOTION to Seal Unredacted Version of Surreply Memorandum on Motion to Disqualify by Hongliang Chu, Xinshan Kang, Qian Liu, Song Lu, Shanshan Shao. (Katz, Jonathan) (Entered: 02/13/2015)
02/13/2015	58	Memorandum in Support re 57 First MOTION to Seal Unredacted Version of Surreply Memorandum on Motion to Disqualify filed by Hongliang Chu, Xinshan Kang, Qian Liu, Song Lu, Shanshan Shao. (Katz, Jonathan) (Entered: 02/13/2015)
02/13/2015	59	Supplemental Memorandum in Opposition *REDACTED* re 20 MOTION to Disqualify Counsel filed by Hongliang Chu, Xinshan Kang, Qian Liu, Song Lu, Shanshan Shao. (Katz, Jonathan) (Entered: 02/13/2015)
02/13/2015	60	Supplemental AFFIDAVIT re 32 Memorandum in Opposition to Motion *to Disqualify* Signed By Jonathan Katz filed by Hongliang Chu, Xinshan Kang, Qian Liu, Song Lu, Shanshan Shao. (Katz, Jonathan) (Entered: 02/13/2015)
02/13/2015	61	Sealed Document: Surreply Memorandum in Opposition to 20 MOTION to Disqualify Counsel by Hongliang Chu, Xinshan Kang, Qian Liu, Song Lu, Shanshan Shao re (Pesta, J.) (Entered: 02/17/2015)
02/25/2015	62	MOTION for Leave to File *IDENTIFICATION OF ADDITIONAL AUTHORITY CONCERNING MOTION FOR DISCOVERY ORDER*

		(DOCKET ENTRY 44) by Hongliang Chu, Xinshan Kang, Qian Liu, Song Lu, Shanshan Shao. (Katz, Jonathan) (Entered: 02/25/2015)
02/26/2015	63	MOTION for Leave to File *New Supplemental Facts Relevant to Motion to Disqualify Counsel* by Beta Pharma, Inc., Don Zhang. (Caldwell, Michael) (Entered: 02/26/2015)
03/02/2015	64	RESPONSE re 62 MOTION for Leave to File *IDENTIFICATION OF ADDITIONAL AUTHORITY CONCERNING MOTION FOR DISCOVERY ORDER (DOCKET ENTRY 44)* filed by Beta Pharma, Inc., Don Zhang. (Caldwell, Michael) (Entered: 03/02/2015)
03/03/2015	65	ELECTRONIC ORDER granting Plaintiffs' 62 "Motion for Permission to Identify Additional Authority Concerning 44 Motion for Discovery Order." Plaintiffs may file the memorandum proposed in the 62 Motion on or before March 17, 2015. Defendants may respond to the memorandum on or before March 31, 2015. Defendants' memorandum in response must be confined to a discussion of the issues raised in Plaintiffs' memorandum. Signed by Judge Charles S. Haight, Jr. on March 3, 2015. (Pylman, J.) (Entered: 03/03/2015)
03/04/2015	66	ELECTRONIC ORDER granting parties' 55 and 57 Motions to Seal. In accordance with the 47 Protective Order, Defendants have filed a 55 Motion to Seal the unredacted versions of their reply memorandum in connection with their 20 Motion to Disqualify Counsel, as well as exhibits in support of that brief. Likewise, Plaintiffs have filed a 57 Motion to Seal the unredacted version of their responsive sur-reply. Each side consents to the filing of the motion to seal by the other side. The Court has reviewed the material sought to be sealed in camera. Defendants argue that sealing is warranted because the material relates to matters that are subject to the attorney-client privilege or work product doctrine. Plaintiffs "accept [that] characterization" "[f]or purposes of this Motion to Seal only," and "wholly dispute any implication that the materials require disqualification." Doc. 58 at 4-5. Attorney-client privilege may constitute a "compelling reason" for sealing documents. *Lugosch v. Pyramid Co. of Onondaga,* 435 F.3d 110, 125 (2d Cir. 2006). The work product doctrine is also recognized as a "compelling reason." *Travelers Indem. Co. v. Excalibur Reinsurance Corp.,* No 11 cv 1209

		(CSH), 2013 WL 4012772, *5 n. 11 (D. Conn. Aug. 5, 2013). Given the subject matter of the material sought to be sealed and the subject matter of the underlying 20 Motion To Disqualify, the Court holds that "sealing is supported by clear and compelling reasons and is narrowly tailored to serve those reasons." Loc. R. Civ. P. 5(e)(3). Accordingly, the parties' 55 and 57 Motions to Seal are granted. The Court takes no position on whether the material to be sealed is privileged or on the 20 Motion to Disqualify, which remains *sub judice*. The parties are directed to file under seal unredacted versions of the material sought to be sealed in their 55 and 57 motions if they have not done so already. Signed by Judge Charles S. Haight, Jr. on March 4, 2015. (Pylman, J.) (Entered: 03/04/2015)
03/05/2015	67	Sealed Document: Unredacted versions of defendants' Reply Memorandum of Law in Support of Motion to Disqualify Opposing Counsel and Supporting Exhibits by Beta Pharma, Inc., Don Zhang re 20 MOTION to Disqualify Counsel . (Attachments: # 1 Exhibit Supplemental Zhang Affidavit and Exhibits 1-9 (unredacted), # 2 Exhibit Supplemental Zhang Affidavit Exhibits 10-16 (unredacted))(Caldwell, Michael) (Entered: 03/05/2015)
03/13/2015	68	Supplemental Memorandum in Support re 44 MOTION for DISCOVERY ORDER RE: MOTION TO DISQUALIFY Order filed by Hongliang Chu, Xinshan Kang, Qian Liu, Song Lu, Shanshan Shao. (Katz, Jonathan) (Entered: 03/13/2015)
03/16/2015	69	RESPONSE re 44 MOTION for DISCOVERY ORDER RE: MOTION TO DISQUALIFY Order *(Defendants' Memorandum in Response to Plaintiffs' Supplemental Memorandum Re: Motion for Discovery Order)* filed by Beta Pharma, Inc., Don Zhang. (Caldwell, Michael) (Entered: 03/16/2015)