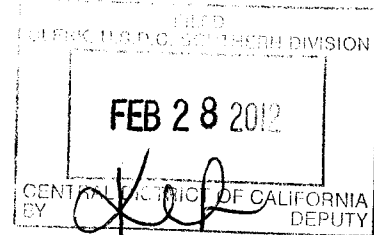


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21 **UNITED STATES DISTRICT COURT**  
22 **CENTRAL DISTRICT OF CALIFORNIA**  
23 **SOUTHERN DIVISION**

24 JOYCE WALKER, KIM BRUCE  
25 HOWLETT, and MURIEL SPOONER, on  
26 behalf of themselves and all others  
27 similarly situated,

28 Plaintiffs,

vs.

LIFE INSURANCE COMPANY OF THE  
SOUTHWEST, a Texas corporation, and  
DOES 1-50

Defendant.

**CLASS ACTION**

CASE NO.: CV 10-9198 JVS (RNBx)

Formerly Case No.: 3:10-cv -04852 JSW  
from Northern District of California

**JOINT APPLICATION TO FILE  
UNDER SEAL THE PARTIES' JOINT  
STIPULATION ON LSW'S MOTION  
TO COMPEL AND CERTAIN  
EXHIBITS THERETO**

Magistrate Judge Robert N. Block

Date: March 20, 2012  
Time: 9:30 a.m.  
Courtroom: 6D

Discovery Cutoff: November 5, 2012  
Pretrial Conference: January 14, 2013  
Trial Date: January 22, 2013

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CLERK U.S. DISTRICT COURT  
CENTRAL DIST. OF CALIF.  
SANTA ANA

BY

1 PLEASE TAKE NOTICE THAT pursuant to Civil Local Rule 79-5.1 and  
2 the Court's Second Amended Protective Order in this action, Dkt. 102 at ¶ 10  
3 (Sept. 26, 2011), Defendant Life Insurance Company of the Southwest ("LSW")  
4 submits this application to the Court for an Order sealing (1) the Parties' Joint  
5 Stipulation on LSW's Motion for a Protective Order and Motion to Compel; and  
6 (2) Exhibits L, R, T, U, and V attached to the Declaration of Jeanette T. Barzelay  
7 In Opposition to Defendant's Motion for Protective Order and to Compel  
8 Responses to Deposition Questions.

9 PLEASE TAKE FURTHER NOTICE THAT pursuant to Civil Local Rule  
10 79-5.1 and the Court's Second Amended Protective Order in this action, Document  
11 No. 103 at ¶10 (entered September 26, 2011), Plaintiffs Joyce Walker, Kim Bruce  
12 Howlett, and Muriel Spooner ("Plaintiffs") hereby submit this application to the  
13 Court for an Order sealing (1) the Parties' Joint Stipulation on LSW's Motion for a  
14 Protective Order and Motion to Compel (2) Exhibits C, E, and M attached to the  
15 Declaration of Jeanette T. Barzelay in Opposition to LSW's Motion; and (3)  
16 Exhibits A, B, C, and D attached to the Declaration of Jonathan A. Shapiro in  
17 Support of LSW's Motion.

18 Under Civil Local Rule 79-5.1, a party can request that documents be filed  
19 under seal by submitting a written application along with the documents sought to  
20 be filed under seal. The Court's Second Amended Protective Order (the  
21 "Protective Order") requires that an application to seal be filed whenever any  
22 papers are filed containing information and/or documents designated as  
23 "CONFIDENTIAL" or "CONFIDENTIAL INFORMATION – PROTECTIVE  
24 ORDER." Dkt. 102 at ¶ 10

25 **I. LSW's Application**

26 LSW applies to file under seal (1) the Parties' Joint Stipulation on LSW's  
27 Motion for a Protective Order and Motion to Compel; and (2) Exhibits L, R, T, U,  
28

1 V and W attached to the Declaration of Jeanette T. Barzelay In Opposition to  
2 Defendant's Motion for Protective Order and to Compel Responses to Deposition  
3 Questions ("Barzelay Dec."). The specifics grounds for each document are set  
4 forth below:

5 (i) The Parties' Joint Stipulation contains direct quotations from Exhibits T,  
6 U, and V of the Barzelay Declaration. The former two documents are marked as  
7 "CONFIDENTIAL" under the protective order and, as described below, include  
8 confidential, non-public commercial information that, if disclosed to the general  
9 public or competitors of LSW, could reasonably and in good faith be expected to  
10 result in prejudice or harm. The last document is confidential deposition testimony  
11 that is protected by the Protective Order.

12 (ii) Exhibit L is an internal LSW draft presentation that has been marked  
13 CONFIDENTIAL. This draft presentation to be given to LSW agents contains  
14 consumer profiling and marketing strategies. This is confidential, non-public  
15 commercial information about LSW and LSW products that, if disclosed to the  
16 general public or competitors of LSW, could reasonably and in good faith be  
17 expected to result in prejudice or harm.

18 (iii) Exhibit R is a letter from Plaintiffs to LSW. The letter describes in  
19 detail the contents of documents that are marked CONFIDENTIAL and contains  
20 confidential, non-public commercial information that, if disclosed to the general  
21 public or competitors of LSW, could reasonably and in good faith be expected to  
22 result in prejudice or harm. In particular, the letter quotes a CONFIDENTIAL  
23 document describing the manner in which LSW calculates deferred amortization  
24 costs.

25 (iv) Exhibit T is an internal LSW draft newsletter that has been marked  
26 CONFIDENTIAL. This draft newsletter discusses LSW's competitive positioning  
27 strategy. This is confidential, non-public commercial information about LSW's  
28 corporate strategy and LSW products that, if disclosed to the general public or

1 competitors of LSW, could reasonably and in good faith be expected to result in  
2 prejudice or harm.

3 (v) Exhibit U is an internal LSW draft presentation that has been marked  
4 CONFIDENTIAL. This draft presentation to be given to LSW agents contains  
5 confidential LSW strategies regarding marketing approaches and competitive  
6 positioning. This is confidential, non-public commercial information about LSW  
7 and LSW products that, if disclosed to the general public or competitors of LSW,  
8 could reasonably and in good faith be expected to result in prejudice or harm.

9 (vi) Exhibit V contains excerpts from the deposition of Matthew DeSantos.  
10 In the testimony excerpted herein, Mr. DeSantos testified to, among other things,  
11 LSW's marketing strategies. This is confidential, non-public commercial  
12 information about LSW products that, if disclosed to the general public or  
13 competitors of LSW, could reasonably and in good faith be expected to result in  
14 prejudice or harm.

15 For the foregoing reasons, LSW respectfully request that the Court grant  
16 LSW's application to the Court for an Order sealing (1) the Parties' Joint  
17 Stipulation on LSW's Motion for a Protective Order and Motion to Compel; and  
18 (2) Exhibits L, R, T, U, and V attached to the Declaration of Jeanette T. Barzelay  
19 In Opposition to Defendant's Motion for Protective Order and to Compel  
20 Responses to Deposition Questions.

**II: Plaintiffs' Application #:5635**

1  
2 Plaintiffs apply to file (1) the Parties' Joint Stipulation on LSW's Motion for  
3 a Protective Order and Motion to Compel; (2) Exhibits C, E, and M attached to the  
4 Declaration of Jeanette T. Barzelay ("Barzelay Dec.") in Opposition to LSW's  
5 Motion; and (3) Exhibits A, B, C, and D to the Declaration of Jonathan A. Shapiro  
6 ("Shapiro Dec.") in Support of LSW's Motion under seal on the grounds that they  
7 contain confidential information protected by the Protective Order. The specific  
8 grounds that apply to each document are set forth below:

9 (i) The Parties' Joint Stipulation contains excerpts from the deposition of  
10 Ms. Joyce Walker, the transcript of which Plaintiffs have designated as  
11 "Confidential" pursuant to the protective order. The relevant excerpts of the Joint  
12 Stipulation include "individual personal information," which the protective order  
13 specifically protects from disclosure. *See* Document 103 at ¶1(c). In particular,  
14 the cited testimony (which has been redacted from the publicly-filed version of the  
15 parties' Joint Stipulation) includes statements regarding Ms. Walker's financial  
16 and tax situation, which constitutes "individual personal information" that is  
17 protected from disclosure. This confidential, non-public personal information  
18 about Ms. Walker, if disclosed to the general public, could reasonably and in good  
19 faith be expected to result in prejudice or harm.

20 (ii) Barzelay Dec., Exhibit C is comprised of excerpts from Ms. Walker's  
21 deposition transcript, which Plaintiffs have designated "Confidential" pursuant to  
22 the protective order. This document includes numerous references to "individual  
23 personal information," which the protective order specifically protects from  
24 disclosure. *See* Document 103 at ¶1(c). For example, Ms. Walker provided  
25 testimony regarding her financial situation, the addresses of various residences at  
26 which she has lived (including her current residence), and the names of individuals  
27 other than the parties in this litigation (or their employees or agents), among other  
28 "individual personal information" that is protected from disclosure. This

1 confidential, non-public personal information about Ms. Walker and about third  
2 parties not involved in this lawsuit, if disclosed to the general public, could  
3 reasonably and in good faith be expected to result in prejudice or harm.

4 (iii) Barzelay Dec., Exhibit E is a meet and confer letter that contains  
5 excerpts from Ms. Walker's deposition transcript, which Plaintiffs have designated  
6 "Confidential" pursuant to the protective order. This document includes references  
7 to testimony regarding Ms. Walker's financial and tax situation (which have been  
8 redacted from the publicly-filed version of this exhibit), which constitutes  
9 "individual personal information" that is protected from disclosure under the  
10 protective order. *See* Document 103 at ¶1(c). This confidential, non-public  
11 personal information about Ms. Walker, if disclosed to the general public, could  
12 reasonably and in good faith be expected to result in prejudice or harm.

13 (iv) Barzelay Dec., Exhibit M is a meet and confer letter that contains  
14 excerpts from Ms. Walker's deposition transcript, which Plaintiffs have designated  
15 "Confidential" pursuant to the protective order. This document includes references  
16 to testimony regarding Ms. Walker's financial and tax situation (which have been  
17 redacted from the publicly-filed version of this exhibit), which constitutes  
18 "individual personal information" that is protected from disclosure under the  
19 protective order. *See* Document 103 at ¶1(c). This confidential, non-public  
20 personal information about Ms. Walker, if disclosed to the general public, could  
21 reasonably and in good faith be expected to result in prejudice or harm.

22 (v) Shapiro Dec., Exhibit A is comprised of excerpts from Ms. Walker's  
23 deposition transcript, which Plaintiffs have designated "Confidential" pursuant to  
24 the protective order. This document includes numerous references to "individual  
25 personal information," which the protective order specifically protects from  
26 disclosure. *See* Document 103 at ¶1(c). For example, Ms. Walker provided  
27 testimony regarding her financial situation, the addresses of various residences at  
28 which she has lived (including her current residence), and the names of individuals

1 other than the parties in this litigation (687 their employees or agents), among other  
2 “individual personal information” that is protected from disclosure. This  
3 confidential, non-public personal information about Ms. Walker and about third  
4 parties not involved in this lawsuit, if disclosed to the general public, could  
5 reasonably and in good faith be expected to result in prejudice or harm.

6 (vi) Shapiro Dec., Exhibit B is a meet and confer letter that contains  
7 excerpts from Ms. Walker’s deposition transcript, which Plaintiffs have designated  
8 “Confidential” pursuant to the protective order. This document includes references  
9 to testimony regarding Ms. Walker’s financial and tax situation (which have been  
10 redacted from the publicly-filed version of this exhibit), which constitutes  
11 “individual personal information” that is protected from disclosure under the  
12 protective order. *See* Document 103 at ¶1(c). This confidential, non-public  
13 personal information about Ms. Walker, if disclosed to the general public, could  
14 reasonably and in good faith be expected to result in prejudice or harm.

15 (vii) Shapiro Dec., Exhibit C is a meet and confer letter that contains  
16 excerpts from Ms. Walker’s deposition transcript, which Plaintiffs have designated  
17 “Confidential” pursuant to the protective order. This document includes references  
18 to testimony regarding Ms. Walker’s financial and tax situation (which have been  
19 redacted from the publicly-filed version of this exhibit), which constitutes  
20 “individual personal information” that is protected from disclosure under the  
21 protective order. *See* Document 103 at ¶1(c). This confidential, non-public  
22 personal information about Ms. Walker, if disclosed to the general public, could  
23 reasonably and in good faith be expected to result in prejudice or harm.

24 (viii) Shapiro Dec., Exhibit D is a document produced by Ms. Walker in  
25 discovery and designated as “Confidential” pursuant to the protective order. The  
26 document consists of an email between Ms. Walker and Ms. Christine Wilton of  
27 the California Department of Insurance, and includes references to “individual  
28 personal information,” which the protective order specifically protects from

2 information regarding Ms. Walker's financial situation, including references to  
3 specific investments and account balances, which constitute "individual personal  
4 information" that is properly protected from disclosure. This confidential, non-  
5 public personal information about Ms. Walker, if disclosed to the general public,  
6 could reasonably and in good faith be expected to result in prejudice or harm.

7 For the foregoing reasons, Plaintiffs respectfully request that the Court grant  
8 Plaintiffs' application to the Court for an Order sealing (1) the Parties' Joint  
9 Stipulation on LSW's Motion for a Protective Order and Motion to Compel; (2)  
10 Exhibits C, E, and M attached to the Declaration of Jeanette T. Barzelay in  
11 Opposition to LSW's Motion; and (3) Exhibits A, B, C, and D attached to the  
12 Declaration of Jonathan A. Shapiro in Support of LSW's Motion to Compel.

13  
14 Dated: February 23, 2012

Respectfully submitted,

15  
16 WILMER CUTLER PICKERING HALE  
AND DORR LLP

17  
18 By: /s/ Jonathan Shapiro  
Jonathan A. Shapiro

19  
20 Attorneys for Defendant  
LIFE INSURANCE COMPANY OF THE  
21 SOUTHWEST

22  
23 KASOWITZ, BENSON, TORRES &  
FRIEDMAN LLP

24  
25 By: /s/ Brian P. Brosnahan  
26 Brian P. Brosnahan  
27 Charles N. Freiberg  
28 Jacob N. Foster

Attorneys for Plaintiffs



JOYCE WALKER, KIMBRUCE  
#5669  
HOWLETT, and MURIEL SPOONER, on  
behalf of themselves and all others  
similarly situated

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