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15 **UNITED STATES DISTRICT COURT**

16 **CENTRAL DISTRICT OF CALIFORNIA, WESTERN DIVISION**

17 WESTERN SUGAR COOPERATIVE,
18 a Colorado cooperative, et al,

19 Plaintiffs,

20 v.

21 ARCHER-DANIELS-MIDLAND
COMPANY, a Delaware corporation, et
22 al.,

23 Defendants.
24

Case No. CV11-3473 CBM (MANx)

**STIPULATED APPLICATION FOR
AN ORDER PERMITTING *IN*
CAMERA REVIEW OF
UNREDACTED VERSIONS OF
EXHIBITS 3 AND 5 TO
INGREDION'S MOTION TO
DISQUALIFY SQUIRE PATTON
BOGGS AS COUNSEL FOR
PLAINTIFFS AND CROSS-
DEFENDANTS; MEMORANDUM
OF POINTS AND AUTHORITIES**

**[*In Camera* Declaration of Michael J.
Proctor submitted separately]**

**Date: September 23, 2014
Time: 10:00 a.m.
Crtrm.: 2**

1 Defendant and Counterclaimant Ingredion Incorporated (“Ingredion”) and
2 Non-Party Squire Patton Boggs (US) LLP (“Squire Patton Boggs”) hereby stipulate
3 and jointly apply, pursuant to Local Civil Rules 79-5, and pursuant to Federal Rule
4 of Evidence 502(d), for an Order permitting the *in camera* review of the following
5 document:

6 *In Camera* Declaration of Michael J. Proctor and attached Exhibits 3-A and
7 5-A.

8 As set forth in the attached memorandum, good cause exists for granting this
9 application. The identified documents contain attorney-client communications and
10 attorney work product, which are privileged and cannot be disclosed without
11 violating such privileges; however, this Court needs to review these documents to
12 properly evaluate the issues raised on the motion to disqualify counsel. Given the
13 privileged nature of the materials, both Ingredion and Squire Patton Boggs believe
14 that such materials should be protected from public disclosure. Because the
15 identified documents are important to a determination of the issues raised in the
16 motion to disqualify Squire Patton Boggs as counsel for Plaintiffs and Cross-
17 defendants, this Court should grant this application for an *in camera* review of this
18 material.

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1 This Application is based on this Application, the attached Memorandum of
2 Points and Authorities, and other records and files in this action and upon such other
3 or further matters as may properly be presented prior to ruling on this application.
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5 DATED: September 5, 2014

CALDWELL LESLIE & PROCTOR, PC

6
7 By _____ /S/

8 MICHAEL J. PROCTOR

9 Attorneys for Defendants and Counterclaimants
10 TATE & LYLE INGREDIENTS AMERICAS
11 LLC, and INGREDION INCORPORATED

12 DATED: September 5, 2014

ROBIE & MATTHAI

13
14 By _____ /S/ (per email authorization 9/5/14)

15 EDITH R. MATTHAI

16 Attorneys for Non-Party SQUIRE PATTON
17 BOGGS (US) LLP
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MEMORANDUM OF POINTS AND AUTHORITIES

I. INTRODUCTION

Defendant and Cross-complainant Ingredion Incorporated (“Ingredion”) is seeking to disqualify Plaintiffs and Cross-defendants’ counsel, Squire Patton Boggs (US) LLP (“Squire Patton Boggs”). Squire Patton Boggs opposes the disqualification motion. Both parties ask this Court to review, *in camera*, certain attorney-client privileged communications and attorney work product, in determining the issues raised by the motion to disqualify.

FACTUAL BACKGROUND

Ingredion, along with Tate & Lyle Ingredients Americas LLC (“Tate & Lyle”), filed a motion to disqualify counsel on August 26, 2014. [ECF Nos. 232 and 233.] In its motion, Ingredion argues that the subject matter of this litigation is substantially related to the subject matter of particular work that lawyers from legacy firm Patton Boggs LLP performed for it. [ECF No. 232 at 22-24.]

To support its motion, Ingredion filed redacted copies of bills from Patton Boggs for that work. [Declaration of Michael N. Levy, Exs. 3 and 5 (ECF Nos. 232-2 at 7-8 and 13-15.) Ingredion offered to provide the Court with unredacted copies for review *in camera*, so long as the Court received those unredacted exhibits pursuant to an order under Federal Rule of Evidence 502(d). [ECF No. 232 at 9 n.2.]

Squire Patton Boggs disputes that the subject matters are related. [ECF 252-253 at 12-17.] So that the Court may decide the motion and be better informed about the subject matters of the work that Patton Boggs performed for Ingredion, Squire Patton Boggs also requested *in camera* review of the bills in question. [ECF 272.]

Squire Patton Boggs does not object to Ingredion’s proposed procedure, and in light of this Stipulated Application, Squire Patton Boggs will withdraw its Application.

1 Accordingly, both Ingredion and Squire Patton Boggs ask the Court to review
2 *in camera* unredacted copies of relevant Ingredion bills.

3 **LEGAL ARGUMENT**

4 Confidential communications made by a client to an attorney to obtain legal
5 services are protected from disclosure. *Fisher v. United States*, 425 U.S. 391, 403
6 (1976). While not all communications between attorney and client are privileged,
7 correspondence, bills, ledgers, statements, and time records which reveal the motive
8 of the client in seeking representation, litigation strategy, or the specific nature of
9 the services provided, such as researching particular areas of law, fall within the
10 privilege. *Clarke v. American Commerce Nat'l Bank*, 974 F.2d 127, 129 (9th Cir.
11 1992). Given the confidential nature of the information, a district court may
12 conduct an *in camera* inspection of confidential attorney-client communications,
13 including attorney billing statements, to determine issues raised in the litigation.
14 *Clarke v. American Commerce Nat'l Bank*, 974 F.2d 127, 129 (9th Cir. 1992) (*in*
15 *camera* inspection of billing statements allowed to determine whether attorney-
16 client privilege applied); *see also Advanced Messaging Techs., Inc. v. EasyLink*
17 *Servs. Int'l Corp.*, 913 F. Supp. 2d 900, 903-04 (C.D. Cal. 2012) (acknowledging
18 review *in camera* of billing statements to decide disqualification motion).

19 Neither Ingredion nor Squire Patton Boggs intends for the Court's review of
20 the unredacted billings to constitute a waiver of any applicable privilege or a release
21 of proprietary information. Accordingly, Ingredion and Squire Patton Boggs jointly
22 ask that the Court enter its order pursuant to Federal Rule of Evidence 502(d). That
23 rule states:

24 (d) *Controlling Effect of a Court Order.* A federal court
25 may order that the privilege or protection is not waived
26 by disclosure connected with the litigation pending
27 before the court—in which event the disclosure is also
28 not a waiver in any other federal or state proceeding.

