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10 Attorneys for Plaintiffs,  
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16 Attorneys for Defendant  
 17 DELOITTE & TOUCHE LLP

18 UNITED STATES DISTRICT COURT

19 NORTHERN DISTRICT OF CALIFORNIA

20 JAMES BRADY, SARAH CAVANAGH, and  
 21 IVA CHIU, individually and on behalf of all  
 others similarly situated,

22 Plaintiffs,

23 v.

24 DELOITTE & TOUCHE LLP, a limited liability  
 25 partnership; and DOES 1-10, inclusive,

26 Defendants.

Case No. C-08-00177-SI

**STIPULATION AND [PROPOSED]  
 ORDER GRANTING LEAVE TO  
 FILE UNDER SEAL CORRECTED  
 DECLARATION OF SCOTT  
 SMITH**

27 **PUBLIC VERSION**

1 **STIPULATION**

2 Pursuant to Local Rules 7-12 and 79-5, and the Court’s Standing Order, Plaintiffs and  
3 Defendant, through their respective counsel, submit the following stipulation and [proposed]  
4 order granting Defendant Deloitte & Touche LLP (“Defendant”) leave to file permanently under  
5 seal the materials described below.

6 WHEREAS, in the course of the discovery the parties have produced and disclosed  
7 confidential, proprietary, and other private information related to the parties, as well as  
8 Defendant’s clients, designated “Confidential” or “Highly Confidential - Attorneys’ Eyes Only”  
9 pursuant to the parties’ Stipulated Protective Order signed by the Court on March 10, 2009, and  
10 filed in the above captioned action on March 11, 2009 (“Designated Produced Materials”), for  
11 which special protection from public disclosure and from use for any purpose other than  
12 prosecuting this litigation would be warranted;

13 WHEREAS, the parties agree that confidential, proprietary, and other private information  
14 related to the parties, as well as Defendant’s clients, will also be included in or discussed in the  
15 parties filings on the Plaintiffs’ Motion for Class Certification (“Designated Motion Materials”);

16 WHEREAS, the parties agree that the Designated Produced Materials and Designated  
17 Motion Materials consist of Defendant’s proprietary employee training materials, proprietary  
18 guidance for conducting audits, proprietary policies, confidential employee personnel and pay  
19 data, and confidential and proprietary audit work papers, as well as the confidential and  
20 proprietary information of Defendant’s clients.

21 WHEREAS, the parties agree that the Designated Produced Materials, including all  
22 information derived from the Designated Produced Materials, and the Designated Motion  
23 Materials should be filed permanently under seal on the ground that good cause exists to prevent  
24 the disclosure of this confidential, proprietary, and financial information. *See, e.g., In re Adobe*  
25 *Systems Inc. Securities Litigation*, 141 F.R.D. 155, 158 (N.D. Cal. 1992) (good cause exists when  
26 disclosure of proprietary or financial information would put a company as a competitive  
27 disadvantage); *Hirschfeld v. Stone*, 193 F.R.D. 175, 187 (S.D. N.Y. 2000) (“disclosure of  
28 confidential information is the quintessential type of irreparable harm that cannot be compensated

1 or undone by money damages); *Encyclopedia Brown Prod., Ltd. v. Home Box Office, Inc.*, 26 F.  
2 Supp 2d 606, 614 (S.D. N.Y. 1998) (that party would be irreparably harmed by disclosure of  
3 confidential business information supported sealing, even though documents dealt with business  
4 information dating back several years).

5 NOW THEREFORE, the parties hereby stipulate, subject to Court approval, that the  
6 following materials/information, attached hereto, be filed permanently under seal:

7 Corrected Declaration Of Scott Smith In Support Of Defendant  
8 Deloitte & Touche LLP's Opposition To Plaintiffs' Motion For  
9 Class Certification

10 IT IS SO STIPULATED, THROUGH COUNSEL OF RECORD.

11 Dated: February 16, 2010

COUNSEL FOR PLAINTIFFS

12 By:           /s/William A. Baird          

13 WILLIAM A BAIRD  
14 JEFFREY K. COMPTON  
Markun Zusman & Compton LLP  
STEVE ELSTER  
Law Office of Steve Elster

15 Dated: February 16, 2010

COUNSEL FOR DEFENDANTS

16 By:           /s/Linda E. Shostak          

17 LINDA E. SHOSTAK  
18 JAMES E. BODDY, JR.  
Morrison & Foerster LLP

19 **ECF CERTIFICATION**

20 I hereby attest that I have obtained concurrence regarding the filing of this document from  
21 each of the signatories within the e-filed document.

22 Dated: February 16, 2010

23 By:           /s/Linda E. Shostak          

LINDA E. SHOSTAK

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**ORDER**

PURSUANT TO STIPULATION, IT IS SO ORDERED.



Dated: \_\_\_\_\_, 2010

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Honorable Susan Illston  
United States District Court Judge