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November 6, 2020

USDC SDNY
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*NOT ADMITTED TO THE NEW YORK BAR
*ADMITTED TO THE CALIFORNIA BAR

Re: *Canfield, et al. v. SS&C Technologies Holdings, Inc., et al.*, 18-CV-08913-ALC
Mendon, et al. v. SS&C Technologies Holdings, Inc., et al., 18-CV-10252-ALC
Ferguson et al v. Ruane, Cunniff & Goldfarb, Inc., et al., 17-CV-06685-ALC

Dear Judge Carter:

MEMO ENDORSED

We represent the DST Defendants in these actions.¹ Pursuant to Your Honor's Individual Practices, we write to request permission to file and maintain under seal a response filed contemporaneously herewith to the letter filed under seal by Andrew Schermerhorn on November 4, 2020 (*see* ECF Nos. 84-85 (*Canfield*); 230-31 (*Ferguson*); 81-82 (*Mendon*)). We respectfully submit that the letter submitted by Mr. Schermerhorn and the accompanying response should be maintained under seal.

¹ The "DST Defendants" are DST Systems, Inc. ("DST"), the Advisory Committee of the DST Systems,

Inc. 401(k) Profit Sharing Plan (the "Advisory Committee"), and the Compensation Committee of the Board of Directors of DST (the "Compensation Committee").

The Honorable Andrew L. Carter, Jr.

2


While a presumption of public access applies to judicial documents, *i.e.*, documents relevant to the performance of the judicial function and useful in the judicial process, the weight of the presumption is “governed by the role of the material at issue” and the resulting value of such information to the public. *See Lugosch v. Pyramid Co. of Onondaga*, 435 F.3d 110, 119 (2d Cir. 2006); *United States v. Amodeo* (“Amodeo I”), 44 F.3d 141, 145 (2d Cir. 1995). Courts must also balance against the weight of the presumption any countervailing factors, such as “the privacy interests of those resisting disclosure”—including “the degree to which the subject matter is traditionally considered private rather than public”—and the “nature and degree of injury” resulting from disclosure. *See Lugosch*, 435 F.3d at 120; *United States v. Amodeo* (“Amodeo II”), 71 F.3d 1044, 1050–51 (2d Cir. 1995).

Courts in this district have found sealing warranted in similar circumstances. *See In re: General Motors*, 2015 WL 9480477 at *1, n.1 (S.D.N.Y. Dec. 29, 2015); *see also Fernandez v. City of New York*, 457 F. Supp. 3d 364, 400-401 (S.D.N.Y. 2020).

Respectfully submitted,

/s/ Lewis R. Clayton
Lewis R. Clayton

cc: All Counsel of Record (by ECF Filing)

SO ORDERED:

HON. ANDREW L. CARTER, JR.
UNITED STATES DISTRICT JUDGE

November 9, 2020
The Court grants the DST
Defendants' motion to keep their
letter response kept under seal.