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County of Los Angeles

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By [Signature] Deputy

DATE OF HEARING:
12/7/12
Times: 1:30 Dept.: 9

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Co-Conservator of the Estate

SUPERIOR COURT OF THE STATE OF CALIFORNIA
FOR THE COUNTY OF LOS ANGELES

In re the Conservatorship of the Person and
Estate of

BRITNEY JEAN SPEARS,

Conservatee.

Case No. BP 108870

**NOTICE OF MOTION AND MOTION
TO SEAL PLEADINGS RELATING TO
PETITION FOR ORDER ALLOWING
AND APPROVING PAYMENT OF:
1) COMPENSATION TO
CONSERVATORS AND ATTORNEYS
FOR CONSERVATORS; AND
2) REIMBURSEMENT OF COSTS AND
SUPPORTING DOCUMENTS AND
MEMORANDUM OF POINTS AND
AUTHORITIES**

Date: December 7, 2012
Time: 1:30 p.m.
Dept.: 9
Judge: Hon. Reva G. Goetz

CITY/CASE: BP108870
LEAD/DEF#:
RECEIPT#: FINE02922023
DATE PAID: 11/13/12 02:18 PM
AMOUNT: \$60.00
CHECK: \$60.00
CASH: \$0.00
CHANGE: \$0.00
TOTAL: \$60.00
CASE NO. BP 108 870

1 TO ALL INTERESTED PARTIES AND TO THEIR RESPECTIVE
2 ATTORNEYS OF RECORD:

3 YOU ARE HEREBY NOTIFIED THAT on December 7, 2012, at 1:30 p.m., in
4 Department 9 of this Court located at 111 North Hill Street, Los Angeles, California 90012, James
5 P. Spears, Conservator of the Person and Co-Conservator of the Estate of Britney Jean Spears, by
6 and through his attorneys of record, and Andrew M. Wallet, Co-Conservator of the Estate of
7 Britney Jean Spears (jointly, the "Conservators"), shall move the Court for an Order to seal
8 portions of the pleadings relating to the Petition for Order Allowing and Approving Payment of: 1)
9 Compensation to Conservators and Attorneys for Conservators; and 2) Reimbursement of Costs
10 ("Fee Petition") and the supporting documents to the Fee Petition filed conditionally under seal
11 concurrently with or following the filing of this Motion to Seal (the "Fee Petition Pleadings").

12 The Fee Petition Pleadings contain information that relate to or reveal trade secrets,
13 proprietary information, attorney-client communications, and medical and personal information
14 relating to Ms. Spears and her minor children. Should the Court determine that the Fee Petition
15 Pleadings should be filed, rather than lodged *in camera*, this Motion seeks an order to file trade
16 secret, proprietary information, attorney-client communications, and sensitive information of a
17 personal nature relating to Ms. Spears and her minor children contained in the Fee Petition
18 Pleadings in a sealed form.

19 The public's interest in access is satisfied here because the public has had and will
20 have access to the unredacted portions of the Fee Petition and to the Court's file relating to the
21 proceedings in this matter, including the redacted Accountings filed in this Estate and the
22 numerous pleadings filed with this Court which provide sufficient insight into the Co-
23 Conservators' performance of their duties.

24 This Motion is brought on the grounds that 1) there is no constitutional right to
25 public access of conservatorship proceedings; 2) the Conservatee's right to attorney-client
26 communications and to medical privacy are per se confidential in nature, and the courts must keep
27 medical information confidential in a myriad of situations as a matter of law, therefore, Rules of
28 Court, Rules 2.550 and 2.551 do not apply; and 3) the overriding interest of the Conservatee's

1 right to privacy regarding her trade secret, proprietary information and sensitive information of a
2 personal nature relating to Ms. Spears and her minor children vastly outweighs the right of the
3 public's access to the records; 4) the overriding interest supports the Court's Sealing Order; 5) it is
4 a virtual certainty that the Conservatee's overriding interest will be prejudiced if the records in
5 question here are not sealed; and 6) there are no less restrictive means to protect the Conservatee's
6 overriding interest.

7 The only conclusion under current statutory and case authority, the California
8 Rules of Court, Rule 2.550(d), and *NBC Subsidiary (KNBC-TV), Inc. v. Superior Court* (1999) 20
9 Cal. 4th 1178, is that Ms. Spears' trade secrets, proprietary information, attorney-client
10 communications, personal or medical information, and information pertaining to Ms. Spears'
11 minor children contained in the Fee Petition Pleadings should be ordered sealed as filed.

12 This Motion is based on this Notice of Motion and Motion and the attached
13 Memorandum of Points and Authorities in support of this Motion, as well as all papers, pleadings
14 and documents on file in this case, and on such oral testimony and argument as may be offered at
15 the time of the hearing on this Motion.

16
17 DATED: November 13, 2012

Respectfully submitted,
HINJOSA & WALLET, LLP
Andrew M. Wallet

19 HOFFMAN, SABBAN & WATENMAKER, APC
20 Geraldine A. Wyle
21 Jeryll S. Cohen

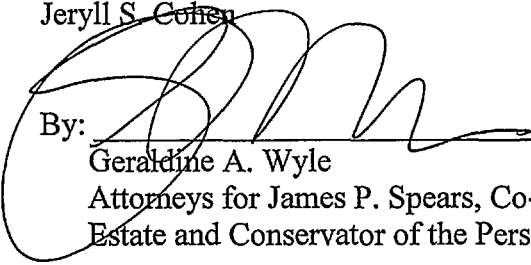
22 By: 
23 Geraldine A. Wyle
24 Attorneys for James P. Spears, Co-Conservator of the
Estate and Conservator of the Person

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1 **MEMORANDUM OF POINTS AND AUTHORITIES**

2 **I. INTRODUCTION**

3 By this Motion, James P. Spears, Co-Conservator of the Person and Co-
4 Conservator of the Estate of Britney Jean Spears, and Andrew M. Wallet, Co-Conservator of the
5 Estate of Britney Jean Spears (jointly, the "Conservators"), respectfully request that the Court
6 issue an order sealing portions of the pleadings relating to the Petition for Order Allowing and
7 Approving Payment of: 1) Compensation to Conservators and Attorneys for Conservators; and 2)
8 Reimbursement of Costs and supporting documents filed concurrently with or following the filing
9 of this Motion to Seal set for hearing on December 7, 2012, (the "Fee Petition Pleadings"). The
10 Fee Petition Pleadings contain personal and medical information relating to Conservatee Britney
11 Jean Spears ("Ms. Spears") and her minor children, as well as trade secrets, attorney-client
12 communications, and proprietary information of Ms. Spears.

13 **II. BACKGROUND**

14 Temporary Letters of Administration evidencing the appointment of the
15 Conservators of Ms. Spears' Estate and Person were issued on February 1, 2008 and were
16 extended several times until the Conservators' appointment as Permanent Conservators of her
17 Person and Estate on October 28, 2008. Permanent Letters of Administration were issued on
18 January 9, 2009.

19 The public has had and will have access to unredacted portions of the Fee Petition
20 pleadings, as well as the redacted Accountings filed in this Estate, and the numerous pleadings
21 filed by the Conservators which provide direct insight into the Co-Conservators' performance of
22 their duties. The redacted information contained in the Fee Petition Pleadings relates to or reveals
23 proprietary, financial, personal information, and attorney-client communications, as well as
24 personal or medical information relating to Ms. Spears, and information pertaining to Ms. Spears'
25 minor children (the "Confidential Terms"). The Conservators request that the redacted portions of
26 the Fee Petition Pleadings be filed in a sealed form to protect the Confidential Terms.

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III. LEGAL ARGUMENT

A. THERE IS NO CONSTITUTIONAL RIGHT OF PUBLIC ACCESS TO
CONSERVATORSHIP PROCEEDINGS

The public has no constitutional right of access to conservatorship proceedings. In *NBC Subsidiary (KNBC-TV), Inc.*, 20 Cal. 4th at 1212 & n.30, the California Supreme Court held that “in general, the First Amendment provides a right of access to ordinary civil trials and proceedings,” but it acknowledged that its opinion “address[ed] . . . the right of access to ordinary civil proceedings in general, and not any right of access to particular proceedings governed by specific statutes.” *Id.*

NBC Subsidiary recognized that, as a matter of United States Supreme Court authority, the determination whether “proceedings are sufficiently different from ‘ordinary civil trials and proceedings’ to justify a different conclusion on the right of access” requires consideration of whether open proceedings (1) are supported by historical tradition and (2) would promote utilitarian considerations. *In re Marriage of Burkle* (2006) 135 Cal.App.4th 1045, 1054-57. Stated otherwise, “[i]n determining whether the Constitutional right of access attaches to a particular proceeding, the United States Supreme Court has set forth two related considerations: first, whether the place and process historically have been open to the public and, second, whether public access plays a significant positive role in the particular process.” *People v. Dixon* (2007) 148 Cal. App. 4th 414, 425 (citing *Press-Enterprise Co. v. Superior Court* (1986) 478 U.S. 1, 8 (“*Press-Enterprise II*”). Consideration of these two factors demonstrates that there is no First Amendment right of public access to the redacted portions of the Fee Petition Pleadings at issue here.

The Fee Petition Pleadings which disclose Ms. Spears’ financial information, material contractual information and strategies, as well as personal or medical information relating to Ms. Spears, and Ms. Spears’ minor children, is brought in a conservatorship proceeding governed by Probate Code § 1800 *et seq.* Those portions of the Fee Petition Pleadings that contain information relating to or revealing very personal medical and confidential matters, has a long history of Constitutional protection, as more fully discussed below.

1 Turning to the second factor, public access to the redacted portions of the Fee
2 Petition Pleadings would undermine the goal of proceedings in a conservatorship regarding the
3 conservatee's personal medical and confidential information. As the *Dixon* court recently noted:

4 " . . . [I]nvoluntary civil commitment proceedings typically
5 are closed proceedings. *Because such proceedings . . . involve*
6 *primarily personal and confidential matters.* As with juvenile
7 dependency proceedings, while openness would expose any
8 deficiencies and allow for improvements in the process, *it would*
9 *seriously undermine the goals involved in these cases."*

10 *Dixon*, 148 Cal. App. 4th at 427-28 (emphasis added).

11 The Court in *Dixon* noted that there is no right of the public to attend juvenile
12 dependency proceedings. Based upon this same analysis, the *Dixon* court found that "[t]he two
13 considerations . . . set forth in *Press-Enterprise II* . . . appear to weigh against extending public
14 right of access to involuntary civil commitment proceedings." *Id.* at 428. The reasoning of the
15 *Dixon* court is directly applicable here, as the Conservatee's personal and confidential information
16 is being provided to the court to provide added context to the Fee Petition.

17 Denial of public access to the redacted portions of the Fee Petition Pleadings is
18 supported by the fact that such access would impede the willingness of the conservator, the
19 attorneys and the medical professionals to provide their services. Furthermore, the Conservatee
20 has a full expectation of and a Constitutional right to privacy with respect to her health and
21 medical records and information, notwithstanding the existence of the Conservatorship. The
22 incursion on her Constitutional right to privacy must be narrowly tailored to the purpose of the
23 Conservatorship, to protect and ensure the health and well-being of the Conservatee. Further, the
24 Co-Conservators are not providing the Fee Petition Pleadings to support any request for relief
25 from the Court relating to the Conservatee's health.

26 For these reasons, the Court should find that there is no First Amendment right of
27 public access to the redacted portions of the Fee Petition Pleadings, and on this basis alone, should
28 order the Fee Petition Pleadings sealed without the need to consider the factors set forth in

1 California Rules of Court 2.550(d).

2 B. ATTORNEY-CLIENT COMMUNICATIONS AND MEDICAL INFORMATION
3 ARE CONFIDENTIAL BY LAW

4 Rules of Court, Rule 2.550(2) states: "These rules do not apply to records that are
5 required to be kept confidential by law." Attorney-client communications and medical
6 information are precisely the types of confidential records which are required by law in numerous
7 contexts to be kept confidential.

8 The Conservatee's right to maintain in confidence her medical information is
9 protected under the Confidentiality of Medical Information Act (the "CMIA"), California Civil
10 Code §§ 56 *et seq.* Ms. Spears' privacy interests in information concerning her medical
11 information is further evidenced by the fact that under HIPAA, the Health Insurance Portability
12 and Accountability Act of 1996, medical personnel are prohibited from releasing such
13 information. *See* 42 U.S.C. § 1320d-6. While that Act's disclosure restrictions are directed at
14 "health care providers," *see* Cal. Civ. Code § 56.10(a), the privacy protections afforded by the Act
15 are relevant to the Court's determination whether to seal these proceedings. Certain redacted
16 portions of the Fee Petition Pleadings include or relate to Conservatee's confidential medical
17 information, the type of information that is protected from disclosure by the CMIA. The Court of
18 Appeal in *People v. Dixon* (2007) 148 Cal. App. 4th 414 states that "the court cannot serve as a
19 conduit through which confidential information is transmitted to other members of the public." *Id.*
20 at 429. The court in *Dixon* held that in a civil commitment proceeding, while psychological
21 reports (which were not provided by a treating physician, but rather by two practicing physicians
22 who were retained specifically for the purpose of making evaluation reports for the court and the
23 parties) can be used during the proceedings, they nonetheless retain their confidential nature and
24 should not be made available to the public." *Id.*

25 In an analogous situation, conservatorships under the Lanterman Petris Short
26 ("LPS") Act (Welf. and Inst. Code, §5000, *et seq.*) are not public unless the parties request
27 otherwise. By their nature, the LPS Conservatorship proceedings involve highly confidential
28 medical information, including without limitation psychiatric information, under consideration by

1 the Court. Those proceedings involve individuals who are likely not legally capable of making
2 informed waivers. Similarly, in conservatorship proceedings pursuant to Probate Code section
3 1800, *et seq.*, Probate Code section 1826(n) makes confidential the Court Investigator's Report,
4 which is analogous to a report by a court-appointed expert under Evidence Code section 730. In
5 fact, Probate Code section 1826(l) provides that the Court Investigator's Report is served only on
6 those persons prescribed in that section. Importantly, under Probate Code section 1851(b)(2),
7 confidential medical information obtained and reported by the court investigator is not even
8 permitted to be provided to the conservatee's spouse or registered domestic partner or the
9 conservatee's relatives. This kind of private medical information, which is not even permitted by
10 law to be disseminated to a conservatee's relatives or spouse, simply cannot be available by right
11 to the public, most particularly because a conservatee – under a protective proceeding – is
12 adjudged unable to make an informed decision waiving his or her right to privacy relating to the
13 public dissemination of medical information.

14 Federal law also dictates that the Conservatee has the right to maintain the
15 confidentiality of his or her medical information. *See* 42 U.S.C. §1320d-6 (HIPAA), which makes
16 it an offense to sell, transfer or use individually identifiable health information for commercial
17 advantage, personal gain, or malicious harm, punishable to fines up to \$250,000 and/or
18 imprisonment of up to five years.

19 The California Constitution, Article I, declares, in pertinent part, that “[a]ll people
20 ... have inalienable rights. Among these are ... pursuing and obtaining ... privacy.” California
21 legislators have placed much of their focus in the enactment of privacy legislation relating to
22 medical information. “A person’s medical history undoubtedly falls within the recognized zones
23 of privacy.” *Johnson v. Superior Court* (2000) 80 Cal. App. 4th 1050, 1068. *Pettus v. Cole*
24 (1996) 49 Cal. App. 4th 402, 440-41 (“[i]t is well settled that the zone of privacy created by [the
25 California Constitution] extend[s] to the details of a patient’s medical ... history”); *Board of*
26 *Medical Quality Assurance v. Gheradini* (1979) 93 Cal. App. 3d 669, 678 (“[a] person’s medical
27 profile is an area of privacy infinitely more intimate, more personal in quality and nature than
28 many areas already judicially recognized and protected”). In order to protect the right of privacy,

1 “it is appropriate to seal certain records when those particular records contain highly sensitive ...
2 personal information about individuals.” *People v. Jackson* (2005) 128 Cal. App. 4th 1009, 1024.

3 Similarly, the Conservators’ right to maintain in confidence their attorney-client
4 communications is protected by the attorney-client privilege as specifically codified in Evidence
5 Code §§950-962. In substance, the Code authorizes a client to refuse to disclose, and to prevent
6 others from disclosing, confidential communications between the attorney and the client unless the
7 client waives the privilege. See *De Los Santos v. Superior Court* (1980) 27 Cal.3d 677; *People v.*
8 *Lines* (1975) 13 Cal.3d 500, 509. Except as otherwise set forth in the Evidence Code, the
9 privilege is absolute, and production may not be ordered based on relevance or particular facts of a
10 case. *2,022 Ranch, LLC v. Superior Court* (2003) 113 Cal.App.4th 1377, 1388.

11 C. IF THE COURT DETERMINES THAT ALL OF THE FEE PETITION PLEADINGS
12 SHOULD BE FILED, THE COURT SHOULD ORDER THE FEE PETITION
13 PLEADINGS TO BE FILED UNDER SEAL UNDER CALIFORNIA RULES OF
14 COURT 2.550 AND 2.551

15 Assuming *arguendo* that the public has a First Amendment right of access to
16 conservatorship proceedings - which it does not - and that Rules of Court, Rules 2.550 and 2.551
17 even apply – which they do not – this Court’s decision whether to seal all of the Fee Petition
18 Pleadings is subject to the standards and procedures set forth in California Rules of Court 2.550
19 and 2.551. Under California Rule of Court 2.550(d), which is based on the standards enunciated
20 by the California Supreme Court in *NBC Subsidiary (KNBC-TV) Inc. v. Superior Court* (1999) 20
21 Cal. 4th 1178 (“NBC”), a court may seal the record “if it expressly finds facts that establish”:

- 22 (1) There exists an overriding interest that overcomes the right of public access
23 to the record;
- 24 (2) The overriding interest supports sealing the record;
- 25 (3) A substantial probability exists that the overriding interest will be
26 prejudiced if the record is not sealed;
- 27 (4) The proposed sealing is narrowly tailored; and
- 28 (5) No less restrictive means exist to achieve the overriding interest.

1 *Id.*; see also Advisory Committee Comment to Cal. R. Court 2.550 (“Courts have found that,
2 under appropriate circumstances, various statutory privileges, trade secrets, and privacy interests,
3 when properly asserted and not waived, may constitute ‘overriding interests’”).

4 All five factors are present here.

5 1. The California Constitution Guarantees the Right to Privacy.

6 The California Constitution guarantees Ms. Spears and her minor children a right to
7 privacy, and Ms. Spears’ and her minor children’s interest in their right to privacy overcomes the
8 public’s general right of access. See Cal. Const., Art. I, §1 (“All people are by nature free and
9 independent and have inalienable rights. Among these are . . . pursuing and obtaining safety,
10 happiness and privacy.”). For that reason, the Conservators seek to seal the trade secrets and
11 proprietary information, personal and medical information, and personal information regarding
12 Ms. Spears’ minor children that are directly or indirectly revealed or referenced in the redacted
13 portions of the Fee Petition Pleadings.

14 Personal Affairs. Ms. Spears has a right of privacy with respect to her personal and
15 medical information and personal information regarding her minor children. The California
16 Constitution guarantees Ms. Spears’ and her minor children’s right to privacy as to such
17 information. In addition, California law recognizes that an individual has a privacy right to
18 personal information. See Cal. Rule of Court 2.550.

19 Even if there were a First Amendment right of public access to medical information
20 in conservatorship proceedings -- which there is not -- the right of public access may be overcome
21 where there “exists an overriding interest that overcomes the right of access to the record.” Cal. R.
22 Court 2.550(d). See *NBC Subsidiary (KNBC-TV), Inc. v. Superior Court* (1999) 20 Cal. 4th 1178.

23 Here, the redacted portions of the Fee Petition Pleadings reveal information
24 regarding Ms. Spears’ personal life, including, without limitation, certain medical information and
25 medical information pertaining to her minor children -- information which, in light of the
26 unprecedented media attention given to Ms. Spears, will be widely disseminated if filed publicly.
27 Ms. Spears has an overriding interest in maintaining the confidentiality of her personal
28 information and that of her minor children and, for that reason, the Conservators seek to seal Ms.

1 Spears' personal information, including medical information and information regarding Ms.
2 Spears' minor children, that is revealed in the redacted portions of the Fee Petition Pleadings.

3 The Court of Appeal, Second District held, in *People v. Jackson* (2005) 128
4 Cal.App.4th 1009, 1024, that sealing documents containing sensitive personal information was
5 proper, citing *Doe v. Blue Cross & Blue Shield United of Wisconsin* (7th Cir. 1997) 112 F.3d 869,
6 872, "[a]cknowledging that it may have been appropriate for the district court to seal psychiatric
7 records that though pertinent to the suit would have been "highly embarrassing to the average
8 person.']." *Id.* As in *People v. Jackson*, in balancing the constitutional right to privacy against the
9 public's right of access to court proceedings, the balance lies heavily on the side of protecting the
10 Conservatee's privacy rights in this case relating to her medical information.

11 Additionally, there is no legitimate reason for the public to have access to any
12 information about the Conservatee's personal and medical information. Such information would
13 undoubtedly fuel widespread publicity, as evidenced by the publicity surrounding this
14 conservatorship since its inception, and that publicity would be highly injurious to the
15 Conservatee's health and well-being.

16 Ms. Spears has two overriding interests, any of which, by itself, is sufficient to
17 support the sealing of these proceedings: (1) Ms. Spears' right of privacy with regard to her
18 personal and private information, as well as her medical information and (2) the detrimental affect
19 the public disclosure of personal and medical information is likely to have on Ms. Spears. *See*
20 Cal. R. Court 2.550(d)(1); *People v. Jackson* (2005) 128 Cal.App.4th 1009, 1024. Ms. Spears has
21 a right to privacy that overcomes the public's right of general access. Here, the redacted portions
22 of the Fee Petition Pleadings reveal the Conservatee's medical information, which, in light of the
23 unprecedented media attention given to the Conservatee, would be widely disseminated if filed
24 publicly. The Conservatee has an overriding interest in maintaining the absolute confidentiality of
25 this information. *See People v. Jackson* (2005) 128 Cal.App.4th 1009, 1024 and *Doe v. Blue*
26 *Cross & Blue Shield United of Wisconsin* (7th Cir. 1997) 112 F.3d 869, 872, in which the courts
27 approved the sealing of medical records on the basis that they would have been highly
28 embarrassing to the average person.

1 Ms. Spears' minor children also have a right of privacy relating to their personal
2 affairs. Here, the Fee Petition Pleadings that may be conditionally filed under seal will necessarily
3 reveal information relating to the minor children's personal life, which, again, will be widely
4 disseminated if filed publicly due to the unprecedented media attention given to this
5 Conservatorship matter. Further, sealing of the record is required in family conciliation court
6 pursuant to Family Code section 1818(b). While the Probate Court is not family conciliation
7 court, jurisdiction of the family conciliation court exists in custody matters under Family Code
8 section 1830(a). Any issue relating to custody raised in the Family Court pursuant to Family Code
9 section 1818(b) must remain sealed in all subsequently filed documents, as set forth in California
10 Rule of Court 2.551(e)(4).

11 Trade Secrets and Proprietary Information. Ms. Spears and her Estate have an
12 overriding interest in maintaining the confidentiality of trade secrets and proprietary information.
13 Thus, the Conservators seek to seal the trade secrets and proprietary information revealed in the
14 Accounting. The insight that the Confidential Terms reveal in the redacted portions of the Fee
15 Petition Pleadings may provide to third parties that would be detrimental to Ms. Spears' interests.
16 Among other things, Ms. Spears' and her Estate's bargaining positions and potential bottom lines
17 may have economic value to Ms. Spears, her Estate and to third parties, which would be lost
18 should the Confidential Terms be generally known to the public. In addition, Ms. Spears and her
19 Estate have a proprietary interest in controlling the release of information concerning Ms. Spears'
20 musical, artistic, works and ideas.

21 California law recognizes that the protection of trade secrets is an overriding
22 interest that is a valid reason for restricting public access to documents. *NBC Subsidiary (KNBC*
23 *TV), Inc.*, 20 Cal. 4th at 1222 n.46. By statute, a "trade secret" is "information" that (1) "[d]erives
24 independent economic value, actual or potential, from not being generally known to the public or
25 to the other persons who can obtain economic value from its disclosure or use" and (2) "[i]s the
26 subject of efforts that are reasonable under the circumstances to maintain its secrecy." Cal. Civ.
27 Code § 3426.1(d).

28 The Fee Petition Pleadings reveal information regarding the proprietary,

1 competitive information and musical, artistic works and ideas, the disclosure of which would be
2 harmful to Ms. Spears and her business and musical activities. Knowledge of these Confidential
3 Terms would allow others to leverage that information in future negotiations and could potentially
4 reduce the value or potential value for Ms. Spears of her artistic and musical works.

5 Disclosure of Ms. Spears' and her Estate's trade secrets (*i.e.*, its negotiating
6 strategy, material terms of its business agreements, and information from which those material
7 terms could be substantially deduced, including certain information regarding assets and
8 liabilities) would damage Ms. Spears' and her Estate's negotiating ability in future business
9 dealings with third parties. For example, assume it is revealed to the public that the Conservators
10 entered an agreement with the Widget Corporation ("Widget") for a license to produce Britney
11 Spears widgets for "x number of dollars," with an advance of "y number of dollars," for a term of
12 "z years," limited to the United States territory. Later, the Conservators begin negotiations for a
13 similar license with the Gadget Corporation ("Gadget"). Gadget knows all of the terms of the
14 license agreement the Conservators entered into with the Widget Corporation because those terms
15 were made public. With this knowledge, the Gadget has a superior bargaining position to the
16 Conservators because it knows the terms that the Conservator accepted in Widget agreement.
17 Gadget will use the "x" and "y" figures used in the Widget deal as the ceiling for the amount that
18 it will be willing to spend to obtain a similar license from Ms. Spears or her Estate, and it will use
19 the "z" number of years as a floor from which to negotiate the term of the contract, all to the
20 detriment of Ms. Spears and her Estate. Ms. Spears would thereby be disadvantaged in relation to
21 her competitors.

22 In addition, the uncertainty as to whether material negotiable terms of third parties'
23 contracts with Ms. Spears or her Estate would be made public by the Court would deter parties
24 from contracting with the Conservators and/or from offering the Conservators favorable terms
25 they might otherwise be willing to offer if kept private.

26 For example, the Widget Corporation's trade secrets (*i.e.*, its negotiating position
27 and what it is willing to pay for a particular right or product and the terms it is willing to give
28 under such arrangement) would be known to its potential contracting parties and its competitors,

1 as well as its current business partners. Competitors would therefore have the knowledge and
2 opportunity to adjust their proposals and negotiations with the Widget Corporation's current and
3 potential future business partners in order to improve their bargaining position and possibly take
4 business away from the Widget Corporation. Existing business partners could become dissatisfied
5 if their terms are less favorable than those of Ms. Spears or her Estate. Where negotiations are
6 ongoing, Ms. Spears' interested would immediately be placed at a tactical disadvantage by public
7 disclosure. For these reasons, if the Conservators were unable to obtain an order sealing the
8 material terms of this agreement, contracting parties, Ms. Spears' competitors and other potential
9 parties to agreements could well determine that it would be economically risky, or even
10 detrimental, to enter into negotiations with the Conservators, and such a ruling would have a
11 significant chilling effect on the Conservators' ability to negotiate favorable terms for Ms. Spears
12 or her Estate in a wide range of transactions.

13 In summary, disclosure of the information of the redacted portions of the Fee
14 Petition Pleadings relating to Ms. Spears' trade secrets and business dealings would effectively
15 disclose to the public Ms. Spears', her Estate's, and their contracting parties' trade secrets and
16 proprietary and competitive information, which would be harmful to Ms. Spears and her Estate.
17 Disclosure of this information would give third parties an unfair competitive advantage over Ms.
18 Spears and her Estate in future business dealings and would deter potential parties from
19 contracting with them. This is particularly important in the instant matter, as Ms. Spears looks
20 forward to a long and productive career. If these redacted portions of the Fee Petition Pleadings
21 were made public, revelations of a public nature could have a long-term, deleterious impact.

22 Unless the redacted portions of the Fee Petition Pleadings are sealed, the
23 confidential, proprietary information contained in the Fee Petition Pleadings will undoubtedly be
24 widely disseminated, harming Ms. Spears by revealing trade secrets, impinging on her right to
25 privacy, and interfering with her ability to effectively transact future business.

26 2. The Overriding Interests Support Sealing the Record.

27 There are "overriding interests" in maintaining the confidentiality of the
28 Confidential Terms revealed in the redacted portions of the Fee Petition Pleadings that overcome

1 the public's general right of access to the record, and a sealing order is necessary to protect these
2 overriding interests. *See* Cal. R. Court 2.550(d). The business affairs of Ms. Spears and her Estate
3 would be compromised by public disclosure of the Confidential Terms. Furthermore, Ms. Spears'
4 safety and the safety of her minor children will be jeopardized if her personal information and the
5 personal information regarding her minor children are disclosed to the public without a sealing
6 order. Filing the Fee Petition Pleadings in a sealed form is the only way to ensure the
7 confidentiality of the trade secrets and proprietary information, attorney-client communications,
8 personal and medical information, and personal information regarding Ms. Spears' minor children
9 that are directly or indirectly revealed or referenced in the Petition. Otherwise, Ms. Spears and her
10 Estate would suffer a competitive disadvantage, and Ms. Spears' and her minor children's privacy
11 and safety would suffer.

12 3. There Is a Substantial Probability That the Overriding Interests Will Be
13 Prejudiced If the Record Is Not Sealed.

14 As illustrated above, given the unprecedented media attention given to this matter,
15 Ms. Spears' interests will be prejudiced if the record is not sealed in the manner requested. *See*
16 Cal. R. Court 2.550(d)(2), (3). It is virtually certain that, in the absence of a sealing order, the
17 confidential information in the redacted portions of the Fee Petition Pleadings would be
18 disseminated, thereby revealing the trade secrets and proprietary information of Ms. Spears and
19 her Estate, attorney-client communications, and personal, private information regarding Ms.
20 Spears and her minor children to their prejudice.

21 It is also virtually certain that in the absence of a sealing order, the Confidential
22 Terms would be disseminated, thereby revealing attorney-client communications, the trade secrets,
23 and proprietary information of Ms. Spears and her Estate and personal, private information
24 regarding Ms. Spears and her minor children to their prejudice.

25 4. The Proposed Sealing Is as Narrowly Tailored as Possible, and No Less
26 Restrictive Means Exist to Achieve the Overriding Interests.

27 The proposed sealing is as narrowly tailored as possible, and no less restrictive means exist
28 to achieve the overriding interest. *See* Cal. R. Court 2.550(d)(4), (5). Information has been

1 publicly filed that discloses all but the most confidential information relating to Ms. Spears'
2 finances and career, her personal information and the personal information of her minor children.
3 (See the public court file). The Conservators redacted the minimum information necessary from
4 these documents to protect attorney-client communications, as well as Ms. Spears' trade secrets
5 and proprietary information, and personal information regarding Ms. Spears and her minor
6 children, thus accommodating the public's interest in access to these records.

7 The redacted portions of the Fee Petition Pleadings have relatively minimal value
8 to the public, but could be used by third parties to Ms. Spears' great disadvantage. Accordingly,
9 Rules 2.550 and 2.551 authorize sealing the Fee Petition Pleadings. For the reasons discussed
10 above, Ms. Spears' privacy interest in maintaining the confidentiality of information concerning
11 her or her Estate's business dealings, attorney-client communications, trade secrets and proprietary
12 information, as well as personal and medical information regarding Ms. Spears and her minor
13 children, may be protected only by filing pleadings that contain the Confidential Terms under seal.

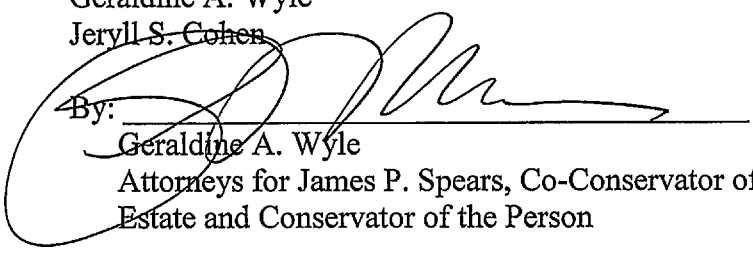
14 IV. CONCLUSION

15 For the foregoing reasons, the Conservators respectfully request that should the
16 Court issue an Order allowing the redacted portions of the Fee Petition Pleadings to be filed under
17 seal. The Fee Petition Pleadings disclose and relate to Ms. Spears' and her Estate's trade secrets
18 and proprietary information, attorney-client communications, and personal and medical
19 information regarding Ms. Spears and her minor children and, on that basis, filing the redacted
20 portions of the Fee Petition Pleadings under seal is appropriate.

21 DATED: November 13, 2012 Respectfully submitted,

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