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7 Attorneys for Defendants  
C&H SUGAR COMPANY, INC. and  
8 AMERICAN SUGAR REFINING, INC.

9 UNITED STATES DISTRICT COURT  
10 NORTHERN DISTRICT OF CALIFORNIA  
11

12 JEMAR THOMPSON, et al.,

13 Plaintiffs,

14 v.

15 C&H SUGAR COMPANY, INC., et al.,

16 Defendants.  
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Case No. C12-00391 NC

**DECLARATION OF DAVID ARM, ESQ.**

1 I, David Arm, Esq., declare as follows:

2 1. I am a licensed attorney and serve as in-house counsel for Defendant American Sugar  
3 Refining, Inc., and am based in West Bloomfield, Michigan. My job title is Senior Director of  
4 Corporate Labor and Employee Relations. I make this declaration based on my personal knowledge. If  
5 called to do so, I could and would testify competently thereto.

6 2. I make this declaration in support of Defendants' portion of the Parties' supplemental  
7 joint letter brief regarding privileged documents concerning the October 2010 hotline complaint  
8 investigation.

9 3. In my role as the Senior Director of Corporate Labor and Employee Relations, I regularly  
10 provide legal advice to American Sugar Refining, Inc. and its subsidiaries, including C&H Sugar  
11 Company, Inc., on labor- and employment-related matters.

12 4. In October 2010, I was made aware of several employee hotline complaints regarding  
13 former C&H Packaging Department Manager Cliff Sullivan. Thereafter, and in my legal capacity, I  
14 directed and supervised an investigation into the hotline complaints for the purposes of assessing any  
15 potential company exposure, providing legal advice, and advising management action. The  
16 investigation was conducted locally at Crockett, California by then-C&H Human Resources Manager  
17 David Wilhelm, and Mr. Wilhelm reported his findings back to me, as well as to ASR's then-Vice  
18 President of Human Resources Ken Engel. The investigation was at all times intended to be privileged,  
19 and was conducted in anticipation of potential litigation.

20 5. During the course of the investigation, I utilized my legal expertise and judgment. For  
21 example, I provided advice regarding how the investigation should be conducted and determined the  
22 information that we wanted to obtain, including crafting the questions that Mr. Wilhelm asked of the  
23 witnesses. I also communicated with Mr. Engel and Mr. Wilhelm via e-mail and telephone regarding  
24 the investigation in my legal capacity.

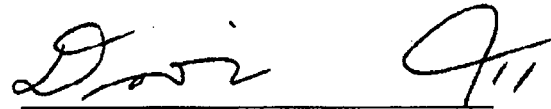
25 6. Essentially, I ghostwrote the memoranda from Mr. Wilhelm to Mr. Engel regarding the  
26 investigation's summary and conclusions, including providing the legal conclusion that is stated in the  
27 October 25, 2010 memo. In addition, the questions I provided to Mr. Wilhelm for the investigation are  
28 stated in the October 25, 2010 memo as well as reflected in the memo's findings. The October 21, 2010

1 and October 20, 2010 draft memos also state the questions I provided to Mr. Wilhelm and the questions  
2 are reflected in the draft memos' findings.

3 7. My legal conclusion regarding the investigation's findings and my advice regarding  
4 appropriate management action based on the investigation's findings are reflected within the  
5 recommended management action stated within the October 25, 2010 memo and the preceding  
6 October 21, 2010 and October 20, 2010 draft memos.

7 8. The October 25, 2010 memo and the preceding October 21, 2010 and October 20, 2010  
8 draft memos from Mr. Wilhelm to Mr. Engel and Mr. Wilhelm's interview notes were communicated to  
9 Ken Engel and me by Mr. Wilhelm. Mr. Wilhelm communicated the draft memos to me for the  
10 purposes of obtaining legal advice. Indeed, as noted above, I essentially ghostwrote the memoranda,  
11 including authoring the legal conclusion that is stated within the October 25, 2010 memo.

12 I declare under penalty of perjury under the laws of the State of California and the United States  
13 that the foregoing is true and correct. Executed January 10, 2014, at West Bloomfield, Michigan.

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15 David Arm

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