

UNITED STATES DISTRICT COURT FOR THE DISTRICT OF MARYLAND

Terran Biosciences, Inc., et al. v. Compass Pathfinder Limited, et al.

Terran Biosciences, Inc. v. Compass Pathfinder Ltd., Civil Action No. ELH-22-1956 (D. Md. Dec. 11, 2025) ·  
No. ELH-22-1956 · Decided December 11, 2025

SUMMARY

The memorandum order addresses Plaintiffs’ request for drafts of a declaration by Compass’s former outside counsel and related communications with Defendants’ litigation counsel. The court denied production, holding that the drafts constituted opinion work product reflecting counsel’s mental impressions and litigation strategies, and that disclosure to the former attorney did not waive protection. The court also concluded that the drafts were not within the scope of an existing privilege waiver.

CASE DETAILS

|                       |                                                                                                                                                                                                                |
|-----------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| COURT                 | United States District Court for the District of Maryland                                                                                                                                                      |
| WRITING FOR THE COURT | Chelsea J. Crawford                                                                                                                                                                                            |
| JURISDICTION          | United States District Court for the District of Maryland                                                                                                                                                      |
| DECIDED               | December 11, 2025                                                                                                                                                                                              |
| DOCKET                | ELH-22-1956                                                                                                                                                                                                    |
| DISPOSITION           | other                                                                                                                                                                                                          |
| PROCEDURAL POSTURE    | Discovery dispute concerning whether drafts of a witness declaration and related attorney communications were protected by the work-product doctrine, attorney-client privilege, or common-interest privilege. |
| STANDARD OF REVIEW    | The court applied the federal work-product doctrine and privilege-waiver standards to the discovery dispute.                                                                                                   |
| PRECEDENTIAL VALUE    | unpublished district-court memorandum order; precedential status unknown                                                                                                                                       |
| PARTIES               | Terran Biosciences, Inc., et al. v. Compass Pathfinder Limited, et al.                                                                                                                                         |

TOPICS

discovery dispute

work product doctrine

attorney client privilege

trade secrets

civil procedure

## PRACTICE AREAS

civil procedure

evidence

trade secrets

commercial litigation

intellectual property

## QUESTIONS PRESENTED

1. Whether drafts of a declaration prepared by current litigation counsel and shared with a former attorney for the defendant are protected opinion work product.
2. Whether disclosure of the draft declaration to the defendant's former attorney waived work-product protection.
3. Whether the drafts fell within the scope of a privilege waiver applicable to the subject matter of the final declaration.

## HOLDINGS

1. Draft declarations prepared by litigation counsel and shared with a witness may constitute opinion work product when the drafts reveal counsel's mental impressions, litigation strategies, edits, or revisions.
2. Disclosure of the draft declaration to the defendant's former attorney did not waive opinion-work-product protection because her interests were aligned with defendants and the disclosure did not create a significant likelihood that an adversary would obtain the material.
3. The drafts did not fall within the scope of the privilege waiver merely because the final declaration addressed topics covered by the waiver.

## KEY QUOTATIONS

*“Because the draft declarations may reveal the mental impressions and strategies of Defendants’ current litigation counsel, the drafts qualify as opinion work product and enjoy the highest protection from disclosure.”*

*“Defendants’ counsel did not waive the immunity afforded to their opinion work product by disclosing the drafts with Dr. Deo.”*

*“That Dr. Deo’s testimony concerns the topic of the subject matter waiver (i.e. “privileged communications leading to the filing of the ’611 and ’110 Applications and concerning Dr. McCulloch’s PhD proposal”) does not mean that the edits concern the same.”*

## FACTUAL BACKGROUND

Dr. Sandhya Deo, a former outside attorney for Compass, had been involved in filing Compass's '110 and '611 patent applications. Defendants' current litigation counsel prepared a declaration for Dr. Deo, sent her draft versions, and received revisions from her before producing the final signed declaration to plaintiffs. Plaintiffs sought the drafts and related communications, arguing that they were outside the privilege and work-product protections or within the scope of a subject-matter waiver.

## PROCEDURAL HISTORY

Defendants produced Dr. Sandhya Deo's final signed declaration before her deposition but withheld prior drafts and related communications. Plaintiffs sought production of the withheld materials and the parties submitted a joint dispute letter and position statements. The court denied plaintiffs' request and ordered the memorandum docketed.

## DISPOSITION

other

## CASES CITED

- *Mitura v. Finco Servs., Inc.*, 347 F.R.D. 299, 301 (S.D.N.Y. 2024)
- *Clemmons v. Acad. for Educ. Dev.*, 300 F.R.D. 6, 7–8 (D.D.C. 2013)
- *Inst. for Dev. of Earth Awareness v. People for Ethical Treatment of Animals*, 272 F.R.D. 124, 125 (S.D.N.Y. 2011)
- *In re Allen*, 106 F.3d 582, 607 (4th Cir. 1997)
- *Cont'l Cas. Co. v. Under Armour, Inc.*, 537 F. Supp. 2d 761, 772 (D. Md. 2008)