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**Striking a Balance: When Should Trade Secret Law Shield Disclosures to the Government?**

The article focuses on the circumstances under which courts should compel companies to submit their trade secrets to the government. Using a hypothetical situation involving Toyota’s recent recalls on its vehicles as a springboard, the Article breaks new ground by exploring how courts should approach cases where a company refuses to submit information to the government in the first instance, claiming that it is a trade secret. Against the political backdrop of transparency of governmental decisions and greater oversight of private companies, the Article examines the problem with an eye toward achieving the proper balance between the public benefit from disclosure to the government and the potential harm to the company if its trade secret is lost.

The Article proposes what I coin a shield or disclose model that, among other things, makes clear the roles and burdens to be assumed by the various players. It requires a threshold determination that the information in question qualifies for trade secret protection under the common law. It also requires evidence of need, relevance, and potential harm before a court could order disclosure. In the process of deriving guidance for the creation of the shield or disclose model, the Article makes a further contribution by analyzing the varied and obscure patchwork of agency rules, as well as related areas of case law, to succinctly identify themes and approaches relevant to the refusal-to-submit problem.