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File #: 2507/140068

May 14, 2009

Honorable Susan D. Colwell
Administrative Law Judge
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor West
PO Box 3265
Harrisburg, PA 17105

RE: Application of PPL Electric Utilities Corporation Filed Pursuant to 52 Pa. Code Chapter 57, Subchapter G, for Approval of the Siting and Construction of the Pennsylvania Portion of The Proposed Susquehanna-Roseland 500 kV Transmission Line in Portions of Lackawanna, Luzerne, Monroe, Pike and Wayne Counties, Pennsylvania - A-2009-2082652

Petition of PPL Electric Utilities Corporation For A Finding That A Building To Shelter Equipment At The 500-230 kV Substation To Be Constructed In The Borough of Blakely, Lackawanna County, Pennsylvania is Reasonably Necessary For The Convenience Or Welfare Of The Public - A-2009-2082832

Application of PPL Electric Utilities Corporation Under 15 Pa. C.S. §§1511(c) for a Finding and Determination That The Service To Be Furnished By The Applicant Through Its Proposed Exercise Of The Power Of Eminent Domain To Acquire A Right-Of-Way And Easement Over And Across The Lands Of The Property Owners Listed Below For The Proposed Susquehanna-Roseland 500 kV Transmission Line In Portions Of Lackawanna, Luzerne, Monroe, Pike and Wayne Counties, Pennsylvania Is Necessary or Proper For The Service, Accommodation, Convenience Or Safety Of The Public: A-2009-2088297; A-2009-2088337; A-2009-2088331; A-2009-2088327; A-2009-2088340; A-2009-2088357; A-2009-2088359; A-2009-2088315; A-2009-2088312; A-2009-2088360; A-2009-2088307; A-2009-2088310; A-2009-2088353

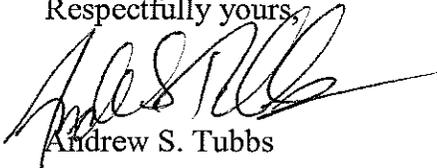
Dear Judge Colwell:

Honorable Susan D. Colwell
May 14, 2009
Page 2

Enclosed please find the Motion for Protective Order in the above-referenced proceeding. A copy of the Motion and form of Protective Order was circulated previously to parties, and no adverse comments were received.

As indicated on the certificate of service, copies have been served on the parties in the manner indicated.

Respectfully yours,



Andrew S. Tubbs

AST/jl

Enclosures

cc: James J. McNulty
Certificate of Service

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been served upon the following persons, in the manner indicated, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a participant).

VIA E-MAIL AND FIRST CLASS MAIL

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Darryl Lawrence, Esquire
Shaun A. Sparks, Esquire
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Harrisburg, PA 17101-1923

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Paul M. Schmidt, Esquire
Zarwin Baum DeVito Kaplan Schaer &
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12th Floor
Philadelphia, PA 19102-1981
(Counsel for Saw Creek Estates Community
Association, Inc.)

Edmund J. Berger, Esquire
Berger Law Firm, P.C.
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Camp Hill, PA 17011
(Counsel for Energy Conservation Council)

Shelby A. Linton-Keddie, Esquire
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Harrisburg, PA 17108-1166

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Etianna M. Hyman
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Joseph and Maria Doe
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East Meadow, NY 11554
(For 3134 Windgate Court
Sawcreek Estates
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Alix M. Mariette
63 Wickes Road
Bushkill, PA 18324

Beverly & Arthur Karten
155 At The Falls
Bushkill, PA 18324

Angelica Rovira
305 Woodville Court
Lot 305, Section 21
Saw Creek Estates
Bushkill, PA 18324

Annette & Ralph Seeley
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Bushkill, PA 18324

Timothy and Debra Kocher
1184 Ridge Road
Bath, PA 18014

Sheryl A. Rosen
668 Saw Creek Estates
Bushkill, PA 18324

David Murphy and Marguerite T. Kranick
279 Faller Road
Lake Ariel, PA 18436

Chaudhari Family Limited Partnership
1311 Delaware Street
Dunmore, PA 18512

D&L Realty Company
400 Mill Street
Dunmore, PA 18512

Kenneth Powell and Linda Powell
1305 Justus Boulevard
Clarks Summit, PA 18411

Arlean K. Lilly
1260 Smith Gap Road
Bath, PA 18014-8738

Patrick J. Lavelle
1000 S. State Street
Clarks Summit, PA 18411

Diane and Larry Berger
205 Princeton Place
Williamstown, NJ 08094

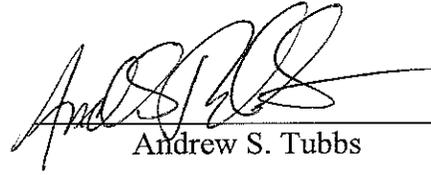
Donna Davis, Esquire
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HaRa Corporation
c/o F. Andrew Wolf, Corporate Counsel
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Richard Coccodrilli, Jr.
Jeffrey J. Coccodrilli
Ryan T. Coccodrilli
Joseph Williams
4 East Forest Drive
Saylorsburg, PA 18353

Date: May 14, 2009



Andrew S. Tubbs

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of PPL Electric Utilities Corporation	:	
Filed Pursuant to 52 Pa. Code Chapter 57,	:	A-2009-2082652
Subchapter G, for Approval of the Siting and	:	
Construction of the Pennsylvania Portion of	:	
The Proposed Susquehanna-Roseland 500 kV	:	
Transmission Line in Portions of Lackawanna,	:	
Luzerne, Monroe, Pike and Wayne Counties,	:	
Pennsylvania	:	
 Petition of PPL Electric Utilities Corporation	:	
For A Finding That A Building To Shelter	:	A-2009-2082832
Equipment At The 500-230 kV Substation To	:	
Be Constructed In The Borough of Blakely,	:	
Lackawanna County, Pennsylvania is	:	
Reasonably Necessary For The Convenience	:	
Or Welfare Of The Public	:	
 Application of PPL Electric Utilities Corporation	:	
Under 15 Pa. C.S. §§1511(c) for a Finding and	:	
Determination That The Service To Be Furnished	:	
By The Applicant Through Its Proposed Exercise	:	
Of The Power Of Eminent Domain To Acquire	:	
A Right-Of-Way And Easement Over And Across	:	
The Lands Of The Property Owners Listed Below	:	
For The Proposed Susquehanna-Roseland 500 kV	:	
Transmission Line In Portions Of Lackawanna,	:	
Luzerne, Monroe, Pike and Wayne Counties,	:	
Pennsylvania Is Necessary or Proper For The	:	
Service, Accommodation, Convenience Or	:	
Safety Of The Public:	:	
 Chaudari Family Limited Partnership,	:	A-2009-2088297
David Murphy, and Marguerite T. Kranick	:	
 HaRa Corporation	:	A-2009-2088337
 Richard Coccodrilli, Jr., Jeffrey J.	:	A-2009-2088327
Coccodrilli, Ryan T. Coccodrilli, and	:	
Joseph Williams	:	
 D&L Realty Company	:	A-2009-2088340
 Kenneth Powell and Linda Powell	:	A-2009-2088359
 Rudolph Saporito and Maria Saporito	:	A-2009-2088312
 David Murphy	:	A-2009-2088360

**MOTION OF PPL ELECTRIC UTILITIES CORPORATION
FOR A PROTECTIVE ORDER**

TO ADMINISTRATIVE LAW JUDGE SUSAN D. COLWELL:

PPL Electric Utilities Corporation (“PPL Electric”), by its counsel, hereby requests that the attached Protective Order be entered in this proceeding pursuant to the provisions of 52 Pa. Code § 5.423(a). In support thereof, PPL Electric represents as follows:

1. On January 6, 2009, PPL Electric filed the above-captioned Application with the Pennsylvania Public Utility Commission (“Commission”) to construct the Pennsylvania portion of the Susquehanna-Roseland 500 kV Transmission Line. This filing was consolidated with the associated proceedings set forth in the caption above.

2. Proprietary Information within the definition of 52 Pa. Code § 5.423 may be presented or requested during the course of this proceeding, which justifies the issuance of a Protective Order. For example, parties may seek information that is customarily treated as sensitive or proprietary or that may involve Critical Energy Infrastructure Information, as defined in 18 C.F.R. §388.113(c)(1).¹ Therefore, treatment of such information as set forth in the attached proposed Protective Order is justified because unrestricted disclosure of such information may not be in the public interest. These considerations constitute cause for restrictions specified in 52 Pa. Code § 5.423 and in Administrative Law Judge or Commission Orders granting relief pursuant to said regulation.

3. Under 52 Pa. Code §§ 5.362(a)(7) and 5.423, the Office of Administrative Law Judge or the Commission may issue a Protective Order to limit or prohibit disclosure of confidential

¹ 18 C.F.R. §388.113(c)(1) defines “Critical Energy Infrastructure Information” as specific engineering, vulnerability, or detailed design information about proposed or existing critical infrastructure that: (i) Relates details about the production, generation, transportation, transmission, or distribution of energy; (ii) Could be useful to a person in planning an attack on critical infrastructure; (iii) Is exempt from mandatory disclosure under the Freedom of Information Act, 5 U.S.C. 552; and (iv) Does not simply give the general location of the critical infrastructure. Moreover, 18 C.F.R. §388.113(c)(2) defines “Critical Infrastructure” as existing and proposed systems and assets, whether physical or virtual, the incapacity or destruction of which would negatively affect security, economic security, public health or safety, or any combination of those matters.

commercial information where the potential harm to a participant would be substantial and outweighs the public's interest in having access to the confidential information. In applying this standard, relevant factors to be considered include the extent to which disclosure would cause unfair economic or competitive damage; the extent to which the information may already be known by others; and the potential value of such information to the participant and the participant's competitors and trade partners. 52 Pa. Code §§ 5.423(a)(1) – (3).

4. The attached Protective Order meets these standards. In paragraph 3, it defines only two categories of protected information. The first is “confidential” information -- defined as materials “which are not available to the public, and which, if disclosed freely, would subject that party or its clients to risk of competitive disadvantage or other business injury.” The second is “Critical Energy Infrastructure Information” -- defined by the Federal Energy Regulatory Commission as information which “could be useful to a person in planning an attack on critical infrastructure.” Clearly, in the first instance, protecting this type of information from disclosure is appropriate. Paragraph 17 of the attached Protective Order protects against overly broad designations of protected information by giving all parties the right to “question or challenge the confidential or proprietary nature of the Proprietary Information.”

5. Limitation on the disclosure of proprietary information will not prejudice the rights of the participants, nor will such limitation frustrate the prompt and fair resolution of this proceeding. The proposed Protective Order balances the interests of the parties, the public, and the Commission.

6. The attached proposed Protective Order will protect the confidential information while allowing the parties to use such information for purposes of the instant litigation.

WHEREFORE, for all the foregoing reasons, PPL Electric Utilities Corporation requests that Administrative Law Judge Susan D. Colwell grant this Motion and issue the attached Protective Order.

Respectfully submitted,



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E-mail: cwright@postschell.com

Of Counsel:

Post & Schell, P.C.

Date: May 14, 2009

Attorneys for PPL Electric Utilities Corporation

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of PPL Electric Utilities Corporation	:	
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Determination That The Service To Be Furnished	:	
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 Chaudari Family Limited Partnership,	:	A-2009-2088297
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 Kenneth Powell and Linda Powell	:	A-2009-2088359
 Rudolph Saporito and Maria Saporito	:	A-2009-2088312
 David Murphy	:	A-2009-2088360

PROTECTIVE ORDER

Upon consideration of the Motion for a Protective Order that was filed by PPL Electric Utilities Corporation (“PPL Electric”) on May 14, 2009;

IT IS ORDERED THAT:

1. The Motion is hereby granted with respect to all materials and information identified in Paragraphs 2 and 3 below, which have been or will be filed with the Commission, produced in discovery, or otherwise presented during the above-captioned proceeding and all proceedings consolidated with it. All persons previously or hereafter granted access to the materials and information identified in Ordering Paragraph 2 of this Protective Order shall use and disclose such information only in accordance with this Protective Order.

2. The information subject to this Protective Order includes all correspondence, documents, data, information, studies, methodologies and other materials, furnished in this proceeding, which are believed by the producing party to be of a proprietary or confidential nature and which are so designated by being stamped “CONFIDENTIAL” or “Contains Critical Energy Infrastructure Information – Do Not Release”. Such materials will be referred to below as “Proprietary Information.” When a statement or exhibit is identified for the record, the portions thereof that constitute Proprietary Information shall be designated as such for the record.

3. This Protective Order applies to the following categories of materials: (A) the Parties may designate as “CONFIDENTIAL” those materials which customarily are treated by that party as sensitive or proprietary, which are not available to the public, and which, if disclosed freely, would subject that party or its clients to risk of competitive disadvantage or other business injury; and (B) the Parties may designate materials as Containing Critical Energy Infrastructure Information, as defined in 18 C.F.R. § 388.113(c)(1)². If the material contains Critical Energy Infrastructure

² 18 C.F.R. §388.113(c)(1) defines “Critical Energy Infrastructure Information” as specific engineering, vulnerability, or detailed design information about proposed or existing critical infrastructure that: (i) Relates details

Information, the Parties producing such information shall mark on each page containing information the words “Contains Critical Energy Infrastructure Information – Do Not Release”.

4. Proprietary Information shall be made available to counsel for a party, subject to the terms of this Protective Order. Such counsel shall use or disclose the Proprietary Information only for purposes of preparing or presenting evidence, cross examination or argument in this proceeding. To the extent required for participation in this proceeding, counsel for a party may make Proprietary Information available to a Reviewing Representative subject to the conditions set forth in this Protective Order.

5. Information deemed as “CONFIDENTIAL”, shall be made available to a “Reviewing Representative” who is a person who has signed a Non-Disclosure Certificate and who is:

- (i) An attorney who has made an appearance in this proceeding for a party;
- (ii) attorneys, paralegals, and other employees associated for purposes of this case with an attorney described in Paragraph (i);
- (iii) an expert or an employee of an expert retained by a party for the purpose of advising, preparing for or testifying in this proceeding; or
- (iv) employees or other representatives of a party appearing in this proceeding with significant responsibility for this docket.

6. Information deemed as “Critical Energy Infrastructure Information”, as defined in 18 CFR §388.113(c)(1), may be made available for inspection and review but not copied by a “Reviewing Representative,” consistent with the parameters outlined in Paragraph 7 and who is:

- (i) an attorney for a statutory advocate pursuant to 52 Pa. Code §1.8 or an outside counsel who has made an appearance in this proceeding for a party;

about the production, generation, transportation, transmission, or distribution of energy; (ii) Could be useful to a person in planning an attack on critical infrastructure; (iii) Is exempt from mandatory disclosure under the Freedom of Information Act, 5 U.S.C. §552; and (iv) Does not simply give the general location of the critical infrastructure. Moreover, 18 C.F.R. §388.113(c)(2) defines “Critical Infrastructure” as existing and proposed systems and assets, whether physical or virtual, the incapacity or destruction of which would negatively affect security, economic security, public health or safety, or any combination of those matters.

- (ii) an attorney, paralegal, or other employee associated for purposes of this case with an attorney described in Paragraph (i);
- (iii) an outside expert or an employee of an outside expert retained by a party for the purposes of advising, preparing for or testifying in this proceeding; or
- (iv) a person designated as a Reviewing Representative for purposes of Critical Energy Infrastructure Information pursuant to paragraph 11.

Provided, further, that in accordance with the provisions of Sections 5.362 and 5.431(e) of the Commission's Rules of Practice and Procedure, 52 Pa. Code §§ 5.362, 5.431(e), any party may, by subsequent objection or motion, seek further protection with respect to Critical Energy Infrastructure Information, including, but not limited to, total prohibition of disclosure or limitation of disclosure only to particular parties.

7. Critical Energy Infrastructure Information may be made available to a Reviewing Representative for inspection and review but not copied, except as specified herein. The Party producing the materials shall permit other parties' counsel to take custody of Critical Energy Infrastructure Information; the information shall not be copied except that independent consultants, who are not a Restricted Person, and who are assisting counsel with the preparation or presentation of the party's case in these proceedings may make copies. All such copies shall also be deemed to be Critical Energy Infrastructure Information. Notwithstanding the foregoing, for purposes of this paragraph, counsel for the Office of Trial Staff ("OTS") may afford access to Critical Energy Infrastructure Information to OTS's experts who are identified in advance by name and business title in writing to the Party producing the materials, all of whom are full-time Commission employees of OTS, a statutory party granted express permission by the Commission to participate in this proceeding, and said OTS experts shall be bound by the terms of this Protective Order without separately executing the form of acknowledgement attached hereto.

8. For purposes of this Protective Order, a Reviewing Representative may not be a "Restricted Person." A "Restricted Person" shall mean: (a) an officer, director, stockholder, partner, or owner of any competitor of the parties or an employee of such an entity if the employee's duties involve marketing or pricing of the competitor's products or services; (b) an officer, director, stockholder, partner, or owner of any affiliate of a competitor of the parties (including any association of competitors of the parties) or an employee of such an entity if the employee's duties involve marketing or pricing of the competitor's products or services; (c) an officer, director, stockholder, owner or employee of a competitor of a customer of the parties if the Proprietary Information concerns a specific, identifiable customer of the parties; and (d) an officer, director, stockholder, owner or employee of an affiliate of a competitor of a customer of the parties if the Proprietary Information concerns a specific, identifiable customer of the parties; provided, however, that no expert shall be disqualified on account of being a stockholder, partner, or owner unless that expert's interest in the business would provide a significant motive for violation of the limitations of permissible use of the Proprietary Information. For purposes of this Protective Order, stocks, partnership or other ownership interests valued at more than \$10,000 or constituting more than a 1% interest in a business establishes a significant motive for violation.

9. If an expert for a party, another member of the expert's firm or the expert's firm generally also serves as an expert for, or as a consultant or advisor to, a Restricted Person, said expert must: (1) identify for the parties each Restricted Person and each expert or consultant; (2) make reasonable attempts to segregate those personnel assisting in the expert's participation in this proceeding from those personnel working on behalf of a Restricted Person; and (3) if segregation of such personnel is impractical the expert shall give to the producing party written assurances that the lack of segregation will in no way jeopardize the interests of the parties or their customers. The parties retain the right to challenge the adequacy of the written assurances that the parties' or their

customers' interests will not be jeopardized. No other persons may have access to the Proprietary Information except as authorized by order of the Commission.

10. Proprietary Information shall be treated by the parties and by the Reviewing Representative in accordance with the certificate executed pursuant to Paragraph 12(a). Information deemed Proprietary Information shall not be used except as necessary for the conduct of this proceeding, nor shall it be disclosed in any manner to any person except a Reviewing Representative who is engaged in the conduct of this proceeding and who needs to know the information in order to carry out that person's responsibilities in this proceeding.

11. Reviewing Representatives may not use information contained in any Proprietary Information obtained through this proceeding to give any party or any competitor of any party a commercial advantage. In the event that a Party wishes to designate as a Reviewing Representative a person not described in paragraph 5(i) through (iv) or paragraph 6(i) through (iii) above, the party shall seek agreement from the party providing the Proprietary Information. If an agreement is reached, that person shall be a Reviewing Representative with respect to those materials. If no agreement is reached, the party shall submit the disputed designation to the presiding Administrative Law Judge for resolution.

12. (a) A Reviewing Representative shall not be permitted to inspect, participate in discussions regarding, or otherwise be permitted access to Proprietary Information pursuant to this Protective Order unless that Reviewing Representative has first executed a Non-Disclosure Certificate provided that if an attorney qualified as a Reviewing Representative has executed such a certificate, the paralegals, secretarial and clerical personnel under the attorney's instruction, supervision or control need not do so. A copy of each Non-Disclosure Certificate and/or Non-Disclosure Agreement shall be provided to counsel for the party asserting confidentiality prior to disclosure of any Proprietary Information to that Reviewing Representative.

(b) Attorneys and outside experts qualified as Reviewing Representatives are responsible for ensuring that persons under their supervision or control comply with the Protective Order.

13. The parties shall designate data or documents as constituting or containing Proprietary Information by stamping the documents "CONFIDENTIAL" or "Contains Critical Energy Infrastructure Information – Do Not Release". Where only part of data compilations or multi-page documents constitutes or contains Proprietary Information, the parties, insofar as reasonably practicable within discovery and other time constraints imposed in this proceeding, shall designate only the specific data or pages of documents which constitute or contain Proprietary Information. The Proprietary Information shall be served upon the parties hereto only in an envelope separate from the nonproprietary materials, and the envelope shall be conspicuously marked "CONFIDENTIAL" or "Contains Critical Energy Infrastructure Information – Do Not Release".

14. The party will consider and treat the Proprietary Information as within the exemptions from disclosure provided in the Pennsylvania Right-to-Know Act as set forth at 65 P.S. Section 67.708 until such time as the information is found to be a public record.

15. Any public reference to Proprietary Information by a party or its Reviewing Representatives shall be to the title or exhibit reference in sufficient detail to permit persons with access to the Proprietary Information to understand fully the reference and not more. The Proprietary Information shall remain a part of the record, to the extent admitted, for all purposes of administrative or judicial review.

16. Part of any record of this proceeding containing Proprietary Information, including but not limited to all exhibits, writings, testimony, cross examination, argument, and responses to discovery, and including reference thereto as mentioned in paragraph 15 above, shall be sealed for

all purposes, including administrative and judicial review, unless such Proprietary Information is released from the restrictions of this Protective Order, either through the agreement of the parties to this proceeding or pursuant to an order of the Commission.

17. The parties shall retain the right to question or challenge the confidential or proprietary nature of Proprietary Information and to question or challenge the admissibility of Proprietary Information. If a party challenges the designation of a document or information as proprietary, the party providing the information retains the burden of demonstrating that the designation is appropriate.

18. The parties shall retain the right to question or challenge the admissibility of Proprietary Information; to object to the production of Proprietary Information on any proper ground; and to refuse to produce Proprietary Information pending the adjudication of the objection.

19. Within 30 days after a Commission final order is entered in the above-captioned proceeding, or in the event of appeals, within thirty days after appeals are finally decided, all parties, upon request, shall either destroy or return to the producing party all copies of all documents and other materials not entered into the record, including notes, which contain any Proprietary Information. In the event that a party elects to destroy all copies of documents and other materials containing Proprietary Information instead of returning the copies of documents and other materials containing Proprietary Information to the producing party, that party shall certify in writing to the producing party that the Proprietary Information has been destroyed.

Dated: _____

APPENDIX A
BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of PPL Electric Utilities Corporation	:	
Filed Pursuant to 52 Pa. Code Chapter 57,	:	A-2009-2082652
Subchapter G, for Approval of the Siting and	:	
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 Kenneth Powell and Linda Powell	 :	A-2009-2088359
 Rudolph Saporito and Maria Saporito	 :	A-2009-2088312

APPENDIX A

David Murphy : A-2009-2088360

TO WHOM IT MAY CONCERN:

The undersigned is the _____ of _____ (the retaining party).

The undersigned has read and understands the Protective Order issued in the above captioned proceedings, which Order deals with the treatment of information designated as “CONFIDENTIAL” or “Contains Critical Energy Infrastructure Information – Do Not Release.” The undersigned agrees that any Proprietary Information shall be used or disclosed only for purposes of preparation for, and conduct of the above captioned proceedings, and any administrative or judicial review thereof, and shall not be disclosed or used for any other purposes whatsoever.

SIGNATURE

PRINT NAME

ADDRESS

EMPLOYER

DATE: _____