



June 7, 2011

**VIA ELECTRONIC AND EXPRESS MAIL**

The Honorable Kandace F. Melillo  
Administrative Law Judge  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
400 North Street  
Harrisburg, PA 17120  
kmelillo@state.pa.us

**Re: Pennsylvania Public Utility Commission et al. v. UGI Central  
Penn Gas, Inc., Docket Nos. R-2011-2238949; C-2011-2243177**

**Pennsylvania Public Utility Commission et al. v. UGI Penn  
Natural Gas, Inc., Docket Nos. R-2011-2238953; C-2011-2243199**

**Pennsylvania Public Utility Commission et al. v. UGI Utilities, Inc. –  
Gas Division, Docket Nos. R-2011-2238953; C-2011-2243186**

Dear Judge Melillo:

Enclosed please find two copies of the Joint Petition of UGI Central Penn Gas, Inc, UGI Penn Natural Gas, Inc. and UGI Utilities, Inc. – Gas Division for a Protective Order. Copies of this document have been served upon the persons indicated in the attached Certificate of Service.

Very truly yours,

Mark C. Morrow  
Melanie J. Elatieh

Counsel for  
UGI Central Penn Gas, Inc  
UGI Penn Natural Gas, Inc. and  
UGI Utilities, Inc. – Gas Division

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

<b>PENNSYLVANIA PUBLIC UTILITY COMMISSION, et al.</b>	:	
	:	
v.	:	<b>Docket Nos. R-2011-2238949</b>
	:	<b>C-2011-2243177</b>
<b>UGI CENTRAL PENN GAS, INC</b>	:	
	:	
<b>PENNSYLVANIA PUBLIC UTILITY COMMISSION, et al.</b>	:	
	:	
v.	:	<b>Docket Nos. R-2011-2238943</b>
	:	<b>C-2011-2243199</b>
<b>UGI PENN NATURAL GAS, INC.</b>	:	
	:	
<b>PENNSYLVANIA PUBLIC UTILITY COMMISSION, et al.</b>	:	
	:	
v.	:	<b>Docket Nos. R-2011-2238953</b>
	:	<b>C-2011-2243186</b>
<b>UGI UTILITIES, INC. - GAS DIVISION</b>	:	
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**JOINT PETITION  
OF  
UGI CENTRAL PENN GAS, INC.  
UGI PENN NATURAL GAS, INC.  
and  
UTILITIES, INC. – GAS DIVISION  
FOR PROTECTIVE ORDER**

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UGI Central Penn Gas, Inc. (“CPG”), UGI Penn Natural Gas, Inc. (“PNG”) and UGI Utilities, Inc. – Gas Division (“UGI”) hereby petition, pursuant to the provisions of 52 Pa.Code §5.423, for the issuance of a protective order with respect to confidential or proprietary and highly confidential or proprietary information that might need to be filed with the Commission,

produced in discovery, or otherwise introduced into the record in the above-captioned proceedings, and in support thereof state the following:

1. CPG, PNG and UGI, being natural gas distribution companies with gross intrastate annual operating revenues in excess of \$40,000,000, are authorized by the provisions of Section 1307(f) of the Public Utility Code, 66 Pa.C.S. §1307(f), and the Pennsylvania Public Utility Commission's ("Commission") gas cost recovery regulations at 52 Pa. Code §§53.61 - 53.68, to make annual purchase gas cost ("PGC") filings proposing modifications to their gas tariff rates to reflect increases or decreases in its natural gas costs.

2. On April 29, 2011, CPG, PNG and UGI provided the Commission with the prefiling information specified in 52 Pa. Code §§53.64(c) and 53.65, and 66 Pa.C.S. §1317(c).

3. On June 1, 2011, in accordance with the schedule for Section 1307(f) filings established by the Commission, CPG, PNG and UGI submitted their 2011 PGC filings to the Commission.

4. During the course of this proceeding it may be necessary for participants to disclose confidential or proprietary information and highly confidential or proprietary information in filings with the Commission, through discovery responses or through evidence introduced into the record.

5. Confidential and proprietary information may include, but not be limited to, confidential contract information of a sort that would not give a market participant an unfair competitive advantage. Highly confidential and proprietary information may include, but not be limited to, highly confidential information that might give a market participant an unfair competitive advantage. Highly confidential or proprietary information might include such information as (1) the proprietary bids submitted by wholesale suppliers or asset managers for PGC supplies or services or (2) information pertaining to specific gas supply contractual arrangements or

payments that could potentially be misused wholesale market participants to gain an unfair advantage in such markets.

6. Under 52 Pa. Code § 5.423, the presiding Administrative Law Judge or the Commission may issue a Protective Order to limit or prohibit disclosure of confidential 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 party and the party's competitors and trade partners. 52 Pa. Code §§ 5.423(a)(1)-(3).

7. As noted above, parties may seek discovery of proprietary information that may include, but not be limited to, confidential customer information, the proprietary bids submitted by wholesale suppliers or asset managers, information pertaining to specific gas supply contractual arrangements or payments that could potentially be misused by potential wholesale suppliers in future contract negotiations with CPG, PNG or UGI.

8. Releasing this information to the public could cause unfair economic or competitive damage to CPG, PNG UGI and/or its customers or other market participants.

9. Paragraph 11 of the attached proposed 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 or Highly Confidential Information."

10. 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.

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

12. CPG, PNG and UGI note that the terms of the protective order requested herein are virtually identical to the protective order granted by Administrative Law Judge Kandace Melillo in the Companies' 2010 PGC proceedings.

WHEREFORE, CPG, PNG and UGI respectfully request that the presiding administrative law judge issue a protective order substantially in the form attached in Exhibit A to this petition.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Mark C. Morrow", with a long horizontal flourish extending to the right.

Mark C. Morrow  
Melanie J. Elatieh

Counsel for  
UGI Central Penn Gas, Inc.  
UGI Penn Natural Gas, Inc. and  
UGI Utilities, Inc. – Gas Division

Dated: June 7, 2011

**EXHIBIT A**

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

<b>PENNSYLVANIA PUBLIC UTILITY COMMISSION, et al.</b>	:	
	:	
	:	
v.	:	<b>Docket Nos. R-2011-2238949</b>
	:	<b>C-2011-2243177</b>
<b>UGI CENTRAL PENN GAS, INC</b>	:	
	:	
<b>PENNSYLVANIA PUBLIC UTILITY COMMISSION, et al.</b>	:	
	:	
	:	
v.	:	<b>Docket Nos. R-2011-2238943</b>
	:	<b>C-2011-2243199</b>
<b>UGI PENN NATURAL GAS, INC.</b>	:	
	:	
	:	
<b>PENNSYLVANIA PUBLIC UTILITY COMMISSION, et al.</b>	:	
	:	
	:	
v.	:	<b>Docket Nos. R-2011-2238953</b>
	:	<b>C-2011-2243186</b>
<b>UGI UTILITIES, INC. - GAS DIVISION</b>	:	
	:	

**PROTECTIVE ORDER**

AND NOW, this \_\_\_\_ day of \_\_\_\_\_, 2011, upon consideration of the Petition of UGI Central Penn Gas, Inc. ("CPG"), UGI Penn Natural Gas, Inc. ("PNG") and UGI Utilities, Inc. – Gas Division ("UGI") and for a Protective Order, such Petition is hereby granted.

Therefore, it is ORDERED that:

1. This Protective Order in this mater dated June \_\_\_, 2011, is hereby granted with respect to all materials and information identified at Paragraph 2 of this Protective Order which are filed with the Commission, produced in discovery, or otherwise presented during these proceedings. All persons now and hereafter granted access to the materials and information identified in Paragraph 2 of this Protective Order shall use and disclose such information only in accordance with this Order.

2. The materials subject to this Order are all correspondence, documents, data, information, studies, methodologies and other materials which a party or an affiliate of a party furnishes in this proceeding pursuant to Commission rules and regulations, discovery procedures or cross-examination or provides as a courtesy to a party to this proceeding, which are claimed to be of a proprietary or confidential nature and which are designated "PROPRIETARY" (hereinafter collectively referred to as "Proprietary Information").

In addition, the parties may designate extremely sensitive Proprietary Information as "HIGHLY CONFIDENTIAL" (hereinafter referred to as "Highly Confidential Information") and thus secure the additional protections set forth in this Order pertaining to such material. Such "HIGHLY CONFIDENTIAL" information shall include but not be limited to (a) information about the identity and gas usage characteristics of specific customers that CPG, PNG, or UGI is not otherwise authorized to release; and (b) specific wholesale supplier bid information or related information that could give wholesale suppliers an unfair competitive advantage.

3. Proprietary Information and Highly Confidential Information shall be made available to the Commission and its Staff for use in this proceeding. For purposes of filing, to the extent that Proprietary Information and Highly Confidential Information is placed in the Commission's report folders, such information shall be handled in accordance with routine Commission procedures inasmuch as the report folders are not subject to public disclosure. To the extent that Proprietary Information or Highly Confidential Information is placed in the Commission's testimony or document folders, such information shall be separately bound, conspicuously marked, and accompanied by a copy of this Order. Public inspection of Proprietary Information or Highly Confidential Information shall be permitted only in accordance with this Revised Protective Order.

4. Proprietary Information and Highly Confidential Information shall be provided to counsel of record in this proceeding pursuant to the following procedures:

a. Proprietary Information. To the extent required for participation in this proceeding, a party's counsel may afford access to Proprietary Information made available by another party ("the producing party") to the party's witness(es) or expert(s), subject to the following restrictions:

i. Such witness(es) or expert(s) may not hold any of the following positions with any competitor or affiliate of a competitor of the producing party: an officer, board member, significant stockholder, partner, owner (other than owner of stock) or an employee, who is primarily involved in the pricing, development, and/or marketing of products or services that are offered in competition with those of the producing party; provided, however, that any witness or expert shall not be disqualified on account of being a stockholder, partner, or owner unless his/her interest in the business constitutes a significant potential for violation of the limitations of permissible use of the Proprietary Information. For purposes of this Order, stocks, partnership, or other ownership interest valued at less than \$500,000 and/or constituting less than 10% interest in a business does not, in itself, establish a significant potential for violation.

(ii) If a party's independent expert, another member of the independent expert's firm or the independent expert's firm generally also serves as an expert for, or as a consultant or advisor to a competitor or any affiliate of a competitor of the producing party, said independent expert must: (1) advise the producing party of the competitor's or affiliate's name(s); (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 competitor or any affiliate of a competitor of the producing party; and (3) if segregation of such personnel is impractical, the independent expert shall give to the producing party written assurances that the lack of segregation will in no way jeopardize the interests of the producing party. The producing party retains the right to challenge the adequacy of the written assurances that its interests will not be jeopardized.

b. Highly Confidential Information. Proprietary information or other material designated as “Highly Confidential” shall be provided to a party’s counsel of record only. If the inspecting lawyer desires copies of such material, or desires to disclose its contents to persons other than counsel of record, she or he shall submit a written request to the producing party's counsel. If requesting and producing parties are unable to reach agreement with respect to such a request, they may submit the issue orally to the presiding Administrative Law Judge for resolution. For purposes of this paragraph, non-lawyer experts engaged by the Office of Consumer Advocate, the Office of Small Business Advocate or the Office of Trial Staff who qualify under the provisions of paragraph 4(a)(i) and sign Appendix A to this Order with regard to the production of Highly Confidential Information shall be provided Highly Confidential Information to the same extent, and under the same conditions, as it is provided to counsel of record herein.

c. No other persons may have access to the Proprietary Information or Highly Confidential Information except as authorized by Order of the Commission or the presiding Administrative Law Judge. No person who may be entitled to receive, or who is afforded access to any Proprietary Information or Highly Confidential Information shall use or disclose such information for the purposes of business or competition, or any purpose other than the preparation for and conduct of this proceeding or any administrative or judicial review thereof.

5. Prior to making Proprietary Information or Highly Confidential Information available to any person as provided in numbered Paragraph 4, above, counsel shall deliver a copy of this Order to such person and, except for employees of the Office of Trial Staff, shall receive a written acknowledgment from that person in the form attached to this Order and designated as “Appendix A.” Counsel shall promptly deliver to the producing party a copy of the executed Appendix A.

6. A producing party shall designate data or documents as constituting or containing Proprietary Information or Highly Confidential Information by affixing an appropriate

proprietary stamp or typewritten or printed designation on such data or documents. Where only part of data compilations or multi-page documents constitutes or contains Proprietary Information or Highly Confidential Information, the producing party 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 or Highly Confidential Information. A producing party may also re-designate information produced prior to the entry of this Order as "Highly Confidential Information" by informing parties by e-mail of the re-designation.

7. Any federal agency which has access to and/or receives copies of the Proprietary Information or Highly Confidential Information will consider and treat the Proprietary Information or Highly Confidential Information as within the exemption from disclosure provided in the Freedom of Information Act as set forth at 5 U.S.C.A. § 552(b)(4) until such time as the information is found to be non-proprietary.

8. Any state agency which has access to and/or receives copies of the Proprietary Information or Highly Confidential Information will consider and treat the Proprietary Information or Highly Confidential Information as within the exemption from disclosure provided in the Pennsylvania Right to Know Law, Act of February 14, 2008, P.L. 6, 65 P.S. §§ 67.101-67.3104 until such time as the information is found to be non-proprietary.

9. Any public reference to Proprietary Information or Highly Confidential Information by counsel or persons afforded access thereto shall be to the title or exhibit reference in sufficient detail to permit persons with access to the Proprietary Information or Highly Confidential Information to fully understand the reference and not more. The Proprietary or Highly Confidential Information shall remain a part of the record, to the extent admitted, for all purposes of administrative or judicial review.

10. Parts of any record of this proceeding containing Proprietary Information or Highly Confidential Information, including but not limited to all exhibits, writings, testimony,

cross examination, argument and responses to discovery, and including reference thereto as mentioned in number Paragraph 9 above, shall be sealed for all purposes, including administrative and judicial review, unless such Proprietary Information or Highly Confidential Information is released from the restrictions of this Order, either through the agreement of the parties or pursuant to order of the Administrative Law Judge or the Commission. Unresolved challenges arising under Paragraph 11 shall be decided on motion or petition by the presiding officer or the Commission as provided by 52 Pa. Code § 5.423(a). All such challenges will be resolved in conformity with existing rules, regulations, orders, statutes, precedent, etc., to the extent that such guidance is available.

11. The parties affected by the terms of this Order shall retain the right to question or challenge the confidential or proprietary nature of Proprietary Information or Highly Confidential Information; to question or challenge the admissibility of Proprietary Information or Highly Confidential Information; to refuse or object to the production of Proprietary Information or Highly Confidential Information on any proper ground, including but not limited to irrelevance, immateriality, or undue burden; to seek an order permitting disclosure of Proprietary Information or Highly Confidential Information beyond that allowed in this Order; and to seek additional measures of protection of Proprietary Information or Highly Confidential Information beyond those provided in this Order. If a challenge is made to the designation of a document or information as Proprietary Information or Highly Confidential, the party claiming that the information is Proprietary Information or Highly Confidential retains the burden of demonstrating that the designation is necessary and appropriate.

12. Upon completion of this proceeding, including any administrative or judicial review, all copies of all documents and other materials, including notes, which contain any Proprietary Information or Highly Confidential Information, shall be immediately returned upon request to the party furnishing such Proprietary Information or Highly Confidential Information. In the alternative, parties may provide an affidavit of counsel affirming that the materials containing or reflecting Proprietary Information or Highly Confidential Information have been destroyed.

Dated: June \_\_, 2011

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Kandace F. Melillo  
Administrative Law Judge

APPENDIX A

BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION

PENNSYLVANIA PUBLIC UTILITY COMMISSION, et al.	:	
	:	
v.	:	Docket Nos. R-2011-2238949
	:	C-2011-2243177
UGI CENTRAL PENN GAS, INC	:	
	:	
PENNSYLVANIA PUBLIC UTILITY COMMISSION, et al.	:	
	:	
v.	:	Docket Nos. R-2011-2238943
	:	C-2011-2243199
UGI PENN NATURAL GAS, INC.	:	
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	:	
PENNSYLVANIA PUBLIC UTILITY COMMISSION, et al.	:	
	:	
v.	:	Docket Nos. R-2011-2238953
	:	C-2011-2243186
	:	
UGI UTILITIES, INC. - GAS DIVISION	:	

TO WHOM IT MAY CONCERN:

The undersigned is the \_\_\_\_\_ of \_\_\_\_\_ (the retaining party) and he/she does not hold any of the following positions with any competitor or affiliate of a competitor of the producing party: an officer, board member, significant stockholder, partner, owner (other than owner of stock) or an employee, who is primarily involved in the pricing, development, and/or marketing of products or services that are offered in competition with those of the producing party; provided, however, that any witness or expert shall not be disqualified on account of being a stockholder, partner, or owner unless his/her interest in the business constitutes a significant potential for violation of the limitations of permissible use of the Proprietary Information, pursuant to Paragraph 4(a)(i) of the Order.

The undersigned has read and understands the Protective Order that deals with the treatment of Proprietary Information and Highly Confidential Information. The undersigned agrees to be bound by, and comply with, the terms and conditions of said Order. In the case of an independent expert, the undersigned represents that he/she has complied with the provisions of numbered Paragraph 4 (a)(ii) of the Order prior to submitting this Affidavit.

\_\_\_\_\_  
SIGNATURE

\_\_\_\_\_  
PRINT NAME

\_\_\_\_\_  
ADDRESS

\_\_\_\_\_  
EMPLOYER

DATE: \_\_\_\_\_

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

<b>PENNSYLVANIA PUBLIC UTILITY COMMISSION, et al.</b>	:	
	:	
<b>v.</b>	:	<b>Docket Nos. R-2011-2238949</b>
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<b>UGI CENTRAL PENN GAS, INC</b>	:	
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<b>UGI PENN NATURAL GAS, INC.</b>	:	
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<b>v.</b>	:	<b>Docket Nos. R-2011-2238953</b>
	:	<b>C-2011-2243186</b>
<b>UGI UTILITIES, INC. - GAS DIVISION</b>	:	

**CERTIFICATE OF SERVICE**

I hereby certify that I have, this 7th day of June, 2011, served a true and correct copy of the foregoing document in the manner and upon the persons listed below in accordance with requirements of 52 Pa. Code §1.54 (relating to service by a participant):

**VIA ELECTRONIC AND FIRST CLASS MAIL:**

Charles D. Shields  
Office of Trial Staff  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
Harrisburg, PA 17120  
chshields@state.pa.us

Steven Gray  
Assistant Small Business Advocate  
Office of Small Business Advocate  
Suite 1102, Commerce Building  
300 North Second Street  
Harrisburg, PA 17101  
sgray@state.pa.us

Vasiliki Karandrikas  
McNees Wallace & Nurick LLC  
100 Pine Street  
P.O. Box 1166  
Harrisburg, PA 17108-1166  
vkarandrikis@mwn.com

Jennedy S. Johnson  
Assistant Consumer Advocate  
James A Mullins  
Assistant Consumer Advocate  
Office Of Consumer Advocate  
555 Walnut Street  
5<sup>th</sup> Floor, Forum Place  
Harrisburg, PA 17101-1921  
jjohnson@paoca.org  
jmullins@paoca.org

Paul L. Zeigler, Esq.  
300 Bridge Street, Second Floor  
P.O. Box B  
New Cumberland, PA 17070  
paul@plzpc.com

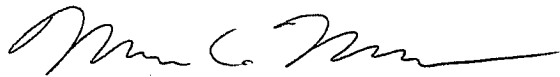
Robert D. Knecht  
Industrial Economics, Incorporated  
2067 Massachusetts Ave.  
Cambridge, MA 02140  
rdk@indecon.com

Jerome Mierzwa  
Exeter Associates  
10480 Little Patuxent Parkway  
Suite 300  
Columbia, MD 21044  
jmierzwa@exeterassociates.com

Jason Leif  
Jones Day  
717 Texas, Suite 3300  
Houston, TX 77002  
jleif@jonesday.com

**VIA E-Filing:**

Rosemarie Chiavetta, Secretary  
Pennsylvania Public Utility Commission  
P.O. Box 3265  
Harrisburg, PA 17105-3265



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Mark C. Morrow