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July 11, 2012

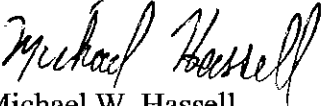
Rosemary Chiavetta
Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor North
P.O. Box 3265
Harrisburg, PA 17105-3265

**RE: Petition of PPL Electric Utilities Corporation for Approval of a Default Service Program and Procurement Plan for the Period June 1, 2013 through May 31, 2015
Docket No. P-2012-2302074**

Dear Secretary Chiavetta:

Enclosed for filing please find the Motion for a Protective Order for the above-referenced proceeding. Copies will be provided as indicated.

Respectfully Submitted,


Michael W. Hassell

MWH/skr

Enclosures

cc: Honorable Susan D. Colwell
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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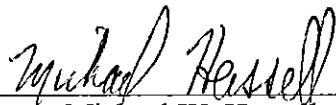
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Date: July 11, 2012



Michael W. Hassell

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Petition of PPL Electric Utilities :
Corporation for Approval of a Default : Docket No. P-2012-2302074
Service Program and Procurement Plan for :
the Period June 1, 2013 through May 31, :
2015 :

MOTION FOR A PROTECTIVE ORDER

TO ADMINISTRATIVE LAW JUDGE SUSAN D. COLWELL:

PPL Electric Utilities Corporation (“PPL Electric”), by its counsel, hereby requests that a 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 May 1, 2012, PPL Electric filed the above-captioned Petition with the Pennsylvania Public Utility Commission (“Commission”).
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. In addition, some of that information may be of a highly confidential nature, as both wholesale and retail suppliers of electricity have intervened in this proceeding. For example, parties may seek information about past or future plans to sell electricity, or projections about future energy prices. This information may be considered highly proprietary by certain parties. PPL Electric also may want to limit the distribution of such information, because public release may affect adversely the acquisition of future energy supplies.¹ Therefore, treatment of such information

¹ PPL Electric is not asserting, by reference to the foregoing, that such information is relevant to this proceeding. This Motion for Protective Order is not intended to affect any party’s rights to object to discovery or to object to the admissibility of any response to any discovery request, in whole or in part, on any grounds, including but not limited to materiality, relevance, and privilege. This Motion is only intended to establish a mechanism for disclosure of confidential and highly confidential material, to avoid a need for parties to seek separate confidentiality orders each time there is a request for proprietary 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(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 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 issuance of a Protective Order is warranted in this case because certain information requested, or which may be requested, in discovery relates to confidential information. Confidential treatment is warranted as information may be market sensitive, and may include detailed confidential information regarding operation of solicitations and the assessment of market conditions. This information may not be known to others at this time and be of a highly sensitive, potentially competitive, nature. Indeed, disclosure of the competitive solicitation information could adversely impact participation and prices in future solicitations.² If potential bidders and retail suppliers do not have confidence that competitive information will remain confidential, such parties

² The Company notes that participants in prior solicitations have executed Commission-approved confidentiality agreements that prohibit disclosure to third parties of certain information provided as part of the solicitation process. Consistent with those agreements, and as noted in footnote 1, this Motion is not intended to affect any party's right to object to disclosure of information that is subject to those confidentiality agreements.

could conceivably elect not to participate in future solicitations or in the competitive electric market, to the detriment of the public.

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. The proposed Protective Order contains similar provisions as the Protective Order issued by Administrative Law Judge Susan D. Colwell on October 22, 2008 in PPL Electric's most recent default service proceeding at Docket No. P-2008-2060309. The only difference between the proposed Protective Order and the Protective Order issued in Docket No. P-2008-2060309 is the addition of two provisions in paragraphs 5 and 6, permitting Bureau of Investigation and Enforcement ("I&E") Prosecutors to afford access to CONFIDENTIAL information and HIGHLY CONFIDENTIAL PROTECTED MATERIAL to I&E's experts who are full-time employees of the Commission. These employees would be bound by all of the provisions of the Protective Order by virtue of the I&E Prosecutors' execution of a Non-Disclosure Certificate.

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.

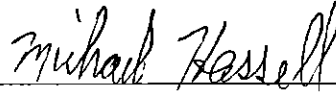
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Of Counsel:

Post & Schell, P.C.

Dated: July 11, 2012

Respectfully submitted,



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Attorneys for PPL Electric Utilities Corporation

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Petition of PPL Electric Utilities :
Corporation for Approval of a Default : Docket No. P-2012-2302074
Service Program and Procurement Plan for :
the Period June 1, 2013 through May 31, :
2015 :

PROTECTIVE ORDER

Upon consideration of the Motion for a Protective Order that was filed by PPL Electric Utilities Corporation (“PPL Electric”) on July 11, 2012;

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 are 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 now or 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 information subject to this Protective Order is 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 “HIGHLY CONFIDENTIAL PROTECTED MATERIAL.” 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; (B) the parties may designate as “HIGHLY CONFIDENTIAL PROTECTED MATERIAL” those materials that are of such a commercially sensitive nature among the parties or of such a private, personal nature that the producing party is able to justify a heightened level of confidential protection with respect to those materials. For example, but without limitation, “HIGHLY CONFIDENTIAL PROTECTED MATERIAL” may include confidential information submitted by a bidder in a Commission-approved competitive bid solicitation process. The parties shall endeavor to limit their designation of information as HIGHLY CONFIDENTIAL PROTECTED MATERIAL.

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 afford access to Proprietary Information 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.

With regard to the Bureau of Investigation and Enforcement (“I&E”), information deemed as “CONFIDENTIAL” shall be made available to the I&E Prosecutors subject to the terms of this Protective Order. The I&E Prosecutors shall use or disclose the CONFIDENTIAL 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, the I&E Prosecutors may afford access to CONFIDENTIAL information only to I&E’s experts, without the need for the execution of a Non-Disclosure Certificate, who are full-time employees of the Commission and bound by all the provisions of this Protective Order by virtue of the I&E Prosecutors’ execution of a Non-Disclosure Certificate.

6. Information deemed as “HIGHLY CONFIDENTIAL PROTECTED MATERIAL”, may be provided to a “Reviewing Representative” who has signed a Non-Disclosure Certificate 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;
- (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 HIGHLY CONFIDENTIAL PROTECTED MATERIAL pursuant to paragraph 11.

With regard to the I&E, information deemed as “HIGHLY CONFIDENTIAL PROTECTED MATERIAL” shall be made available to the I&E Prosecutors subject to the terms of this Protective Order. The I&E Prosecutors shall use or disclose the HIGHLY CONFIDENTIAL PROTECTED MATERIAL only for purposes of preparing or presenting evidence, cross examination or argument

in this proceeding. To the extent required for participation in this proceeding, the I&E Prosecutors may afford access to HIGHLY CONFIDENTIAL PROTECTED MATERIAL, only to I&E's experts, without the need for the execution of a Non-Disclosure Certificate, who are full-time employees of the Commission and bound by all the provisions of this Protective Order by virtue of the I&E Prosecutors' execution of a Non-Disclosure Certificate.

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 HIGHLY CONFIDENTIAL PROTECTED MATERIAL, including, but not limited to, total prohibition of disclosure or limitation of disclosure only to particular parties.

7. 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.

8. 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.

9. A qualified "Reviewing Representative" for "HIGHLY CONFIDENTIAL PROTECTED MATERIAL" may review and discuss "HIGHLY CONFIDENTIAL PROTECTED MATERIAL" with their client or with the entity with which they are employed or associated, to the extent that the client or entity is not a "Restricted Person", but may not share with or permit the client or entity to review the "HIGHLY CONFIDENTIAL PROTECTED MATERIAL".

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 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 pursuant to Paragraph 6(iv) above 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, nor do Commission employees assisting I&E as noted above in paragraphs 5 and 6. A copy of each Non-Disclosure Certificate 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. None of the parties waive their right to pursue any other legal or equitable remedies that may be available in the event of actual or anticipated disclosure of Proprietary Information.

14. The parties shall designate data or documents as constituting or containing Proprietary Information by stamping the documents "CONFIDENTIAL" or "HIGHLY

CONFIDENTIAL PROTECTED MATERIAL.” 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 “HIGHLY CONFIDENTIAL PROTECTED MATERIAL.”

15. 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 66.1(2) until such time as the information is found to be non-proprietary.

16. 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.

17. 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 16 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.

18. 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.

19. 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.

20. 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, the party, upon request, shall either destroy or return to the parties all copies of all documents and other materials not entered into the record, including notes, which contain any Proprietary Information. In the event that the 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 parties, the party shall certify in writing to the other Party that the Proprietary Information has been destroyed.

Dated: _____

APPENDIX A
BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Petition of PPL Electric Utilities :
Corporation for Approval of a Default : Docket No. P-2012-2302074
Service Program and Procurement Plan for :
the Period June 1, 2013 through May 31, :
2015 :

TO WHOM IT MAY CONCERN:

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

The undersigned has read and understands the Protective Order deals with the treatment of Proprietary Information. The undersigned agrees to be bound by, and comply with, the terms and conditions of said Order.

SIGNATURE

PRINT NAME

ADDRESS

EMPLOYER

DATE: _____