



UGI Utilities, Inc.
460 North Gulph Road
King of Prussia, PA 19406

Post Office Box 858
Valley Forge, PA 19482-0858

(610) 337-1000 Telephone
(610) 992-3258 Fax

June 18, 2013

VIA ELECTRONIC AND EXPRESS MAIL

The Honorable Elizabeth H. Barnes
Administrative Law Judge
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120
ebarnes@pa.gov

**Re: Pennsylvania Public Utility Commission et al. v. UGI Penn
Natural Gas, Inc., Docket Nos. R-2013-2361763; C-2013-2364423;
C-2013-2367934**

**Pennsylvania Public Utility Commission et al. v. UGI Central
Penn Gas, Inc., Docket Nos. R-2013-2361764; C-2013-2364425;
C-2013-2367941**

**Pennsylvania Public Utility Commission et al. v. UGI Utilities, Inc. –
Gas Division, Docket Nos. R-2013-2361771; C-2013-2364428;
C-2013-2367950**

Dear Judge Barnes:

Enclosed, please find two copies of the Joint Petition of UGI Penn Natural Gas, Inc., UGI Central Penn 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

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

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

1. PNG, CPG, 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 May 1, 2013, PNG, CPG and UGI provided the Commission with the pre-filing information specified in 52 Pa. Code §§53.64(c) and 53.65, and 66 Pa.C.S. §1317(c).

3. On May 31, 2013, in accordance with the schedule for Section 1307(f) filings established by the Commission, PNG, CPG and UGI submitted their 2013 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 customer information. 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 by 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. In the course of the current PGC proceedings, parties may seek discovery of proprietary highly confidential 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 PNG, CPG, and UGI.

8. Releasing this information to the public could cause unfair economic or competitive damage to CPG, UGI and PNG 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.

WHEREFORE, PNG, CPG, 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,



Mark C. Morrow

Counsel for:

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

Dated: June 18, 2013

EXHIBIT A

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 “CONFIDENTIAL” (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 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 initially be provided to (a) a party's counsel of record, (b) non-lawyer experts engaged by the Bureau of Investigation and Enforcement ("BIE") or (c) non-lawyer experts engaged by the Office of Consumer Advocate ("OCA"), the Office of Small Business Advocate ("OSBA") who qualify under the provisions of paragraph 4(a)(i) and sign Appendix A to this Order. If these parties wish to disclose the Highly Confidential Information to others, 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.

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 Bureau of Investigation and Enforcement, 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. Except in the case of Proprietary Information or Highly Confidential Information provided by PNG, CPG or UGI to the OCA, OSBA or BIE, 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 __, 2014

Elizabeth H. Barnes
Administrative Law Judge

APPENDIX A

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

PENNSYLVANIA PUBLIC UTILITY COMMISSION, et al.	:	
	:	Docket Nos. R-2013-2361763
	:	C-2013-2364423
v.	:	C-2013-2367934
	:	
UGI PENN NATURAL GAS, INC.	:	
	:	
PENNSYLVANIA PUBLIC UTILITY COMMISSION, et al.	:	
	:	Docket Nos. R-2013-2361764
	:	C-2013-2364425
v.	:	C-2013-2367941
	:	
UGI CENTRAL PENN GAS, INC	:	
	:	
PENNSYLVANIA PUBLIC UTILITY COMMISSION, et al.	:	
	:	Docket Nos. R-2013-2361771
	:	C-2013-2364428
v.	:	C-2013-2367950
	:	
UGI UTILITIES, INC. - GAS DIVISION	:	
<hr/>	:	

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**

PENNSYLVANIA PUBLIC UTILITY COMMISSION, et al.	:	
	:	Docket Nos. R-2013-2361763
	:	C-2013-2364423
v.	:	C-2013-2367934
	:	
UGI PENN NATURAL GAS, INC.	:	
	:	
PENNSYLVANIA PUBLIC UTILITY COMMISSION, et al.	:	
	:	Docket Nos. R-2013-2361764
	:	C-2013-2364425
v.	:	C-2013-2367941
	:	
UGI CENTRAL PENN GAS, INC	:	
	:	
PENNSYLVANIA PUBLIC UTILITY COMMISSION, et al.	:	
	:	Docket Nos. R-2013-2361771
	:	C-2013-2364428
v.	:	C-2013-2367950
	:	
UGI UTILITIES, INC. - GAS DIVISION	:	
<hr/>	:	

CERTIFICATE OF SERVICE

I hereby certify that I have, this 18th day of June, 2013, 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 EXPRESS MAIL:

Jennedy S. Johnson
Assistant Consumer Advocate
Aron J. Beatty
Assistant Consumer Advocate
Office Of Consumer Advocate
555 Walnut Street
5th Floor, Forum Place
Harrisburg, PA 17101-1921
jjohnson@paoca.org
abeatty@paoca.org

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

Richard A. Kanaskie
Senior Prosecutor
Carrie B. Wright
Prosecutor
Pennsylvania Public Utility Commission
Bureau of Investigation and Enforcement
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120
rkanaskie@pa.gov
carwright@pa.gov

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



Mark C. Morrow