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File #: 159334

September 23, 2014

VIA ELECTRONIC FILING

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: Joint Application of PPL Interstate Energy Company and PPL Electric Utilities Corporation for All of the Necessary Authority, Approvals, and Certificates of Public Convenience (1) for the Transfer of PPL Corporation's Ownership Interests in PPL Interstate Energy Company to Talen Energy Corporation, and Certain Post Closing Transactions Associated therewith; (2) for the Transfer of Certain Property Interests Between PPL Electric Utilities Corporation and PPL Energy Supply, LLC and its Subsidiaries in Conjunction with the Transfer of All of the Interests of PPL Energy Supply, LLC and its Subsidiaries to Talen Energy Corporation; (3) for any Modification or Amendment of Associated Affiliated Interest Agreements; and (4) for any Other Approvals Necessary to Complete the Contemplated Transactions
Docket Nos. A-2014-2435752 & A-2014-2435833

Dear Secretary Chiavetta:

Enclosed for filing on behalf of PPL Interstate Energy Company and PPL Electric Utilities Corporation (the "Applicants") is a Motion for Protective Order in the above-referenced proceedings.

The Applicants have provided advance copies of this Motion and the proposed Protective Order to all Parties participating in this proceeding. The Applicants are authorized to represent that no Parties object to the proposed Protective Order.

Copies will be provided as indicated on the certificate of service.

Rosemary Chiavetta, Secretary
September 23, 2014
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Respectfully submitted,



David B. MacGregor

DBM/jl.
Enclosures

cc: Certificate of Service
Honorable Susan D. Colwell

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 & FIRST CLASS MAIL

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Counsel for IBEW

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Harrisburg, PA 17108
Counsel for Allegheny Electric Cooperative, Inc.

Date: September 23, 2014



Christopher T. Wright

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of PPL Interstate Energy :
Company and PPL Electric Utilities :
Corporation for All of the Necessary : Docket Nos. A-2014-2435752
Authority, Approvals, and Certificates of : A-2014-2435833
Public Convenience (1) for the Transfer of :
PPL Corporation's Ownership Interests in :
PPL Interstate Energy Company to Talen :
Energy Corporation, and Certain Post- :
Closing Transactions Associated therewith; :
(2) for the Transfer of Certain Property :
Interests Between PPL Electric Utilities :
Corporation and PPL Energy Supply, LLC :
and its Subsidiaries in Conjunction with the :
Transfer of All of the Interests of PPL :
Energy Supply, LLC and its Subsidiaries to :
Talen Energy Corporation; (3) for any :
Modification or Amendment of Associated :
Affiliated Interest Agreements; and (4) for :
any Other Approvals Necessary to :
Complete the Contemplated Transactions :

MOTION FOR A PROTECTIVE ORDER

TO ADMINISTRATIVE LAW JUDGE SUSAN D. COLWELL:

PPL Interstate Energy Company ("PPL IEC") and PPL Electric Utilities Corporation ("PPL EU") (hereinafter, collectively the "Applicants") hereby request that a Protective Order be entered in this proceeding pursuant to the provisions of 52 Pa. Code § 5.365. In support thereof, the Applicants state as follows:

1. On July 30, 2014, the Applicants filed the above-captioned Joint Application with the Pennsylvania Public Utility Commission ("Commission"). Certain Attachments to the Joint Application are highly confidential and were filed under seal.

2. Proprietary Information within the definition of 52 Pa. Code § 5.365 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. The Applicants also may want to limit the distribution of certain information that could cause unfair economic or competitive damage to affiliates of the Applicants if publicly disclosed. 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.¹ These considerations constitute cause for restrictions specified in 52 Pa. Code § 5.365 and in Administrative Law Judge or Commission Orders granting relief pursuant to said regulation.

3. Under 52 Pa. Code §§ 5.362(a)(7) and 5.365, 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; the potential value of such information to the participant and the participant's competitors and trade partners; the degree of difficulty and cost of developing the information; and other statutes or regulations dealing with disclosure of information. 52 Pa. Code §§ 5.365(a)(1) – (5).

4. The issuance of a Protective Order is warranted in this case because certain information filed with the Joint Application and 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 the Applicants and their

¹ The Applicants are 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.

affiliates that participate in competitive markets. This information may not be known to others at this time and be of a highly sensitive, potentially competitive, nature.

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.

7. The proposed Protective Order permits the 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.

8. The Applicants have provided advance copies of this Motion and the proposed Protective Order to all Parties participating in this proceeding. The Applicants are authorized to represent that no Parties object to the proposed Protective Order.

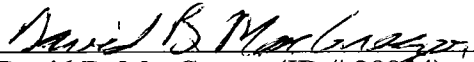
WHEREFORE, for all the foregoing reasons, PPL Interstate Energy Company and PPL Electric Utilities Corporation respectfully request that Administrative Law Judge Susan D. Colwell grant this Motion and issue the attached Protective Order.

Respectfully submitted,

Paul E. Russell (ID # 21643)
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Of Counsel:
Post & Schell, P.C.

Date: September 23, 2014


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Attorneys for PPL Interstate Energy Company
and PPL Electric Utilities Corporation

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of PPL Interstate Energy :
Company and PPL Electric Utilities :
Corporation for All of the Necessary : Docket Nos. A-2014-2435752
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Interests Between PPL Electric Utilities :
Corporation and PPL Energy Supply, LLC :
and its Subsidiaries in Conjunction with the :
Transfer of All of the Interests of PPL :
Energy Supply, LLC and its Subsidiaries to :
Talen Energy Corporation; (3) for any :
Modification or Amendment of Associated :
Affiliated Interest Agreements; and (4) for :
any Other Approvals Necessary to :
Complete the Contemplated Transactions :

PROTECTIVE ORDER

Upon consideration of the Motion for a Protective Order that was filed by PPL Interstate Energy Company and PPL Electric Utilities Corporation on September 23, 2014;

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 marked "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. 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, argument, or settlement 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, argument, or settlement 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 a 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, argument, or settlement 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 5.365(e) of the Commission’s Rules of Practice and Procedure, 52 Pa. Code §§ 5.362, 5.365(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." Such discussions must be general in nature and not disclose specific "HIGHLY CONFIDENTIAL PROTECTED MATERIAL," provided however that counsel for I&E, the Office of Consumer Advocate, and the Office of Small Business Advocate may share proprietary information with the

I&E Director, Consumer Advocate, and Small Business Advocate, respectively, without obtaining a Non-Disclosure Certificate from these individuals, provided however, that these individuals otherwise abide by the terms of the Protective Agreement.

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 paragraphs 5(i) through 5(iv) or 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 marking 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, 65 P.S. §§ 67.101 *et seq.*, until such time as the information is found to be non-proprietary. In the event that any person or entity seeks to compel the disclosure of Proprietary Information, the non-producing party shall promptly notify the producing party in order to provide the producing party an opportunity to oppose or limit such disclosure.

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

Joint Application of PPL Interstate Energy :
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 Corporation for All of the Necessary : Docket Nos. A-2014-2435752
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 Modification or Amendment of Associated :
 Affiliated Interest Agreements; and (4) for :
 any Other Approvals Necessary to :
 Complete the Contemplated Transactions :

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 Protective Order.

PRINT NAME

ADDRESS

SIGNATURE

EMPLOYER

Date: _____