

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMPANY**

In the Matter of the Application of :
Orwell Natural Gas Company For :
Commission Approval of the Transfer :
of its Distribution System Assets to :
Utility Pipeline Ltd. and immediately :
thereafter to Knox Energy Cooperative :
Association, Inc., a Bona Fide :
Cooperative, and for the Abandonment :
of all Pennsylvania Regulated Service :
by Orwell Natural Gas Company, :
with the Immediate Commencement of :
Service by Knox Energy Cooperative :
Association, Inc. :

Docket No. A-_____

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PROTECTIVE ORDER

An Order has been issued granting the Motion of Orwell Natural Gas (hereinafter referred to as "ONG") for Issuance of Protective Order,

THEREFORE;

IT IS ORDERED:

1. That a Protective Order is hereby granted for use in this proceeding with respect to all materials and information of ONG's Appendix D: Orwell Balance Sheet to the Application for the Transfer of Assets which is filed with the Pennsylvania Public Utility Commission ("Commission"), produced in discovery, or are otherwise presented during these proceedings. All persons now and hereafter granted access to the materials and information in Appendix D to the Application for the Transfer of Assets shall use and disclose such information only in accordance with this Protective Order.

2. The materials subject to this Protective Order include 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, direct testimony or cross-examination or provides as a courtesy to the active parties in this proceeding, which are claimed to be of a proprietary or confidential nature and which are designated "PROPRIETARY INFORMATION" or "CONFIDENTIAL AND PROPRIETARY" (hereinafter collectively referred to as "Proprietary Information"). Proprietary Information shall include, but is not limited to, summary balance sheets, correspondence, and itemized statements.

3. Proprietary 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 is placed in the Commission's report folders, such information shall be handled in accordance with routine Commission procedures for Proprietary Information inasmuch as the report folders are not subject to public disclosure. To the extent that Proprietary 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 Protective Order. Public inspection of Proprietary Information shall be permitted only in accordance with this Protective Order.

4. Proprietary Information shall be made available to parties, their counsel of record in this proceeding, and their consultants, subject to the following:

(a) To the extent required for participation in this proceeding, a party may afford access to Proprietary Information made available by another party ("the producing party") to the party's consultants, provided that such consultant has not previously violated the terms of a recent Commission Protective Order and executes **Appendix A** to this Protective Order before reviewing such information, and provided that the consultant is not an officer, director, stockholder, partner, owner or employee of a competitor of the producing party. A consultant will not be ineligible on account of being a stockholder, partner or owner of a competitor or affiliate unless the ownership interest is valued at more than \$10,000 or constitutes a more than 1% interest, or both.

(b) No other persons may have access to Proprietary Information except as authorized by Order of the Commission or of the presiding

Administrative Law Judge. No person who may be entitled to receive, or who is afforded access to any Proprietary 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. The Proprietary Information may not be publicly disclosed.

5. Prior to making Proprietary Information available to any person as provided in Paragraph 4(a) of this Protective Order, the party shall deliver a copy of this Protective Order to such person and shall receive a written acknowledgement from that person in the form attached to this Protective Order and designated as **Appendix A**. A party shall promptly deliver to the producing party a copy of the executed acknowledgment form.

6. *A producing party shall designate data or documents as constituting or containing Proprietary Information by affixing an appropriate proprietary stamp or similar designation on such data or documents. Where only part of data compilations or multi-page documents constitutes or contains Proprietary Information, the producing party shall designate only the specific data or pages of documents which constitute or contain Proprietary Information.*

7. Any public reference to Proprietary 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 to fully understand the reference and not more. The Proprietary Information shall remain a part of the record, to the extent admitted, for all purposes or administrative or judicial review.

8. Parts of any record in this proceeding containing Proprietary Information, including but not limited to all exhibits, writings, testimony, cross examination, argument and responses to discovery, 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 or pursuant to Order of the Administrative Law Judge or the Commission. Unresolved challenges arising under Paragraph 9 shall be decided on motion or petition by the presiding officer or the Commission as provided by 52 Pa. Code § 5.423(a).

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

10. 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, shall be immediately returned upon request to the party furnishing such Proprietary Information. In the alternative, parties may provide an affidavit of counsel affirming that the materials containing or reflecting Proprietary Information have been destroyed.

Administrative Law Judge

Dated: _____

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APPENDIX A

**BEFORE THE
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TO WHOM IT MAY CONCERN:

The undersigned has read and understands the Protective Order that deals with the treatment of Proprietary Information. The undersigned agrees to be bound by, and comply with, the terms and conditions of said Order. The undersigned is not precluded from being provided access to Proprietary Information by virtue of Paragraph 4(a) of the Protective Order.

SIGNATURE

PRINT NAME

ADDRESS

EMPLOYER

DATED: _____

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MOTION FOR PROTECTIVE ORDER
OF ORWELL NATURAL GAS COMPANY

Applicant Orwell Natural Gas Company (hereinafter, "ONG" or "Applicant") by and through counsel, hereby moves pursuant to 52 Pa Code §5.423 for a Protective Order designating as confidential Appendix D: Orwell Balance Sheet to the Application for the Transfer of Assets. ONG considers the information as confidential and proprietary trade secrets, which are subject to protection from disclosure under Pennsylvania law.

ONG further asks that its responses to any subsequent requests for additional information or clarification which Staff might make with regard to these same requests also be permitted to be filed under seal, pursuant to the same Protective Order requested herein.

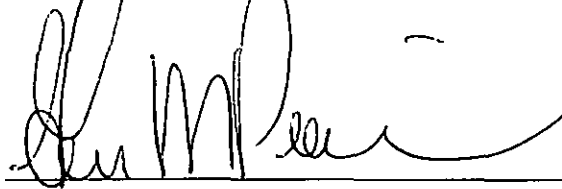
The grounds supporting this Motion are fully explained in the attached Memorandum in Support.

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Respectfully submitted,
**THE WELDELE & PIACENTINO
LAW GROUP CO., LPA**



GINA M. PIACENTINO-0086225

88 E. Broad Street, Suite 1560

Columbus, Ohio 43215

Telephone: 614-221-0800

Facsimile: 614-388-5533

E-mail: gpiacentino@wp-lawgroup.com

Counsel for Orwell Natural Gas Company

MEMORANDUM IN SUPPORT

ONG is an Ohio Company that provides natural gas distribution service in the Borough of Bruin, Butler County, Armstrong County, Jefferson County and Clarion County, Pennsylvania. ONG requests that the information designated as Appendix D: Orwell Balance to the Application for the Transfer of Assets, filed April 7, 2015 be marked confidential and protected from public disclosure. If said information is released to the public, ONG would suffer substantial harm as its competitors would have access to ONG's proprietary information.

In considering whether a Protective Order should be issued, the Commission considers the following:

- (1) The extent to which the disclosure would cause unfair economic or competitive damage.
- (2) The extent to which the information is known by others and used in similar activities.
- (3) The worth or value of the information to the party and to the party's competitors.
- (4) The degree of difficulty and cost of developing the information.
- (5) Other statutes or regulations dealing specifically with disclosure of the information.

See 52 Pa. Code §5.365(a).

ONG does not make public disclosure of the requested information through SEC filings or otherwise. If the information were to fall into other market participants' hands, it could

and would be used to take advantage of ONG. As such, and given the intense competition in the Competitive Retail Natural Gas Service arena, this information is a legitimate trade secret, access to which could negatively affect ONG's competitive position. The Commission would have full access to the information in order to fulfill its statutory obligations. Furthermore, the limitation of disclosure of the business records to allow its use only in connection with the Application for Transfer of Assets will not frustrate the prompt, orderly and fair resolution of this proceeding.

This request for a Protective Order is reasonable, necessary and will not prejudice any other party or individual.

For all of the foregoing reasons, ONG respectfully requests that a Protective Order be issued which permits it to file Appendix D: Orwell Balance Sheet to the Application for the Transfer of Assets filed April 7, 2015, under seal and requires those with access to those responses to treat them in a confidential manner. ONG further requests that should the Commission seek any additional information or clarification with respect to Application for the Transfer of Assets, Appendix D: Orwell Balance Sheet, those also be permitted to be filed under seal and subject to the same Protective Order.

Respectfully submitted,
**THE WELDELE & PIACENTINO
LAW GROUP CO., LPA**


GINA M. PIACENTINO-0086225 (O)
88 E. Broad Street, Suite 1560
Columbus, Ohio 43215
Telephone: 614-221-0800
Facsimile: 614-388-5533
E-mail: gpiacentino@wp-lawgroup.com
Counsel for Orwell Natural Gas Company

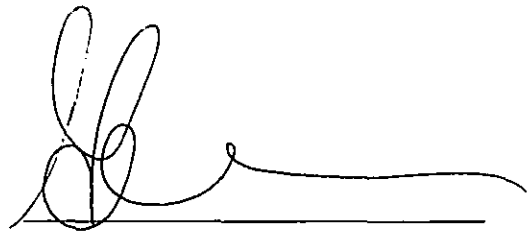
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CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing *Motion for Protective Order of Orwell Natural Gas Company* was served upon the following parties, in accordance with the requirements of 52 Pa. Code §1.54, this 7th day of April, 2015:

Steven K. Haas, Esq.
Hawke McKeon & Sniscak, LLP
100 North Tenth Street
P.O. Box 1778
Harrisburg, PA 17105
skhaas@hmslegal.com
*Counsel for Utility Pipeline Ltd., and
Knox Energy Cooperative Association, Inc.*



Gina M. Piacentino-0086225 (Ohio)

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