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Jonathan Brodhag

(704) 749-8974

Jonathan.Brodhag@bryancave.com

**VIA FEDERAL EXPRESS**

September 18, 2012

Public Utilities Commission of Ohio  
Docketing Division  
180 East Broad Street, 13<sup>th</sup> Floor  
Columbus, Ohio 43215-3793  
Attention: Michael Pilkowski

12-2525-EC-AGG

RE: In the Matter of The Certification Application  
of Lincoln Energy Group LLC

Dear Mr. Pilkowski:

Please find enclosed Applicant's Motion for Protective Order and Memorandum in Support thereof with regard to the above-referenced matter for filing with your office. Please do not hesitate to contact me at the number indicated above if you have any questions with regard to the enclosed.

Thank you for your assistance in this regard.

Sincerely,

Jonathan Brodhag

Enclosures

**Bryan Cave LLP**

One Wells Fargo Center  
Suite 3400  
301 S. College Street  
Charlotte, NC 28202  
Tel (704) 749-8999  
Fax (704) 749-8990  
www.bryancave.com

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SEP 19 2012

BEFORE THE PUBLIC UTILITIES COMMISSION OF OHIO

IN THE MATTER OF  
THE CERTIFICATION APPLICATION  
OF LINCOLN ENERGY GROUP LLC

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Case NO. \_\_\_\_\_

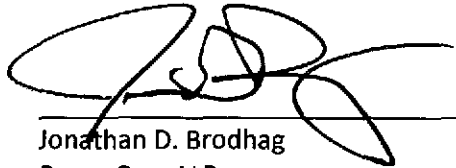
**AMENDMENT TO FILE 12-2525-EL-AGG**

**APPLICANT'S MOTION FOR PROTECTIVE ORDER**

Pursuant to OAC Rule 4901-1-24, Applicant Lincoln Energy Group LLC hereby moves the Public Utilities Commission for an order granting this motion for protective order and designating Applicant's Exhibit C-3 and Exhibit C-5 filed coincident hereto under Seal as confidential and proprietary until further ordered.

This motion is further supported by the attached Memorandum in Support. The motion is well-made and should be granted.

Respectfully submitted,



Jonathan D. Brodhag  
Bryan Cave LLP  
301 S. College Street, Suite 3400  
Charlotte, NC 28202  
Ohio Attorney Registration No. 86044  
Email: jonathan.brodhag@bryancave.com  
Phone: (704) 749-8974  
Facsimile: (704) 749-9374

**BEFORE THE PUBLIC UTILITIES COMMISSION OF OHIO**

IN THE MATTER OF  
THE CERTIFICATION APPLICATION  
OF LINCOLN ENERGY GROUP LLC

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Case NO. \_\_\_\_\_

**AMENDMENT TO FILE 12-2525-EL-AGG**

**MEMORANDUM IN SUPPORT OF  
APPLICANT'S MOTION FOR PROTECTIVE ORDER**

Applicant Lincoln Energy Group LLC makes this motion simultaneously with the filing of its Certification Application for Aggregators/Power Brokers. Applicant seeks to submit Exhibit C-3 and Exhibit C-5 under seal as Applicant contends these Exhibits include confidential and proprietary financial information not otherwise publicly available. Applicant now moves for a protective order under OAC Rule 4901-1024.

The Commission's filing instructions for Certification Applications contemplate that some financial information required to be submitted may be confidential and proprietary. The filing instructions further provide that an application may file a motion for protective order under OAC 4901-1-24 where financial information may be appropriately subject to protective order.

OAC Rule 4901-1-24 provides for motions for protective orders including where confidential financial information should not be subject to public disclosure. Additionally, see OAC Rule 4901-1-24(A)(7). OAC Rules 4901-1-24(C) and (D) address the requirements for establishing a basis for a protective order. OAC Rule 4901-1-24(E) provides that pending a ruling on a motion for protective order, the information shall be filed under seal and shall be treated as confidential and proprietary until the Commission rules on the motion for protective order.

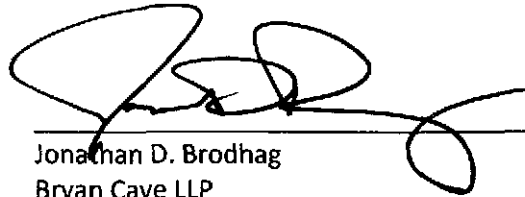
The information submitted in Exhibit C-3 and Exhibit C-5 filed under seal includes financial information and projections not known or available to the general public, which are, by their very nature, confidential, proprietary, and not otherwise subject to public discourse because Lincoln Energy Group LLC is a private Illinois Limited Liability Company. This information should be protected from disclosure to avoid unfair competitive advantage to Applicant's potential competitors in a highly competitive industry.

There are no other parties to this proceeding, so there are not competing interests for the commission to weigh in considering this motion. The information will be available for the Staff's review albeit under confidentiality provisions already provided by OAC Rule 4901-1-24(E). Therefore, there is no legitimate reason to require public discourse of this confidential and proprietary information.

OAC Rule 4901-1-24(B)(3) normally requires an affidavit of counsel setting forth efforts which have been made to resolve any differences with the party seeking discovery. This requirement is not applicable in this instance and under the present circumstances since there are no opposing parties seeking discovery of otherwise confidential and proprietary information. Applicant has addressed Exhibit C-3 and Exhibit C-5 with the Commission's Staff and the Staff will have full access to Exhibit C-3 and C-5 under the confidentially provisions of OAC Rule 4901-1-24(E).

Therefore, Applicant submits that this motion for protective order is well-made, accurate and should be granted. Exhibit C-3 and Exhibit C-5 are filed under seal and should remain so subject to protective order until otherwise ordered by the Commission under OAC Rule 4901-1-24(E).

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Jonathan D. Brodhag', is written over a horizontal line.

Jonathan D. Brodhag  
Bryan Cave LLP  
301 S. College Street, Suite 3400  
Charlotte, NC 28202  
Ohio Attorney Registration No. 86044  
Email: jonathan.brodhag@bryancave.com  
Phone: (704) 749-8974  
Facsimile: (704) 749-9374