

BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO

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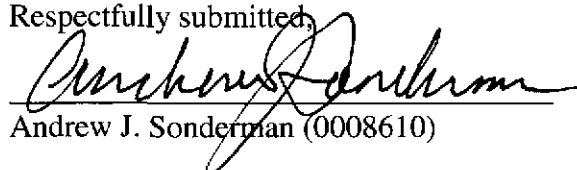
In the Matter of the Joint Application of)	
Brainard Gas Corporation, Northeast Ohio)	Case No. 12-1792-GA-AIS
Natural Gas Corporation and Orwell Natural)	
Gas Company for Approval of Long Term)	
Financing Arrangements for Expedited)	
Consideration)	

MOTION FOR PROTECTIVE ORDER

Pursuant to Ohio Admin. Code Section 4901-1-24(D), Joint Applicants Brainard Gas Corporation ("BGC" or "Joint Applicant"), Northeast Ohio Natural Gas Corporation ("NEONG" or "Joint Applicant"), and Orwell Natural Gas Company ("ONG" or "Joint Applicant") (hereinafter collectively referred to as "Joint Applicants"), by and through counsel, hereby respectfully request the Commission to enter a Protective Order designating as confidential the financial documentation filed under seal with this Motion. The documents filed with this Motion are financial accountings of debt coverage and restricted dividend projections, which contain confidential and proprietary information. Such information, if disclosed, could be used by Joint Applicants' competitors to gain a competitive advantage over Joint Applicants. As such, Joint Applicants respectfully request a Protective Order be issued protecting this information from public disclosure.

In accordance with Ohio Admin. Code 4901-1-24(D), three (3) unredacted copies of the confidential documents are submitted under seal with this Motion. The grounds supporting this Motion are more fully explained in the attached Memorandum in Support.

Respectfully submitted,


Andrew J. Sonderman (0008610)

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MEMORANDUM IN SUPPORT

On June 8, 2012, BGC, NEONG, and ONG filed a Joint Application for Approval of Long Term Financing Arrangement, which included the following Exhibits: 1) Omnibus Amendment, Supplement and Joinder to Note Purchase Agreement and Collateral Documents for the additional senior secured notes for which Joint Applicants seek approval; 2) Balance sheets for each Joint Applicant for the twelve (12) months ended December 31, 2010 and December 31, 2011; and 3) Income statements for the same periods for each Joint Applicant.

Staff subsequently asked Joint Applicants to submit additional financial documentation. In connection with that request, Joint Applicants now provide the following documents under seal: 1) 2012 Debt Coverage Ratio Projection; 2) 2013 Debt Coverage Ratio Projection; 3) 2012 Forward Debt to Equity Covenant Calculation; and 4) 2012 Forward Restricted Dividend Covenant Projections. Each of the documents filed herewith under seal contain confidential and proprietary information that would cause Joint Applicants to suffer substantial harm if the information contained therein were made part of the public record.

Ohio Admin. Code 4901-1-24(D) provides:

Upon motion of any party or person with regard to the filing of a document with the commission's docketing division relative to a case before the commission... the attorney examiner may issue any order which is necessary to protect the

confidentiality of information contained in the document, to the extent that state or federal law prohibits release of the information, including where the information is deemed by ... the attorney examiner to constitute a trade secret under Ohio law, and where nondisclosure of the information is not inconsistent with the purposes of Title 49 of the Revised Code.

The need to protect the type of information that is the subject of this Motion is recognized under Ohio law. The Commission would have full access to the information in order to fulfill its statutory obligations and the nondisclosure of said information will not frustrate the purposes of Title 49 of the Revised Code.

Ohio Law defines a "Trade Secret" as:

Information, including the whole or any portion or phase of any scientific or technical information, design, process, procedure, formula, pattern, compilation, program, device, method, technique, or improvement, or any business information or plans, financial information, or listing of names, addresses, or telephone numbers, that satisfies both of the following:

(1) It derives independent economic value, actual or potential, from not being generally known to, and not being readily ascertainable by proper means by, other persons who can obtain economic value from its disclosure or use.

(2) It is the subject of efforts that are reasonable under the circumstances to maintain its secrecy.

Rev. Code §1333.61(D). The Commission facilitates the protection of such trade secrets in its Rules in the Administrative Code as well. *See* Ohio Admin. Code 4901-1-24(A)(7).

The Ohio Supreme Court has adopted a six factor test to analyze whether information is a trade secret under Rev. Code § 1331:

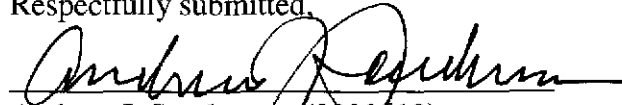
(1) The extent to which the information is known outside the business; (2) the extent to which it is known to those inside the business, *i.e.*, by the employees; (3) the precautions taken by the holder of the trade secret to guard the secrecy of the information; (4) the savings effected and the value to the holder in having the information as against competitors; (5) the amount of effort or money expended in obtaining and developing the information, and (6) the amount of time and expense it would take for others to acquire and duplicate the information.

State ex rel. Plain Dealer v. Ohio Dep't of Ins., 80 Ohio St. 3d 513, 687 N.E. 2d 661 (1998)
(citations omitted).

The supplemental documents provided by Joint Applicants in this case contain financial information that derives independent economic value by not being readily ascertainable, and Joint Applicants take extensive steps to maintain the secrecy of this information. Further, applying the *Plain Dealer* factors to the circumstances at hand, the documentation filed herewith constitutes confidential trade secrets and should be afforded protection. The information contained in these projections is not known outside of Joint Applicants' business. Only certain employees within Joint Applicants' business are privy to the information contained in these documents. Additionally, Joint Applicants take substantial steps to maintain the secrecy of this information and would suffer substantial economic harm if this information were to become accessible to their competitors.

Accordingly, Joint Applicants respectfully request that the Commission grant this Motion and issue a Protective Order with respect to the documentation filed herewith under seal.

Respectfully submitted,



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