

**BEFORE  
THE PUBLIC UTILITIES COMMISSION OF OHIO**

IN THE MATTER OF THE JOINT	:	
APPLICATION OF UTILITY PIPELINE	:	CASE NO. 17-1785-GA-ATR
LTD, LUDLOW NATURAL GAS	:	
COMPANY, LLC AND KNOX ENERGY	:	
COOPERATIVE ASSOCIATION FOR	:	
APPROVAL OF THE TRANSFER OF	:	
ASSETS AND SUBSTITUTION OF	:	
SERVICE	:	

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**LUDLOW NATURAL GAS COMPANY, LLC AND UTILITY PIPELINE, LTD'S  
JOINT MOTION FOR PROTECTIVE ORDER**

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Ludlow Natural Gas Company, LLC, and Utility Pipeline, Ltd., by and through their attorneys, and pursuant to Section 4901-1-24(D) of the Commission's rules move for a protective order keeping confidential the Asset Purchase Agreement by and between Ludlow and Utility Pipeline, Ltd., which is being filed under seal on this date as Exhibit 2 to the previously filed Joint Application for Transfer of Assets and Substitution of Service. The reasons underlying this motion are detailed in the attached Memorandum in Support. Consistent with the requirements of Section 4901-1-24(D) of the Commission's rules, an original and two unredacted copies of Exhibit 2 will be hand-filed under seal.

Respectfully submitted,

/s/ Michael D. Dortch

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## **MEMORANDUM IN SUPPORT**

Ohio Admin. Code §4901-1-24(D) provides that the Commission or certain designated employees may issue an order necessary to protect the confidentiality of information contained in documents filed with the Commission's Docketing Division to the extent that state or federal law prohibits the release of the information and where non-disclosure of the information is not inconsistent with the purposes of Title 49 of the Revised Code. While the Commission has expressed its preference for open proceedings, the Commission also long ago recognized its statutory obligations with regard to trade secrets:

The Commission is of the opinion that the "public records" statute must also be read in *pari materia* with Section 1333.31, Revised Code ("trade secrets" statute). The latter statute must be interpreted as evincing the recognition, on the part of the General Assembly, of the value of trade secret information.

*In re: General Telephone Co.*, Entry, PUCO Case No, 81-383-TP-AIR (Feb. 17, 1982).

Likewise, the Commission has facilitated the protection of trade secrets in its rules. *See, e.g.*, Ohio Admin. Code §4901-1-24(A)(7).

Ohio Rev. Code §1133.61(D) defines "trade secret" as:

[I]nformation including the whole or any portion of 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.

Ohio Rev. Code § 1333.61(D). This definition clearly reflects the state policy favoring the protection of trade secrets such as the confidential financial and proprietary information which is the subject of this motion.

Ludlow Natural Gas Company, LLC (“Ludlow”) and Ludlow and Utility Pipeline, Ltd. (“UPL”) respectfully request that the Asset Purchase Agreement by and between Ludlow and UPL, which is being filed under seal on this date as Exhibit 2 to the previously filed Joint Application for Transfer of Assets and Substitution of Service, (the “Designated Information”) be maintained as confidential.

In the ordinary course of Ludlow and UPL’s business, the Designated Information is deemed confidential, is treated as proprietary and confidential by Ludlow and UPL’s employees, and is not disclosed to anyone other than as part of a legal proceeding and, even then, only pursuant to a protective order. UPL and Ludlow do not disclose the Designated Information and make reasonable efforts to maintain its secrecy. The Designated Information includes proprietary information regarding the terms of the sale of Ludlow’s regulated assets to UPL, disclosure of which could harm UPL’s future operations. For these reasons, the Designated Information falls directly within the definition of “trade secret” or is otherwise entitled to confidential treatment.

In addition, non-disclosure of the Designated Information will not impair the purposes of Title 49. The Commission and its Staff have full access to the Designated Information in order to review Ludlow’s application, and no purpose of Title 49 would be served by the public disclosure of the Designated Information.

For the foregoing reasons, Ludlow and UPL respectfully requests that the Designated Information be protected from the public disclosure.

Respectfully submitted,

/s/ Michael D. Dortch

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### **CERTIFICATE OF SERVICE**

I certify that the foregoing was filed electronically through the Docketing Information System of the Public Utilities Commission of Ohio on this 27th day of September, 2017. The PUCO's e-filing system will electronically serve notice of the filing of this document on counsel for all parties. Further, a courtesy copy has been served upon the following parties via electronic mail.

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/s/ Michael D. Dortch  
Michael D. Dortch

**This foregoing document was electronically filed with the Public Utilities**

**Commission of Ohio Docketing Information System on**

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**Case No(s). 17-1785-GA-ATR**

Summary: Motion Joint Motion for Protective Order of Ludlow Natural Gas Company, LLC and Utility Pipeline, Ltd. electronically filed by Mr. Michael D. Dortch on behalf of Ludlow Natural Gas Company, LLC