

**COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION**

In the Matter of:

THE JOINT APPLICATION OF PNG)	
COMPANIES LLC, DRAKE MERGER SUB)	
INC., AND DELTA NATURAL GAS)	
COMPANY, INC. FOR APPROVAL OF AN)	CASE NO. 2017-00125
ACQUISITION OF OWNERSHIP AND)	
CONTROL OF DELTA NATURAL GAS)	
COMPANY, INC.)	

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**MOTION OF PNG COMPANIES LLC AND DRAKE MERGER
SUB INC. FOR CONFIDENTIAL TREATMENT OF INFORMATION**

PNG Companies LLC and Drake Merger Sub Inc. (collectively, “PNG”) respectfully submit this motion pursuant to 807 KAR 5:001, Section 13 and KRS 61.878(1) for confidential treatment of certain information contained in due diligence materials responsive to the Attorney General’s Initial Data Request No. 50. In support of this motion, PNG states as follows:

1. Portions of such due diligence materials contain personal information related to compensation about specifically identified individuals. This is personal information exempt from disclosure under KRS 61.878(1)(a). Disclosure of this information would constitute a clearly unwarranted invasion of the personal privacy of those individuals, and this information has been redacted from the publicly filed copy of the due diligence report.¹

¹ PNG has also redacted the portion of the due diligence materials that consists of a legal due diligence report prepared for PNG by the law firm O’Melveny & Myers LLP, the outside legal counsel for PNG in the proposed transaction that is the subject of this proceeding. The legal due diligence report is protected from disclosure by the attorney-client privilege because it contains the legal analysis and advice of O’Melveny & Myers LLP.

2. This information is treated as confidential by PNG and it is not widely disseminated even among PNG's employees. Only personnel with a business reason to know the confidential information are permitted to view it.

3. If the Commission disagrees with PNG that this information is exempt from disclosure as confidential personal information, the Commission must hold an evidentiary hearing to protect the due process rights of PNG and permit PNG to supply the Commission with a complete record to enable the Commission to reach a decision with regard to this matter.

4. PNG does not object to the disclosure of the foregoing information to the Attorney General to any intervenor who can demonstrate a legitimate interest in reviewing this information for the purpose of participating in this proceeding and who agrees with PNG to protect the confidentiality of the information.

5. In compliance with 807 KAR 5:001, Section 8(3) and 13(2)(e), PNG will file with the Commission one paper copy of the due diligence materials without redactions.

6. 807 KAR 5:001, Section 13(2)(a)(2) provides that a motion thereunder shall state the time period in which the material should be treated as confidential and the reasons for this time period. PNG respectfully submits that five years from the date of the filing of the Joint Application is a reasonable period of time for this information to be treated as confidential.

WHEREFORE, PNG respectfully requests that the Commission grant confidential treatment of the information described above.

Dated: April 19, 2017

Respectfully submitted,

Francis J. Mellen, Jr.

Francis J. Mellen, Jr.

fmellen@wyattfirm.com

Richard Northern

rnorthern@wyattfirm.com

Wyatt, Tarrant & Combs, LLP

2800 PNC Plaza

500 West Jefferson Street

Louisville, Kentucky 40202

Telephone: (502) 589-5235

Facsimile: (502) 589-0309

Michael D. Hornback

mhornback@wyattfirm.com

Wyatt, Tarrant & Combs, LLP

250 West Main Street

Suite 1600

Lexington, Kentucky 40507

Telephone: (859) 288-7661

Facsimile: (859) 259-0649

Counsel for PNG Companies LLC
and Drake Merger Sub Inc.

CERTIFICATE OF COMPLIANCE

This is to certify that the April 19, 2017, electronic filing of the Motion for Confidential Treatment of PNG Companies LLC and Drake Merger Sub Inc. is a true and accurate copy of the same document being filed in paper medium; the electronic filing has been transmitted to the Commission on April 19, 2017; that an original and six copies in paper medium of the Motion and one unobscured copy of the material for which confidentiality is sought sealed in an opaque envelope, will be hand delivered to the Commission within two business days.

Francis J. Mellen, Jr.

Counsel for PNG Companies LLC and
Drake Merger Sub Inc.