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August 25, 2010

VIA HAND DELIVERY

Jeff DeRouen
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40601

RECEIVED

AUG 25 2010

PUBLIC SERVICE
COMMISSION

RE: The Application of PPL Corporation, E.ON AG, E.ON US Investments Corp., E.ON U.S. LLC, Louisville Gas and Electric Company and Kentucky Utilities Company for Approval of an Acquisition of Ownership and Control of Utilities
Case No. 2010-00204

Dear Mr. DeRouen:

Enclosed please find, for filing, the original and twelve copies of the August 25, 2010 Joint Supplemental Responses of PPL Corporation, E.ON AG, E.ON US Investments Corp., E.ON U.S. LLC, Louisville Gas and Electric Company and Kentucky Utilities Company to the Supplemental Data Requests of the Attorney General Dated July 26, 2010 in the above-referenced matter. The signed and notarized verification pages for the responding witnesses, Paul A. Farr and William H. Spence, will be filed under separate cover.

Also enclosed are the original and twelve copies of a Petition for Confidential Protection for certain information requested in Attorney General's Questions Nos. 1, 2, 4, 6, 8, 27, 28, 30, 32, 34 and 35.

Please return the additional file-stamped copies of each document via our office runner.

Should you have any questions please contact me at your convenience.

Yours very truly,

Kendrick R. Riggs

KRR:ec
Enclosures
cc: Parties of Record

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COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

THE JOINT APPLICATION OF)	
PPL CORPORATION, E.ON AG,)	
E.ON US INVESTMENTS CORP.,)	
E.ON U.S. LLC, LOUISVILLE GAS AND)	CASE NO. 2010-00204
ELECTRIC COMPANY AND KENTUCKY)	
UTILITIES COMPANY FOR APPROVAL)	
OF AN ACQUISITION OF OWNERSHIP)	
AND CONTROL OF UTILITIES)	

PETITION FOR CONFIDENTIAL PROTECTION

PPL Corporation (“PPL”), E.ON AG, E.ON US Investments Corp., E.ON U.S. LLC (“E.ON U.S.”), Louisville Gas and Electric Company (“LG&E”) and Kentucky Utilities Company (“KU”) (collectively “Joint Applicants”), by counsel, petition the Kentucky Public Service Commission (“Commission”) pursuant to 807 KAR 5:001 Section 7 to grant confidential protection to certain information relating to the Joint Applicants’ Joint Supplemental Responses to the Attorney General’s Supplemental Request for Information dated July 16, 2010 (“Joint Supplemental Responses”).

In support of this petition, the Joint Applicants state as follows:

1. On May 28, 2010, the Joint Applicants filed an application with the Commission pursuant to KRS 278.020(5) and (6).
2. On June 23, 2010, the Joint Applicants received initial data requests from the Commission and the intervenors, including the Attorney General. On July 6, 2010, the Joint Applicants filed their responses to those initial data requests. On July 9, 2010, the Joint Applicants filed certain supplemental responses to those initial data requests. When both the

initial and supplemental responses were filed, the Joint Applicants filed Petitions for Confidential Protection of some of the information contained in those responses.

3. On July 16, 2010, the Joint Applicants received the Attorney General's Supplemental Request for Information (the "Supplemental Request") which included certain questions concerning information that is filed under seal pursuant to the Joint Applicants' July 6, 2010 and July 9, 2010 Petitions for Confidential Protection. On July 26, 2010, the Joint Applicants filed their Joint Responses to the Supplemental Request (the "Joint Responses") as well as a Petition for Confidential Protection dated as of July 26, 2010 seeking protection of the questions themselves and the responses thereto on the same bases set forth in their pending July 6, 2010 and July 9, 2010 Petitions for Confidential Protection.

4. With respect to Question Nos. 1, 2, 4, 6, 8, 27(a), 27(g), 27(o), 27(q), 27(s), 28, 30, 32, 34 and 35 of the Supplemental Request (the "AG Confidential Questions"), the Joint Applicants responded that each of these questions required the disclosure of extremely market-sensitive and highly-confidential information and redacted their responses to exclude the confidential information. The Joint Applicants offered to provide this information to the Attorney General for visual inspection at a mutually convenient date and time during the week of July 26, 2010. The Attorney General inspected this information on August 20, 2010, copies of which were provided to the Attorney General by the Joint Applicants pursuant to an Amended and Restated Confidentiality Agreement between the Joint Applicants and the Attorney General dated August 23, 2010.

5. On August 25, 2010, the Joint Applicants are supplementing their Joint Responses by filing public and confidential versions of Joint Supplemental Responses to the AG Confidential Questions. Certain information contained in the data requests in the Supplemental

Request is confidential information, and certain attachments provided along with the Joint Supplemental Responses contain highly-sensitive, confidential commercial information described in paragraph 4 above (the “August 25, 2010 Confidential Information”). In order to receive confidential treatment for the August 25, 2010 Confidential Information, the Joint Applicants are filing with the Commission this Petition for Confidential Protection.

6. The August 25, 2010 Confidential Information is not publicly disseminated, and public disclosure of the information would harm PPL and the other Joint Applicants. In the event that the Commission does not approve the transaction, or in the event that the transaction otherwise does not close, PPL would suffer harm if this information were made public and therefore accessible to other potential purchasers, as it would lessen competition in a subsequent bidding process and allow other potential purchasers to bid down the price of E.ON U.S. Further, PPL, as a publicly traded company, would suffer harm if this non-public, confidential and proprietary commercial information were made public. Therefore, all parties to the proposed acquisition would suffer harm if this information were made public. The Commonwealth of Kentucky may also suffer harm if this information is made public and the transaction fails to close, as competition in any subsequent bidding process would be lessened.

7. PPL is a registrant under the Securities and Exchange Act of 1934 (as are its subsidiaries PPL Energy Supply, LLC and PPL Electric Utilities Corporation). PPL’s common stock is sold to and held by members of the public and is actively traded on the New York Stock Exchange (“NYSE”). As a result, PPL and its treatment of this type of the information are subject to NYSE regulations and requirements of federal law, including the Securities and Exchange Act of 1934 and the regulations of the Securities and Exchange Commission. The August 25, 2010 Confidential Information is highly confidential and proprietary, the public

disclosure of which is likely to cause PPL significant harm and exposure to potential risks under these and other federal laws.

8. Under KRS 61.878(1)(c), commercial information, generally recognized as confidential, is protected if disclosure would cause competitive injury and permit competitors an unfair commercial advantage. Public disclosure of the August 25, 2010 Confidential Information may cause competitive injury to each of the Joint Applicants and cause a lessening of competition in a subsequent bidding process in the event the Commission denies the Joint Application or the proposed acquisition otherwise fails to close. Public disclosure of this information would also cause competitive injury to PPL and its shareholders.

9. The August 25, 2010 Confidential Information is treated as highly confidential by PPL, is not generally available to the public and the investment community, and is not widely disseminated even among PPL's employees. Only personnel with a business reason to use this confidential information are permitted to view it, including the senior management, directors, and those employees engaged in achieving the various regulatory approvals. The Joint Applicants have entered into a Joint Defense and Confidentiality Agreement as well as that certain Amended and Restated Confidentiality Agreement with the Attorney General to protect the confidentiality of this information.

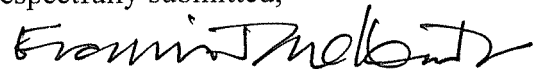
10. If the Commission disagrees with the Joint Applicants that the August 25, 2010 Confidential Information is exempt from disclosure as confidential commercial information, however, it must hold an evidentiary hearing to protect the due process rights of the Joint Applicants and supply the Commission with a complete record to enable it to reach a decision with regard to this matter.

11. In accordance with the provisions of 807 KAR 5:001(7), the Joint Applicants are filing with the Commission on a compact disc one (1) set of the documents provided as part of the Joint Supplemental Responses with the August 25, 2010 Confidential Information highlighted and marked confidential..

WHEREFORE, PPL Corporation, E.ON AG, E.ON US Investments Corp., E.ON U.S. LLC, Louisville Gas and Electric Company and Kentucky Utilities Company respectfully request that the Commission grant confidential protection for the information at issue, or schedule an evidentiary hearing on all factual issues while maintaining the confidentiality of the information pending the outcome of the hearing.

Dated: August 25, 2010

Respectfully submitted,



Francis J. Mellen, Jr.

Richard Northern

Frank F. Chuppe

Wyatt, Tarrant & Combs, LLP

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500 West Jefferson Street

Louisville, KY 40202

Telephone: (502) 589-5235

– and –

Robert J. Grey

Senior Vice President, General Counsel and

Secretary

Paul E. Russell

Associate General Counsel

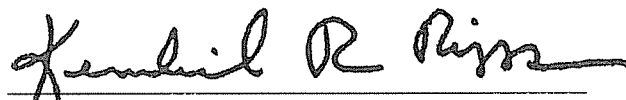
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Counsel for PPL Corporation



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– and –

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Louisville, Kentucky 40202

*Counsel for E.ON AG, E.ON US Investments
Corp., E.ON U.S. LLC,
Louisville Gas and Electric Company,
and Kentucky Utilities Company*

CERTIFICATE OF SERVICE

This is to certify that the foregoing Petition for Confidential Protection was served on the following by U.S. Mail, postage prepaid, this 25th day of August, 2010.

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*Counsel for Metropolitan Housing
Coalition*



Counsel for Joint Applicants

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

In the Matter of:

**THE JOINT APPLICATION OF PPL)
CORPORATION, E.ON AG, E.ON US)
INVESTMENTS CORP., E.ON U.S. LLC,)
LOUISVILLE GAS AND ELECTRIC)
COMPANY AND KENTUCKY)
UTILITIES COMPANY FOR)
APPROVAL OF AN ACQUISITION OF)
OWNERSHIP AND CONTROL OF)
UTILITIES)**

CASE NO. 2010-00204

**AUGUST 25, 2010 JOINT SUPPLEMENTAL RESPONSES OF
PPL CORPORATION, E.ON AG, E.ON US INVESTMENTS CORP.,
E.ON U.S. LLC, LOUISVILLE GAS AND ELECTRIC COMPANY AND
KENTUCKY UTILITIES COMPANY
TO THE
ATTORNEY GENERAL'S SUPPLEMENTAL REQUEST FOR INFORMATION
DATED JULY 26, 2010**

FILED: August 25, 2010

PPL CORPORATION, E.ON AG, E.ON US INVESTMENTS CORP., E.ON U.S. LLC, LOUISVILLE GAS AND ELECTRIC COMPANY AND KENTUCKY UTILITIES COMPANY

CASE NO. 2010-00204

August 25, 2010 Joint Supplemental Responses to the Attorney General's Supplemental Request for Information Dated July 26, 2010

Question No. 1

Responding Witness: Paul A. Farr / William H. Spence / Counsel

- Q-1: Please reference the joint applicants' response to AG 1-1 and thoroughly answer the question. With regard to the "confidential" response, please provide a copy of the "background materials", including exhibits thereto, referenced at page 1 of 23.
- A-1: The document(s) requested include confidential, market-sensitive, forward-looking financial information regarding PPL Corporation and its subsidiaries. PPL Corporation and its subsidiaries PPL Energy Supply, LLC and PPL Electric Utilities Corporation are SEC registrants with a large amount of publicly held securities actively traded on the New York Stock Exchange. Given the extreme market sensitivity and confidentiality of this financial information, which is not generally available to the public and the investment community, PPL is providing this information to the Commission confidentially under a supplemental Petition for Confidential Protection, and is providing this information to the Attorney General subject to an Amended and Restated Confidentiality Agreement between the Joint Applicants and the Attorney General.

PPL CORPORATION, E.ON AG, E.ON US INVESTMENTS CORP., E.ON U.S. LLC, LOUISVILLE GAS AND ELECTRIC COMPANY AND KENTUCKY UTILITIES COMPANY

CASE NO. 2010-00204

August 25, 2010 Joint Supplemental Responses to the Attorney General's Supplemental Request for Information Dated July 26, 2010

Question No. 2

Responding Witness: Paul A. Farr / William H. Spence

- Q-2: With regard to the "confidential" response to AG 1-1, please provide a copy of the "background materials", including the exhibits thereto, referenced at page 7 of 23.
- A-2: The document(s) requested include confidential, market-sensitive, forward-looking financial information regarding PPL Corporation and its subsidiaries. PPL Corporation and its subsidiaries PPL Energy Supply, LLC and PPL Electric Utilities Corporation are SEC registrants with a large amount of publicly held securities actively traded on the New York Stock Exchange. Given the extreme market sensitivity and confidentiality of this financial information, which is not generally available to the public and the investment community, PPL is providing this information to the Commission confidentially under a supplemental Petition for Confidential Protection, and is providing this information to the Attorney General subject to an Amended and Restated Confidentiality Agreement between the Joint Applicants and the Attorney General.

PPL CORPORATION, E.ON AG, E.ON US INVESTMENTS CORP., E.ON U.S. LLC, LOUISVILLE GAS AND ELECTRIC COMPANY AND KENTUCKY UTILITIES COMPANY

CASE NO. 2010-00204

August 25, 2010 Joint Supplemental Responses to the Attorney General's Supplemental Request for Information Dated July 26, 2010

Question No. 4

Responding Witness: Paul A. Farr / William H. Spence

Q-4: With regard to the "confidential" response to AG 1-1 at page 8 of 23, please provide the **BEGIN CONFIDENTIAL**

END CONFIDENTIAL

A-4: The document(s) requested include confidential, market-sensitive, forward-looking financial information regarding PPL Corporation and its subsidiaries. PPL Corporation and its subsidiaries PPL Energy Supply, LLC and PPL Electric Utilities Corporation are SEC registrants with a large amount of publicly held securities actively traded on the New York Stock Exchange. Given the extreme market sensitivity and confidentiality of this financial information, which is not generally available to the public and the investment community, PPL is providing this information to the Commission confidentially under a supplemental Petition for Confidential Protection, and is providing this information to the Attorney General subject to an Amended and Restated Confidentiality Agreement between the Joint Applicants and the Attorney General.

PPL CORPORATION, E.ON AG, E.ON US INVESTMENTS CORP., E.ON U.S. LLC, LOUISVILLE GAS AND ELECTRIC COMPANY AND KENTUCKY UTILITIES COMPANY

CASE NO. 2010-00204

August 25, 2010 Joint Supplemental Responses to the Attorney General's Supplemental Request for Information Dated July 26, 2010

Question No. 6

Responding Witness: Paul A. Farr / William H. Spence

- Q-6: With regard to the "confidential" response to AG 1-1, please provide a copy of the "background materials", including the exhibits thereto, referenced at page 1 of 23.
- A-6: The document(s) requested include confidential, market-sensitive, forward-looking financial information regarding PPL Corporation and its subsidiaries. PPL Corporation and its subsidiaries PPL Energy Supply, LLC and PPL Electric Utilities Corporation are SEC registrants with a large amount of publicly held securities actively traded on the New York Stock Exchange. Given the extreme market sensitivity and confidentiality of this financial information, which is not generally available to the public and the investment community, PPL is providing this information to the Commission confidentially under a supplemental Petition for Confidential Protection, and is providing this information to the Attorney General subject to an Amended and Restated Confidentiality Agreement between the Joint Applicants and the Attorney General.

PPL CORPORATION, E.ON AG, E.ON US INVESTMENTS CORP., E.ON U.S. LLC, LOUISVILLE GAS AND ELECTRIC COMPANY AND KENTUCKY UTILITIES COMPANY

CASE NO. 2010-00204

August 25, 2010 Joint Supplemental Responses to the Attorney General's Supplemental Request for Information Dated July 26, 2010

Question No. 8

Responding Witness: Paul A. Farr / William H. Spence

- Q-8: With regard to the "confidential" response to AG 1-1, please provide a copy of the "background materials", including the exhibits thereto, referenced at page 16 of 23.
- A-8: The document(s) requested include confidential, market-sensitive, forward-looking financial information regarding PPL Corporation and its subsidiaries. PPL Corporation and its subsidiaries PPL Energy Supply, LLC and PPL Electric Utilities Corporation are SEC registrants with a large amount of publicly held securities actively traded on the New York Stock Exchange. Given the extreme market sensitivity and confidentiality of this financial information, which is not generally available to the public and the investment community, PPL is providing this information to the Commission confidentially under a supplemental Petition for Confidential Protection, and is providing this information to the Attorney General subject to an Amended and Restated Confidentiality Agreement between the Joint Applicants and the Attorney General.

PPL CORPORATION, E.ON AG, E.ON US INVESTMENTS CORP., E.ON U.S. LLC, LOUISVILLE GAS AND ELECTRIC COMPANY AND KENTUCKY UTILITIES COMPANY

CASE NO. 2010-00204

August 25, 2010 Joint Supplemental Responses to the Attorney General's Supplemental Request for Information Dated July 26, 2010

Question No. 27

Responding Witness: Paul A. Farr

Q-27: Please reference the joint applicants' response to AG 1-28 which cross references to the response to the KPSC at 1-2.

a. Please provide a copy of all the requested information as requested by the Attorney General as he has signed a confidentiality agreement and needs the material for meaningful participation in the instant matter.

g. **BEGIN CONFIDENTIAL**

[REDACTED]

o.

[REDACTED]

q.

[REDACTED]

s.

[REDACTED]

END CONFIDENTIAL

A-27: a., g., o., q., s. The document(s) requested include confidential, market-sensitive, forward-looking financial information regarding PPL Corporation and its subsidiaries. PPL Corporation and its subsidiaries PPL Energy Supply, LLC and PPL Electric Utilities Corporation are SEC registrants with a large amount of publicly held securities actively traded on the New York Stock Exchange. Given the extreme market sensitivity and confidentiality of this financial information, which is not generally available to the public and the investment community, PPL is providing this information to the Commission confidentially under a supplemental Petition for Confidential Protection, and is providing this information to the Attorney General subject to an Amended and Restated

Confidentiality Agreement between the Joint Applicants and the Attorney General.

**PPL CORPORATION, E.ON AG, E.ON US INVESTMENTS CORP., E.ON U.S.
LLC, LOUISVILLE GAS AND ELECTRIC COMPANY AND KENTUCKY
UTILITIES COMPANY**

CASE NO. 2010-00204

**August 25, 2010 Joint Supplemental Responses to the
Attorney General's Supplemental Request for Information Dated July 26, 2010**

Question No. 28

Responding Witness: Paul A. Farr

Q-28: Please reference the **BEGIN CONFIDENTIAL** [REDACTED] **END CONFIDENTIAL** at KPSC 1-2 at pages 4 and 5. Are these sheets blank or have they been redacted? If the latter, please provide unredacted copies.

A-28: The document(s) requested include confidential, market-sensitive, forward-looking financial information regarding PPL Corporation and its subsidiaries. PPL Corporation and its subsidiaries PPL Energy Supply, LLC and PPL Electric Utilities Corporation are SEC registrants with a large amount of publicly held securities actively traded on the New York Stock Exchange. Given the extreme market sensitivity and confidentiality of this financial information, which is not generally available to the public and the investment community, PPL is providing this information to the Commission confidentially under a supplemental Petition for Confidential Protection, and is providing this information to the Attorney General subject to an Amended and Restated Confidentiality Agreement between the Joint Applicants and the Attorney General.

PPL CORPORATION, E.ON AG, E.ON US INVESTMENTS CORP., E.ON U.S. LLC, LOUISVILLE GAS AND ELECTRIC COMPANY AND KENTUCKY UTILITIES COMPANY

CASE NO. 2010-00204

August 25, 2010 Joint Supplemental Responses to the Attorney General's Supplemental Request for Information Dated July 26, 2010

Question No. 30

Responding Witness: Paul A. Farr

- Q-30: Please reference the **BEGIN CONFIDENTIAL** [REDACTED] **END CONFIDENTIAL** at KPSC 1-2 at pages 4 and 5. Are these sheets blank or have they been redacted? If the latter, please provide unredacted copies.
- A-30: The document(s) requested include confidential, market-sensitive, forward-looking financial information regarding PPL Corporation and its subsidiaries. PPL Corporation and its subsidiaries PPL Energy Supply, LLC and PPL Electric Utilities Corporation are SEC registrants with a large amount of publicly held securities actively traded on the New York Stock Exchange. Given the extreme market sensitivity and confidentiality of this financial information, which is not generally available to the public and the investment community, PPL is providing this information to the Commission confidentially under a supplemental Petition for Confidential Protection, and is providing this information to the Attorney General subject to an Amended and Restated Confidentiality Agreement between the Joint Applicants and the Attorney General.

**PPL CORPORATION, E.ON AG, E.ON US INVESTMENTS CORP., E.ON U.S.
LLC, LOUISVILLE GAS AND ELECTRIC COMPANY AND KENTUCKY
UTILITIES COMPANY**

CASE NO. 2010-00204

**August 25, 2010 Joint Supplemental Responses to the
Attorney General's Supplemental Request for Information Dated July 26, 2010**

Question No. 32

Responding Witness: Paul A. Farr

- Q-32: Please reference the **BEGIN CONFIDENTIAL** [REDACTED] **END CONFIDENTIAL** at KPSC 1-2 at pages 12 and 13. Are these sheets blank or have they been redacted? If the latter, please provide unredacted copies.
- A-32: The document(s) requested include confidential, market-sensitive, forward-looking financial information regarding PPL Corporation and its subsidiaries. PPL Corporation and its subsidiaries PPL Energy Supply, LLC and PPL Electric Utilities Corporation are SEC registrants with a large amount of publicly held securities actively traded on the New York Stock Exchange. Given the extreme market sensitivity and confidentiality of this financial information, which is not generally available to the public and the investment community, PPL is providing this information to the Commission confidentially under a supplemental Petition for Confidential Protection, and is providing this information to the Attorney General subject to an Amended and Restated Confidentiality Agreement between the Joint Applicants and the Attorney General.

PPL CORPORATION, E.ON AG, E.ON US INVESTMENTS CORP., E.ON U.S. LLC, LOUISVILLE GAS AND ELECTRIC COMPANY AND KENTUCKY UTILITIES COMPANY

CASE NO. 2010-00204

August 25, 2010 Joint Supplemental Responses to the Attorney General's Supplemental Request for Information Dated July 26, 2010

Question No. 34

Responding Witness: Paul A. Farr

Q-34: Please reference the **BEGIN CONFIDENTIAL** [REDACTED] **END CONFIDENTIAL** at KPSC 1-2 at pages 13, 14, 16, 17 and 20. Are these sheets blank or have they been redacted? If the latter, please provide unredacted copies.

A-34: The document(s) requested include confidential, market-sensitive, forward-looking financial information regarding PPL Corporation and its subsidiaries. PPL Corporation and its subsidiaries PPL Energy Supply, LLC and PPL Electric Utilities Corporation are SEC registrants with a large amount of publicly held securities actively traded on the New York Stock Exchange. Given the extreme market sensitivity and confidentiality of this financial information, which is not generally available to the public and the investment community, PPL is providing this information to the Commission confidentially under a supplemental Petition for Confidential Protection, and is providing this information to the Attorney General subject to an Amended and Restated Confidentiality Agreement between the Joint Applicants and the Attorney General.

**PPL CORPORATION, E.ON AG, E.ON US INVESTMENTS CORP., E.ON U.S.
LLC, LOUISVILLE GAS AND ELECTRIC COMPANY AND KENTUCKY
UTILITIES COMPANY**

CASE NO. 2010-00204

**August 25, 2010 Joint Supplemental Responses to the
Attorney General's Supplemental Request for Information Dated July 26, 2010**

Question No. 35

Responding Witness: Paul A. Farr

Q-35: Please reference the **BEGIN CONFIDENTIAL** [REDACTED] **END CONFIDENTIAL** at KPSC 1-2 at pages 13, 14, 16, 17 and 20. Are these sheets blank or have they been redacted? If the latter, please provide unredacted copies.

A-35: The document(s) requested include confidential, market-sensitive, forward-looking financial information regarding PPL Corporation and its subsidiaries. PPL Corporation and its subsidiaries PPL Energy Supply, LLC and PPL Electric Utilities Corporation are SEC registrants with a large amount of publicly held securities actively traded on the New York Stock Exchange. Given the extreme market sensitivity and confidentiality of this financial information, which is not generally available to the public and the investment community, PPL is providing this information to the Commission confidentially under a supplemental Petition for Confidential Protection, and is providing this information to the Attorney General subject to an Amended and Restated Confidentiality Agreement between the Joint Applicants and the Attorney General.