

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION
OFFICE OF ADMINISTRATIVE LAW JUDGES



ORIGINAL

In the Matter of)
Tronox Limited, et al.)
_____)

Docket No. D09377

NON-PARTY CLARIANT PLASTICS & COATINGS USA INC.'S MOTION FOR
IN CAMERA TREATMENT

Pursuant to Rule 3.45 of the Federal Trade Commission's Rules of Practice, 16 C.F.R. § 3.45(b), non-party Clariant Plastics & Coatings USA Inc. ("Clariant") respectfully moves this Court for *in camera* treatment of a competitively sensitive confidential business document (the "Confidential Document"). Clariant produced this document, among others, in response to a Civil Investigative Demand ("CID") in this matter. The Federal Trade Commission ("FTC") has now notified Clariant that it intends to introduce Clariant's documents, including the Confidential Document, into evidence at the adjudication of this matter. See Letter from FTC dated April 25, 2018 (attached as Exhibit A).

The data and information for which Clariant seeks *in camera* treatment are confidential business documents, such that if they were to become a part of the public record, Clariant would be significantly harmed in its ability to compete in the masterbatches industry. For the reasons discussed in this Motion, Clariant requests that this Court afford the Confidential Document *in camera* treatment through December

31, 2022. In support of this Motion, Clariant relies on the Declaration of Dan Choi (“Choi Declaration”), attached as Exhibit B, which provides additional detail on the Confidential Document for which Clariant seeks *in camera* treatment.

Clariant additionally requests that this Court limit access to the *in camera* Confidential Document to only those persons set forth in Paragraph 7 of Attachment A to the Protective Order entered in this matter.

1. The Document For Which *In Camera* Treatment is Sought.

Clariant seeks *in camera* treatment of this Confidential Document, a public copy of which is attached as Exhibit C:

Exhibit No.	Document Title/Description	Date	Bates No.
PX 4239	“Copy of Clariant TiO2 Purchases 2014-2017 – (D Choi) 062217.xlsx”	2014-2017	PX4239-012 *

- * Note: PX4239-012 is a “Placeholder Page” identifying an Excel spreadsheet submitted by Clariant, in its native format (.xlsx), in response to a CID. When printed out on letter size paper, the Excel spreadsheet document is 82 pages long. These 82 pages have not been Bates numbered.

2. The Subject Clariant Document is Secret and Material Such That Public Disclosure Would Result in Serious Injury to Clariant.

In camera treatment of documents is appropriate when its “public disclosure will likely result in a clearly defined, serious injury to the person, partnership, or corporation requesting” such treatment.” 16 C.F.R. § 3.45(b). A proponent demonstrates serious competitive injury by showing that the document is secret and is material to its business. *In re: General Foods Corp.*, 95 F.T.C. 352, 355 (1980); *In re: Dura Lube Corp.*, 1999 F.T.C. LEXIS 255, *5 (1999). Courts generally attempt to “protect confidential business

information from unnecessary airing.” *H. P. Hood & Sons, Inc.*, 58 F.T.C. 1184, 1188 (1961).

This approach is further reflected in the FTC’s Rule 4.10(a), which exempts from public disclosure:

“(1) . . .
(2) Trade secrets and commercial or financial information from a person and privileged or confidential. As provided in section 6(f) of the Federal Trade Commission Act, 15 U.S.C. 46(f), this exemption applies to competitively sensitive information, such as costs or various types of sales statistics and inventories . . .”

16 C.F.R. § 4.10. *Emphasis added.*

In evaluating both secrecy and materiality, Courts consider: (1) the extent to which the information is known outside of the business; (2) the extent to which it is known to employees and others involved in the business; (3) the extent of measures taken to guard the secrecy of the information; (4) the value of the information to the business and its competitors; (5) the amount of effort or money expended in developing the information; and (6) the ease or difficulty with which the information could be acquired or duplicated by others. *In re: Bristol-Myers Co.*, 980 F.T.C. 455, 456-457 (1977).

Disclosure of the Confidential Document would result in the loss of a business advantage to Clariant. *See In re: Dura Lube Corp.*, 1999 FTC LEXIS 255 at *7 (Dec. 23, 1999) – “the likely loss of business advantages is a good example of a ‘clearly defined, serious injury.’” The Confidential Document contains highly important and sensitive cost information related to Clariant’s masterbatch products, which if known to

its competitors (and others) would enable them to disadvantage Clariant by raising TiO₂ prices. Choi Declaration at ¶¶ 5, 15, 16.

As pointed out by Mr. Choi, not only would Clariant's competitors in the domestic masterbatches market be able to unfairly profit from any public disclosure of Clariant's TiO₂ cost and volume information, so too would TiO₂ suppliers and Clariant's own customers and specifiers, who will use the information to "squeeze" Clariant. Choi Declaration at ¶ 16. This represents a potential "triple threat" of serious injury to Clariant if *in camera* treatment is not extended.

The data and information in the Confidential Document is secret and confidential, and is handled by Clariant as confidential business information. This information is controlled and not disclosed outside of Clariant. Choi Declaration at ¶¶ 8, 9, 12, 15, 17. Inasmuch as the domestic masterbatches market is highly competitive, Clariant would most certainly suffer a material injury if its TiO₂ purchasing information would get into the hands of TiO₂ suppliers, masterbatch competitors, and masterbatch customers/specifiers. Choi Declaration at ¶ 5.

Moreover, Clariant's status as a non-party in this matter is germane to the treatment of its information. The FTC has held that "[t]here can be no question that the confidential records of businesses involved in Commission proceedings should be protected insofar as possible." *H.P. Hood & Sons*, 58 F.T.C. at 1186. A third party such as Clariant deserves "special solicitude" in its request for *in camera* treatment of its confidential information. See *In re: Kaiser Aluminum & Chem. Corp.*, 103 F.T.C. 500 (1984): "As a policy matter, extensions of *in camera* treatment in appropriate cases

involving third party bystanders encourages cooperation . . . “ Clariant’s status as third party argues in favor of *in camera* treatment of the Confidential Document.

The information in scope is not some intangible, hard to describe business process that only may tangentially correlate to a company’s sales and profits. Here, TiO₂ is a key raw material in over half of Clariant’s masterbatch product formulations (Choi Declaration at ¶ 10) – the sales and profitability of which are the very lifeblood of the Clariant Masterbatches Business Unit.

3. In Camera Treatment of the Confidential Document Should Last Through 2022.

In light of the highly confidential and competitively-sensitive nature of the information contained in the Confidential Document, it should be protected from public disclosure for a reasonable period of time. Clariant is not arguing for permanent *in camera* treatment. Rather, for the logic and rationale expressed by Mr. Choi (Choi Declaration at ¶ 18), a reasonable and appropriate period of *in camera* protection would last through the year 2022. Accordingly, if *in camera* treatment is afforded to the Confidential Document, Clariant would consent to a December 31, 2022 expiration date for the *in camera* treatment (this expiration date is included in the Proposed Order annexed to this Motion).

4. Respondents’ Access Should Be Limited to Outside Counsel

The Respondent Parties (Tronox, TASNEE, Cristal and Cristal USA) are known to be producers and suppliers of TiO₂. Since Clariant is urging this Court to grant *in camera* treatment to the Confidential Document on the ground (among other grounds) that disclosure of this information to TiO₂ suppliers will result in serious competitive

injury to Clariant, it stands to reason, Clariant submits, that if *in camera* status is granted, the Respondent Parties and their employees and business agents should not have access to the Confidential Document. Access in the course of this adjudication should be limited to the outside counsel representing the Respondent Parties. Such access limitations to outside counsel have been ordered in similar cases. See, e.g., *1-800-Contacts, Inc.* 2017 F.T.C. 55 (April 4, 2017). The “*Protective Order Governing Confidential Material*” entered in this matter on December 7, 2017, should be observed for purposes of effectuating the requested access limitation to outside counsel for the Respondent Parties. Paragraph 7 of Attachment A to the Protective Order provides that “Confidential material shall only be disclosed to . . . (c) outside counsel of record for any respondent, their associated attorneys, and other employees of their law firm(s), provided they are not employees of any respondent; . . .”

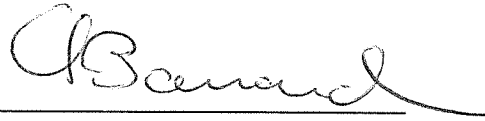
5. Conclusion

Can it really be that TiO₂ suppliers get a free pass to learn the volumes and actual prices charged among them to a customer, which, it is submitted, they could not otherwise acquire without running afoul of the nation’s antitrust laws? Surely, the answer must be “no.”

For the reasons set forth above and in the Choi Declaration, Non-Party Clariant respectfully requests this Court to: (a) grant *in camera* treatment for the Confidential Document, in its entirety, through December 31, 2022, and (b) that Respondent Parties’ access to the Confidential Document be limited to their outside counsel.

Dated: April 27, 2018

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "C. Barnard", written in black ink. The signature is positioned above a horizontal line.

Christopher Barnard
Region Legal & Compliance Advisor
Clariant Plastics & Coatings USA Inc.
4000 Monroe Road
Charlotte, NC 28205
Tel. 704-904-6547
e-mail: chris.barnard@clariant.com

*Counsel for Non-Party Clariant Plastics &
Coatings USA Inc.*

EXHIBIT A



UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION

WASHINGTON, D.C. 20580

Bureau of Competition
Mergers II Division

April 25, 2018

VIA EMAIL TRANSMISSION

Clariant Plastics & Coatings USA Inc.
c/o Chris Barnard, Region Legal and Compliance Advisor
4000 Monroe Road
Charlotte, NC 28205
Chris.Barnard@clariant.com

RE: *In the Matter of Tronox Limited et al.*, Docket No. 9377

Dear Chris:

By this letter we are providing formal notice, pursuant to Rule 3.45(b) of the Commission's Rules of Practice, 16 C.F.R. § 3.45(b), that Complaint Counsel intends to offer the documents referenced in the enclosed Attachment A into evidence in the administrative trial in the above-captioned matter. For your convenience, a copy of the documents and testimony will be sent to you in a separate email with an FTP link.

The administrative trial is scheduled to begin on May 18, 2018. All exhibits admitted into evidence become part of the public record unless Administrative Law Judge D. Michael Chappell grants *in camera* status (i.e., non-public/confidential).

For documents or testimony that include sensitive or confidential information that you do not want on the public record, you must file a motion seeking *in camera* status or other confidentiality protections pursuant to 16 C.F.R §§ 3.45 and 4.10(g). Judge Chappell may order that materials, whether admitted or rejected as evidence, be placed *in camera* only after finding that their public disclosure will likely result in a clearly-defined, serious injury to the person, partnership, or corporation requesting *in camera* treatment.

Motions for *in camera* treatment for evidence to be introduced at trial must meet the strict standards set forth in 16 C.F.R. § 3.45 and explained in *In re 1-800 Contacts, Inc.*, 2017 FTC LEXIS 55 (April 4, 2017); *In re Jerk, LLC*, 2015 FTC LEXIS 39 (Feb. 23, 2015); *In re Basic Research, Inc.*, 2006 FTC LEXIS 14 (Jan. 25, 2006). Motions also must be supported by a declaration or affidavit by a person qualified to explain the confidential nature of the material. *In re 1-800 Contacts, Inc.*, 2017 FTC LEXIS 55 (April 4, 2017); *In re North Texas Specialty Physicians*, 2004 FTC LEXIS 66 (Apr. 23, 2004). For your convenience, we included, as links in the cover email, an example of a third-party motion (and the accompanying declaration or affidavit) for *in camera* treatment that was filed and granted in an FTC administrative

proceeding. If you choose to move for *in camera* treatment, you must provide a copy of the document(s) for which you seek such treatment to the Administrative Law Judge. Also, you or your representative will need to file a Notice of Appearance in the administrative proceeding. For more information regarding filing documents in adjudicative proceedings, please see <https://www.ftc.gov/faq/ftc-info/file-documents-adjudicative-proceedings>.

Please be aware that under the current Second Revised Scheduling Order (revised on February 23, 2018), **the deadline for filing motions seeking *in camera* treatment is May 1, 2018**. A copy of the February 23, 2018 Second Revised Scheduling Order and the December 20, 2017 original Scheduling Order, which contains Additional Provisions, can be found at <https://www.ftc.gov/enforcement/cases-proceedings/171-0085/tronoxcrystal-usa>.

If you have any questions, please feel free to contact me at (202) 326-3109.

Sincerely,

/s/ Eric Elmore

Eric Elmore

Counsel Supporting the Complaint

Attachment

Attachment A

Exhibit No.	Full Name	Date	BegBates	EndBates
PX4239	Clariant's Responses to Civil Investigative Demand	7/31/2017	PX4239-001	PX4239-012

EXHIBIT B

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of)
Tronox Limited, et al.) Docket No. D09377
_____)

**DECLARATION OF DAN CHOI IN SUPPORT OF
NON-PARTY CLARIANT PLASTICS & COATINGS USA INC.'S MOTION
FOR *IN CAMERA* TREATMENT**

I, Dan Choi, hereby declare as follows:

1. I act as the Procurement Manager of the Masterbatches Business Unit of Clariant Plastics & Coatings USA Inc. (hereinafter, "Clariant"). I make this Declaration in support of Non-Party Clariant's Motion for In Camera Treatment (the "Motion"). I have personal knowledge of the matters stated herein and if called upon to do so, could competently testify about them.

2. The Masterbatches Business Unit of Clariant is one of three distinct business units within the company, the others being the Additives Business Unit and the Pigments Business Unit. The Masterbatches Business Unit produces and sells masterbatches, which are plastic resin based compounds that are used by downstream customers to create plastic parts for a wide variety of end-use applications, including by way of example, food and beverage packaging, personal care item packaging, office furnishings and supplies, housewares and toys, carpet fibers, medical devices and pharmaceutical packaging, appliance and tool housings, sports equipment, lawn and garden tools, and parts for automobiles and other vehicles.

3. For clarity, until year-end 2015, the Masterbatches, Additives and Pigments Business Units were owned and operated by Clariant Corporation, which is an affiliate of Clariant. Effective as January 1, 2016, all assets of the Masterbatches, Additives and Pigments Business Units were assigned, conveyed and transferred by Clariant Corporation to the then newly formed entity Clariant Plastics & Coatings USA Inc. The nature and scope of the Masterbatches business did not change as a result of this transaction. TiO₂ purchasing information provided to the Federal Trade Commission in 2017 covered the period from 2014 to 2017 and so spanned the shifting of the Masterbatches Business Unit from Clariant Corporation to Clariant Plastics & Coatings USA Inc. For purposes of this Declaration, Clariant Corporation and Clariant Plastics & Coatings USA Inc. are simply referred to as Clariant."

4. Clariant's masterbatch compounds generally consist of: (a) a base resin such as polypropylene [PP], polyvinyl chloride [PVC], polyethylene [PE], polystyrene [PS], polyethylene terephthalate [PET] and acrylonitrile butadiene styrene [ABS]; (b) a colorant, which can be a pigment (for red, yellow, blue and other shades), carbon black (for black shades), or TiO₂ (for white shades); and (c) one or more additives, which are used to achieve production processing efficiencies as well as for imparting end-use qualities such as light fastness, lubricity, heat stability, color fastness, anti-oxidation and pliability or rigidity. Some of Clariant's masterbatch compounds are formulated to meet regulatory standards (such as the FDA with respect to medical devices and food packaging) and quasi-regulatory standards (such as UL with respect to electric-powered tools and appliances). Most of Clariant's masterbatches are sold in a pelletized form, although Clariant also sells masterbatches in a "liquid color" form. While Clariant does

offer a line of “stock” masterbatches, by far most business is conducted on a custom basis. The most common practice is for a customer to request a specifically-formulated masterbatch product, depending on their end-use application. Clariant then creates a proprietary masterbatch compound containing the appropriate “recipe” of resin, colorants and additives to meet the customer’s specific requirements. Inherent in this process is a phase of “color matching,” in which customers will seek competing proposals and masterbatch samples from a number of masterbatch suppliers.

5. The U.S. market for masterbatches is highly competitive. There are dozens of masterbatch producers, ranging from large national players such as Clariant, to regional companies, to small local outfits. Customers have multiple masterbatch suppliers to choose from depending on their end-use applications. This very competitive landscape constantly challenges Clariant to maintain and grow masterbatch sales, and to maintain adequate profitability. Given Clariant’s volumes sold and revenues derived from masterbatch sales, even a very small increase in raw material costs (such as TiO₂) can have a significant negative impact on profit dollars generated. In turn, any erosion of profitability hampers Clariant’s ability to invest in new equipment, attract and retain talent, and invest in research and development.

6. I have been in the Masterbatches Business Unit Procurement (Purchasing) function since 2002. In this role, I have been heavily involved in purchasing TiO₂ for use in Clariant’s masterbatches. I personally negotiate pricing, volumes and other terms and conditions with suppliers of TiO₂ (as well as resins, additives and other raw materials). As part of my Procurement duties, I stay aware of

TiO2 pricing trends; and I know the prices that Clariant pays for TiO2 sourced from various suppliers in the U.S. market.

7. I am familiar with the information provided to the FTC by Clariant in mid-2017 in response to the CID. I personally prepared the Excel spreadsheet that is now identified as Bates No. PX4239-012; and I authored the July 17, 2017 e-mail to Chris Barnard that is now identified as Bates No. PX4239-011. The raw TiO2 purchasing data that was loaded into the Excel spreadsheet by me was generated from Clariant's SAP system (and a legacy BPCS system for 2014-2015 data).

8. The TiO2 purchasing data that is set forth in the Excel spreadsheet and that is housed within the SAP system is highly confidential business information of Clariant. The Excel spreadsheet that I created was only shared by me with Clariant's counsel, Chris Barnard and one other person with Clariant's Procurement function. No one else within or outside of Clariant has been given access to this Excel spreadsheet. It was created for the specific purpose of responding to the FTC's CID. As well, access to TiO2 purchasing data with SAP is strictly limited, and can only be accessed by certain Clariant personnel having a unique SAP login credential (user ID and password). TiO2 procurement information within SAP is stored on secure servers and is accessible only to Clariant personnel whose job duties require such access, such as designated Procurement and Supply Chain managers, and designated people within the Finance function of Clariant. TiO2 procurement data and information is not shared with any persons or entities outside of the Clariant organization.

9. Because of its business confidential nature, I do not and have not shared TiO2 purchasing information with any of Clariant's suppliers, customers or competitors.

As further explained below, to do so would result in serious competitive injury to Clariant.

10. A large portion of Clariant's masterbatch formulations – more than fifty percent (50%) - contain TiO₂ as a raw material input. Some such formulations contain only TiO₂ and a resin.

11. Most all resins that are used as raw materials in Clariant masterbatches are considered in the plastics processing industries as commodities. Selling prices of resins such as PE, PP, PET, PVC and ABS are public information - published monthly or quarterly in industry publications such as IHS, Platt's, and CDI.

12. On the other hand, TiO₂ products are not commodities and their prices are not public information. The TiO₂ suppliers do not publish their prices, although price increase notices, such as reflected in Documents PX4239-006-010, do become publicly known.

13. Clariant negotiates purchase prices for TiO₂ directly with TiO₂ suppliers. These negotiations typically happen quarterly, and the negotiated prices are usually valid for ninety (90) days. As stated above, I personally have been and continue to be involved in the price negotiations with TiO₂ suppliers in North America. During the period 2014 through June 2017, Clariant purchased TiO₂ from 4 to 5 different producers, as well as having sourced small quantity orders from TiO₂ distributors.

14. The Excel spreadsheet that is Bates No. PX4239-012 contains information on each TiO₂ purchase that Clariant made during 2014 to June 2017. This information includes the dates of the transactions, the identity of the TiO₂ suppliers, the quantities of TiO₂ purchased, and the amounts paid by Clariant to the TiO₂ suppliers (other data

includes the location of the consuming Clariant production plant, Clariant product code numbers and the grade of TiO₂ purchased).

15. The quantities of TiO₂ purchased by Clariant, and the prices paid therefor, are the confidential business information of Clariant. While in any given single TiO₂ purchase transaction the TiO₂ vendor in question knows the quantity of TiO₂ it supplied to Clariant, and the price invoiced to Clariant, no other TiO₂ supplier knows how much TiO₂ Clariant purchased or the price paid therefor. This is equally true with respect to aggregated TiO₂ purchases in any particular month, quarter or year – each TiO₂ supplier knows what it sold to Clariant and at what prices, but no other TiO₂ vendor knows how much TiO₂ Clariant purchased from the other suppliers in the U.S., or at what pricing. This is because Clariant considers this information to be highly confidential and Clariant as a strategic policy does not allow this information to be disclosed to the universe of TiO₂ suppliers.

16. Clariant would suffer a severe business injury if the information in the Excel spreadsheet was to become a matter of public record through the adjudication process in this matter. There are three groups of industry participants who could utilize this information to Clariant's detriment if it becomes publicly known. The first group is the TiO₂ suppliers, whose knowledge of the TiO₂ prices charged to Clariant by their peer TiO₂ competitors would enable them to raise their TiO₂ prices to the highest levels that Clariant has actually paid. This would increase Clariant's production costs and reduce Clariant's profitability on masterbatch product sales. This would be an undeniable injury to Clariant's business. The second group is Clariant's competitors in masterbatch production and sale in the U.S. If Clariant's competitors would learn the


prices that Clariant pays for TiO₂, they would be able to seek lower prices from the TiO₂ suppliers. In turn, this would allow them to price their masterbatch products at prices lower than they currently charge, which would result in either Clariant losing sales or having to reduce selling prices, with commensurate erosion of profitability. The third group is Clariant's masterbatch customers and "specifiers" (large companies who qualify and specify Clariant as the supplier of choice to plastics converters who buy Clariant's masterbatches for incorporation into end-use products bearing the specifiers' brands). If these customers and specifiers were to become aware of the prices at which Clariant purchases TiO₂, they would gain a material insight into Clariant's costs of production for its masterbatch products (as explained above, they would already know the resin prices as these prices are publicly available). In products where the resin and TiO₂ make up most or all of the masterbatch formulation, if the customers and specifiers could know the raw material prices, they could then more practically estimate Clariant's product costs and profit margins – and use this information against Clariant in future price negotiations for the purchase of Clariant's masterbatch products. In all three scenarios of Clariant's TiO₂ costs and volumes becoming publicly known – TiO₂ suppliers, masterbatch competitors, and customers/specifiers – the unfortunate and clear result would be that this information is used against Clariant, reducing Clariant's profitability and therefore impacting Clariant's ability to further invest in the future growth of our Masterbatches business.

17. Clariant's TiO₂ purchasing information, specifically quantities purchased from each supplier and the prices paid to each supplier, is business confidential information to Clariant, which we protect from disclosure outside the company. Allowing

this information to become public would severely harm Clariant and it would be an unacceptable outcome if this information is not given *in camera* treatment.

18. The Clariant TiO₂ purchasing information set forth in Document PX 4239-012 covers the period 2014 through June 2017. Even though the 2014 and 2015 data is now 3+ years old, this information is not “stale” and should be afforded *in camera* treatment. Inasmuch as TiO₂ products have been on the market for many years, and inasmuch as TiO₂ prices only change modestly from year to year (as seen in the supplier price increase notices that are set forth in Documents Bates Nos. PX4239-006-010), even having the 2014 and 2015 volume and price information would enable a TiO₂ supplier, competitor or customer/specifier to readily “reverse engineer” current pricing – to the detriment of Clariant. Accordingly, to prevent such serious injury to Clariant, *in camera* treatment should be afforded to the Excel spreadsheet data and information for the entire 2014-2017 period covered therein. That said, Clariant appreciates that permanent *in camera* treatment is probably not warranted. I believe that affording *in camera* treatment to the entirety of Document PX4239-012 through December 31, 2022 would reasonably and adequately protect Clariant from the harms described above, and that the risks of injury from public disclosure after 2022 would not be too significant.

I declare under penalty of perjury that the foregoing is true and correct.


Dan Choi

Date: 4/26/18

EXHIBIT C

Document Placeholder

This document was produced in native format

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION
OFFICE OF ADMINISTRATIVE LAW JUDGES

 In the Matter of)
 Tronox Limited, et al.)
 _____)

Docket No. D09377

[PROPOSED] ORDER

Upon consideration of Non-Party Clariant Plastics & Coatings USA Inc.'s Motion for *In Camera* treatment, it is HEREBY ORDERED that the following documents are to be provided *in camera* treatment in their entirety from the date of this Order through and including December 31, 2022. Access to the document by Respondents shall be subject to the limitations set forth in Paragraph 7(c) of Attachment A to the Protective Order Governing Confidential Material in this matter, entered on December 7, 2017.

Exhibit No.	Document Title/Description	Date	Bates No.
PX 4239	"Copy of Clariant TiO2 Purchases 2014-2017 – (D Choi) 062217.xlsx"	2014-2017	PX4239-012 *

- * Note: PX4239-012 is a "Placeholder Page" identifying an Excel spreadsheet submitted by Clariant, in its native format (.xlsx), in response to a CID. When printed out on letter size paper, the Excel spreadsheet document is 82 pages long. These 82 pages have not been Bates numbered.

ORDERED:

 D. Michael Chappell
 Chief Administrative Law Judge

Date: _____

STATEMENT REGARDING MEET AND CONFER

The undersigned certifies that counsel for Non-Party Clariant Plastics & Coatings USA Inc. notified counsel for the parties via e-mail on April 25, 2018 that it would be seeking *in camera* treatment of confidential documents PX4239-011 and 012. Counsel for the Federal Trade Commission indicated they would not object to Clariant's motion. As of the filing of the above, Counsel for Respondents (Kirkland & Ellis and Arnold & Porter) have not responded.

Dated: April 27, 2018



Christopher Barnard
Region Legal & Compliance Advisor
Clariant Plastics & Coatings USA Inc.
4000 Monroe Road
Charlotte, NC 28205
Tel. 704-904-6547
e-mail: chris.barnard@clariant.com

*Counsel for Non-Party Clariant Plastics &
Coatings USA Inc.*

CERTIFICATE FOR ELECTRONIC FILING

I certify that the electronic copy sent to the Secretary of the Federal Trade Commission is a true and correct copy of the paper original and that I possess a paper original of the signed document that is available for review by the parties and the adjudicator.

April 27, 2018

A handwritten signature in cursive script, appearing to read "CBarnard", written in black ink. The signature is positioned above a horizontal line.

Christopher Barnard
Region Legal & Compliance Advisor
Clariant Plastics & Coatings USA Inc.
4000 Monroe Road
Charlotte, NC 28205
Tel. 704-904-6547
e-mail: chris.barnard@clariant.com

*Counsel for Non-Party Clariant Plastics &
Coatings USA Inc.*

CERTIFICATE OF SERVICE

I hereby certify that on April 27, 2018, I filed the foregoing document electronically using the FTC's E-Filing System, which will send notification of such filing to:

Donald S. Clark
Secretary
Federal Trade Commission
600 Pennsylvania Avenue, NW, Room H-113
Washington, DC 20580
ElectronicFilings@ftc.gov

The Honorable D. Michael Chappell
Administrative Law Judge
Federal Trade Commission
600 Pennsylvania Avenue, NW, Room H-110
Washington, DC 20580

I also certify that on April 27, 2018, I sent by Fedex courier, for delivery on April 30, 2018, an *in camera* paper copy version of the foregoing document, together with a CD containing an *in camera* electronic version (in .pdf format) of the foregoing document, to:

The Honorable D. Michael Chappell
Administrative Law Judge
Federal Trade Commission
600 Pennsylvania Avenue, NW, Room H-110
Washington, DC 20580

I also certify that I caused the foregoing document (PUBLIC) to be served via e-mail to:

Michael F. Williams
Karen McCartan DeSantis
Matthew J. Reilly
Travis Langenkamp

James L. Cooper
Seth Weiner
Carlamaria Mata

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*Counsel for Respondent
Tronox Limited*

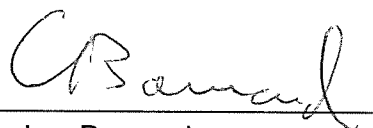
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*Counsel for Respondents National
Industrialization Company (TASNEE),
The National Titanium Dioxide
Company Limited (Cristal) and
Cristal USA, Inc.*

Dominic Vote
Robert Tovsky
Charles A. Loughlin
Joonsuk Lee

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Counsel Supporting the Complaint



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Tel. 704-904-6547
e-mail: chris.barnard@clariant.com

*Counsel for Non-Party Clariant Plastics &
Coatings USA Inc.*

Notice of Electronic Service

I hereby certify that on April 27, 2018, I filed an electronic copy of the foregoing Non-Party Clariant Plastics & Coatings USA Inc.'s Motion for In Camera Treatment, with:

D. Michael Chappell
Chief Administrative Law Judge
600 Pennsylvania Ave., NW
Suite 110
Washington, DC, 20580

Donald Clark
600 Pennsylvania Ave., NW
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I hereby certify that on April 27, 2018, I served via E-Service an electronic copy of the foregoing Non-Party Clariant Plastics & Coatings USA Inc.'s Motion for In Camera Treatment, upon:

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I hereby certify that on April 27, 2018, I served via other means, as provided in 4.4(b) of the foregoing Non-Party Clariant Plastics & Coatings USA Inc.'s Motion for In Camera Treatment, upon:

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