

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



\_\_\_\_\_) )  
In the Matter of ) )  
) )  
Tronox Limited, a corporation, ) PUBLIC  
) )  
) )  
National Industrialization Company ) Docket No. 9377  
(TANSEE), a corporation, ) )  
) )  
) )  
National Titanium Dioxide Company ) )  
Limited (Cristal), a corporation, AND ) )  
) )  
) )  
Cristal USA Inc., a corporation. ) )  
) )  
) )  
Respondents. ) )  
\_\_\_\_\_) )

**NON-PARTY ASHLAND LLC'S MOTION FOR PERMANENT *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 Ashland, LLC ("Ashland") respectfully moves this Court for permanent *in camera* treatment of nine (9) competitively-sensitive, confidential business documents as well as the deposition transcript of its 30(b)(6) witness in this matter (collectively, the "Confidential Documents"). Ashland produced these Confidential Documents, among others, in response to a Civil Investigative Demand and Subpoenas. The Federal Trade Commission ("FTC") and Tronox Limited, National Industrialization Company, National Titanium Dioxide Company, and Cristal USA Inc. (collectively, "the Respondents") have now notified Ashland that they intend to introduce Ashland's documents, including the Confidential Documents, into evidence at the administrative trial of this matter. *See* Letter from FTC dated April 19, 2018, attached as **Exhibit 1**; Letter from Respondents dated April 19, 2018, attached as **Exhibit 2**.

Ashland's Confidential Documents, which contain highly sensitive business information and trade secrets, warrant protection from public disclosure and the severe competitive injury that would result from it. For the reasons discussed in this Motion, Ashland requests that this Court afford permanent *in camera* treatment of the Confidential Documents in their entirety. In support of this Motion, Ashland submits the Declaration of Julie K. Hopkins ("Hopkins Declaration"), attached as **Exhibit 3**, which provides additional details on the documents for which Ashland is seeking permanent *in camera* treatment.

On April 27, 2018, Ashland moved for an extension of time to file a Motion for *In Camera* Treatment because the deposition transcript of its 30(b)(6) witness was unavailable. The Court granted Ashland's motion and instructed Ashland to file its Motion for *In Camera* Treatment within seven (7) days of receiving the final deposition transcript. On May 11, 2018, Ashland was provided with the final version of the deposition transcript. Thus, Ashland now moves the court for permanent *in camera* treatment as this time.

#### I. Documents for Which Protection is Sought

Ashland seeks permanent *in camera* treatment for the following Confidential Documents, copies of which are attached as **Exhibit 4**.

Exhibit No.	Full Name	Date	BegBates	EndBates
RX1233	Ashland Spreadsheet: TiO2 Purchasing	TBD	FTC-ASH-000019	FTC-ASH-000019
RX1234	Ashland Spreadsheet: TiO2 Purchasing	TBD	FTC-ASH-000020	FTC-ASH-000020
RX1235	Ashland 3/16 PO	3/16/2017	FTC-ASH-000023	FTC-ASH-000024
RX1236	Ashland 1/2018 PO	1/4/2018	FTC-ASH-000049	FTC-ASH-000050
PX4180	Ashland Spreadsheet: Ashland Spend North America	TBD	FTC-ASH-000051	FTC-ASH-000051
RX1238	Tronox Purchase Agreement	9/1/2012	FTC-ASH-000052	FTC-ASH-000054

RX1240	Ashland Procurement Discussion Topics	TBD	FTC-ASH-000056	FTC-ASH-000056
RX1241	Ashland Internal Memo	1/18/2013	FTC-ASH-000057	FTC-ASH-000057
PX4181	Letter from Ian Mouland to Jennifer Miller re: Tronox TiO2 Lead Time	1/9/2017	FTC-ASH-000058	FTC-ASH-0000129
PX7051	Deposition Transcript of Antonio Tong <sup>1</sup>	4/30/2018	PX7051-001	PX7051-001

## II. Ashland Documents are Secret and Material such that Disclosure Would Result in Serious Injury to Ashland

*In camera* treatment of material is appropriate where, as here, 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 seeking *in camera* treatment demonstrates serious competitive injury by showing that the documents are secret, and that they are material to the 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). In this context, courts generally attempt “to protect confidential business information from unnecessary airing.” *H.P. Hood & Sons, Inc.*, 58 F.T.C. 1184, 1188 (1961).

In considering both secrecy and materiality, the Court may consider: (1) the extent to which the information is known outside of the business; (2) the extent to which it is known by employees and others involved in the business; (3) the extent of measures taken to guard the secrecy of 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-Meyers Co.*, 90 F.T.C. 455, 456-457 (1977).

<sup>1</sup> Several exhibits were introduced at Mr. Tong’s deposition. To the extent that these exhibits overlap with documents for which Ashland is requesting *in camera* treatment, as noted above, Ashland requests that the exhibits also be protected.

The Confidential Documents Ashland seeks to protect are both secret and material to Ashland's business as set forth in detail in the Hopkins Declaration, attached as **Exhibit 3**. In sum, the materials at issue contain information of competitive significance to Ashland, such as product formulae, suppliers, pricing and contract terms, quality requirements, production processes and schedules, financial data, and Ashland's market analyses and business strategies. **Exh. 3**, at ¶¶5-7. Such information and processes are proprietary to Ashland, were developed at great cost to Ashland, and are not publicly known outside of Ashland. *Id.* at ¶¶8-9. The release of such information would be of great value to Ashland's competitors and suppliers, and highly detrimental to Ashland's business advantage. *Id.* As such, Ashland has taken measures to protect such information from public disclosure. *Id.* Additionally, internal communications by Ashland's procurement group reflect Ashland's strategies on how to best source product from its suppliers. *Id.* If this information were to become public record and if the confidential, proprietary and trade secret information was revealed, Ashland would be significantly harmed in its ability to purchase TiO<sub>2</sub> and other products at competitive prices.<sup>2</sup> *Id.* Because of the highly confidential and proprietary nature of the information and its materiality to Ashland's business, permanent *in camera* treatment is appropriate.

Further, disclosure of the Confidential Documents will result in the loss of a business advantage to Ashland. *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 Documents are material to Ashland's production costs and processes, which it applies in order to compete with other producers. **Exh. 3**, at ¶¶8-9. Making such documents public would result in a loss of business advantage that Ashland has built as the

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<sup>2</sup> Because of the highly confidential nature of this information and the high likelihood of damage to Ashland should this information be discovered by suppliers, such as the Respondents, this information is protected by the Protective Order and is for Respondents' Attorneys' eyes only.

result of its own substantial investments in the development of its proprietary systems and technical processes. *Id.*

Finally, Ashland's status as a third party is relevant to the treatment of its confidential documents. 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. This is especially so in the case of a third-party, which deserves "special solicitude" in its request for *in camera* treatment for its confidential business information. *See In re Kaiser Aluminum & Chem. Copr.*, 103 FTC 500, 500 (1984) ("As a policy matter, extensions of confidential or *in camera* treatment in appropriate cases involving third party bystanders encourages cooperation with future adjudicative discovery requests."). Ashland's third-party status therefore weighs in favor of granting *in camera* status to the Confidential Documents.

### **III. The Confidential Documents Contain Trade Secrets, which will Remain Sensitive Over Time and Thus, Permanent In Camera Treatment is Justified**

Given the highly sensitive and technical nature of the information contained in the Confidential Documents, Ashland requests that they be given *in camera* treatment indefinitely.<sup>3</sup> The trade secret information contained in the Confidential Documents "is likely to remain sensitive or become more sensitive with the passage of time" such that the need for confidentiality is not likely to decrease over time. *In re Dura Lube Corp.*, 199 FTC LEXIS at \*7-8. "Trade Secrets" – such as secret formulas and secret technical information – are granted much more protection than ordinary business documents. *Id.* at \*5. Here, as described in the Hopkins Declaration, the Confidential Documents contain business and trade secrets in the form of product formulas, suppliers, pricing and contract terms, quality requirements, production

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<sup>3</sup> To the extent permanent treatment is not given, Ashland requests that the period of *in camera* treatment of the Confidential Documents be no less than 10 years.

processes and schedules, financial data, and Ashland's market analyses and business strategies.

**Exh. 3.** The competitive significance of the technical formulas and criteria is unlikely to decrease over time and thus, indefinite protection from public disclosure is appropriate. *Id.*

#### IV. CONCLUSION

For the reasons set forth above and in the accompanying Hopkins Declaration, Ashland respectfully requests that this Court grant permanent *in camera* treatment for the Confidential Documents in their entirety.

Dated: May 15, 2018

Respectfully submitted,

s/ Charles M. Roesch

Charles M. Roesch, Esq.

Dinsmore & Shohl LLP

255 East Fifth Street, Suite 1900

Cincinnati, Ohio 45202

Phone: (513) 977-8178

Fax: (513) 977-8141

Email: [chuck.roesch@dinsmore.com](mailto:chuck.roesch@dinsmore.com)

*Counsel for non-party, Ashland LLC*

**STATEMENT REGARDING MEET AND CONFER**

The undersigned certifies that counsel for Non-party Ashland LLC (“Ashland”) notified counsel for the parties via telephone on April 24-25, 2018 that it would be seeking *in camera* treatment of the Confidential Documents. Counsel for the Federal Trade Commission, Tronox Limited, and Cristal USA Inc. indicated that they would not object to Ashland’s motion.

Dated: May 15, 2018

Respectfully submitted,

s/ Charles M. Roesch

Charles M. Roesch, Esq.

Dinsmore & Shohl LLP

255 East Fifth Street, Suite 1900

Cincinnati, Ohio 45202

Phone: (513) 977-8178

Fax: (513) 977-8141

Email: [chuck.roesch@dinsmore.com](mailto:chuck.roesch@dinsmore.com)

*Counsel for non-party, Ashland LLC*

# EXHIBIT 1





Bureau of Competition  
Mergers II Division

UNITED STATES OF AMERICA  
FEDERAL TRADE COMMISSION  
WASHINGTON, D.C. 20580

April 19, 2018

**VIA EMAIL TRANSMISSION**

Ashland LLC  
c/o Karin Attar  
5200 Blazer Parkway  
Dublin, OH 43017  
[kattar@ashland.com](mailto:kattar@ashland.com)

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

Dear Karin:

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 and testimony 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) 326-3390.

Sincerely,

/s/ Lily Rudy

Lily Rudy

Counsel Supporting the Complaint

Attachment

# Exhibit A

# Attachment A

Exhibit No.	Full Name	Date	BegBates	EndBates
PX4180	Ashland Spreadsheet: Ashland Spend North America	TBD	FTC-ASH-000051	FTC-ASH-000051
PX4181	Letter from Ian Moulard to Jennifer Miller re: Tronox TIO2 Lead Time	1/9/2017	FTC-ASH-000058	FTC-ASH-000129
PX7051	RESERVED: Deposition Transcript: Antonio Tong	4/13/2018	PX7051-001	PX7051-001

# **EXHIBIT 2**

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

655 Fifteenth Street, N.W.  
Washington, D.C. 20005

(202) 879-5000

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Michael DeRita  
To Call Writer Directly:  
(202) 879-5122  
michael.derita@kirkland.com

Facsimile:  
(202) 879-5200

April 19, 2018

## BY EMAIL AND FEDEX

Julie K. Hopkins  
Senior Group Counsel - Labor,  
Employment & Litigation and  
Chief Privacy Officer  
Ashland LLC  
50 E. RiverCenter Boulevard,  
Suite 1600  
Covington, KY 41011

Re: In re Tronox Limited (FTC Docket No. 9377)

Dear Ms. Hopkins:

This letter services as notice, per footnote one of the Second Revised Scheduling Order, entered February 23, 2018, and paragraph ten of the Protective Order Governing Confidential Material, entered December 7, 2017, that Tronox Limited ("Tronox"), National Industrialization Company (TASNBE), National Titanium Dioxide Company Limited (Cristal), and Cristal USA Inc. (collectively "Respondents") plan to introduce the following documents or transcripts containing confidential material produced by Ashland LLC at the hearing before Judge Chappell:

<b>Begin Bates</b>	<b>End Bates</b>
FTC-ASH-000019	FTC-ASH-000019
FTC-ASH-000020	FTC-ASH-000020
FTC-ASH-000023	FTC-ASH-000024
FTC-ASH-000049	FTC-ASH-000050
FTC-ASH-000051	FTC-ASH-000051
FTC-ASH-000052	FTC-ASH-000054
FTC-ASH-000055	FTC-ASH-000055

KIRKLAND & ELLIS LLP

Julie K. Hopkins  
April 19, 2018  
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Begin Bates	End Bates
FTC-ASH-000056	FTC-ASH-000056
FTC-ASH-000057	FTC-ASH-000057
FTC-ASH-000060	FTC-ASH-000061
FTC-ASH-000062	FTC-ASH-000064
FTC-ASH-000071	FTC-ASH-000071
FTC-ASH-000072	FTC-ASH-000072
FTC-ASH-000075	FTC-ASH-000078
FTC-ASH-000080	FTC-ASH-000083
FTC-ASH-000119	FTC-ASH-000123

- May 23, 2017 email from Antonio Tong to Lily Rude re FTC request-TIO2 market (Ashland)
- February 1, 2018 email from Lily Rudy to Antonio Tong re FTC - counsel contact information
- February 2, 2018 email from Lily Rudy to Julie Hopkins re FTC courtesy copies
- Deposition Transcript of Antonio Tong (and accompanying exhibits)

Per paragraph seven of the Scheduling Order, entered December 20, 2017, I inform you “of the strict standards for motions for *in camera* treatment for evidence to be introduced at trial set forth in 16 C.F.R. § 3.45, explained in *In re 1-800 Contacts, Inc.*, 2017 FTC LEXIS 55 (April 4, 2017); *In re Jerk, LLC*, 2015 FTC LEXIS (Feb. 23, 2015); *In re Basic Research, Inc.*, 2006 FTC LEXIS 14 (Jan. 25, 2006).<sup>1</sup> Motions also must be supported by a declaration or affidavit by a person qualified to explain the confidential nature of the documents. *In re 1-800 Contacts, Inc.*, 2017 FTC LEXIS 55 (April 4, 2017); *In re North Texas Specialty Physicians*, 2004 FTC LEXIS

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<sup>1</sup> “Under Rule 3.45(b), the Administrative Law Judge may order that material offered into evidence “be placed *in camera* only (a) after finding that its public disclosure will likely result in a clearly defined, serious injury to the person, partnership or corporation requesting *in camera* treatment or (b) after finding that the material constitutes sensitive personal information.” *In re 1-800 Contacts, Inc.*, 2017 FTC LEXIS 55 (April 4, 2017); *see also In re Jerk, LLC*, 2015 FTC LEXIS (Feb. 23, 2015).



KIRKLAND & ELLIS LLP

Julie K. Hopkins  
April 19, 2018  
Page 3

66 (April 23, 2004). Each party or non-party that files a motion for in camera treatment shall provide one copy of the documents for which in camera treatment is sought to the Administrative Law Judge.”

Sincerely,

A handwritten signature in cursive script, appearing to read "Michael DeRita".

Michael DeRita

# EXHIBIT 3

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

In the Matter of	)	Docket No. 9377
	)	
Tronox Limited, <i>et al.</i> ,	)	<b>PUBLIC</b>
	)	
Respondents.	)	
	)	

**DECLARATION OF JULIE K. HOPKINS IN SUPPORT OF NON-PARTY ASHLAND, LLC'S MOTION FOR PERMANENT *IN CAMERA* TREATMENT**

I, Julie K. Hopkins, hereby declare as follows:

1. I am the Senior Group Counsel and Chief Privacy Officer of Ashland, LLC ("Ashland"). I make this declaration in support of Non-Party Ashland's Motion for Permanent *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. I have reviewed and am familiar with the documents Ashland produced in the above-captioned matter in response to a subpoena and civil investigative demand from the Federal Trade Commission and the Respondents. I provided a certification of authenticity as to the produced documents, including the documents that are the subject of the Motion. Given my position at Ashland, I am familiar with the type of information contained in the documents at issue and its competitive significance to Ashland. Based on my review of the documents, my knowledge of Ashland's business, and my familiarity with the confidentiality protection afforded this type of information by Ashland, I submit that the disclosure of these documents to the public and to competitors of Ashland would cause serious competitive injury to Ashland.

3. Ashland is a producer of chemicals, some of which are made using TiO<sub>2</sub>. In order to produce its products, Ashland purchases TiO<sub>2</sub> from various suppliers. In order to succeed in

the market, Ashland depends on its ability to negotiate competitive prices from raw materials, which is tied to its ability to maintain confidential supplier relationships over an extended period of time and to employ effective negotiation strategies. Ashland also depends on its ability to protect their formulae. Information about Ashland's product formulae, suppliers, pricing and contract terms, and production processes and schedules is a central part of Ashland's strategic business planning. Further, the confidentiality of Ashland's financial data, market analyses and business strategies are crucial to Ashland's success in the market.

4. The FTC and Respondents have informed Ashland that they intend to introduce into evidence at the administrative hearing in this matter documents Ashland produced in response to a subpoena and the April 30, 2018 deposition testimony of Ashland's corporate witness, Antonio Tong. These documents, including Mr. Tong's deposition testimony, are particularly sensitive and contain confidential business information and trade secrets. As described in the Motion, Ashland seeks permanent *in camera* protection of the following documents ("the Confidential Documents"):

<b>Exhibit No.</b>	<b>Full Name</b>	<b>Date</b>	<b>BegBates</b>	<b>EndBates</b>
RX1233	Ashland Spreadsheet: TiO2 Purchasing	TBD	FTC-ASH-000019	FTC-ASH-000019
RX1234	Ashland Spreadsheet: TiO2 Purchasing	TBD	FTC-ASH-000020	FTC-ASH-000020
RX1235	Ashland 3/16 PO	3/16/2017	FTC-ASH-000023	FTC-ASH-000024
RX1236	Ashland 1/2018 PO	1/4/2018	FTC-ASH-000049	FTC-ASH-000050
PX4180	Ashland Spreadsheet: Ashland Spend North America	TBD	FTC-ASH-000051	FTC-ASH-000051
RX1238	Tronox Purchase Agreement	9/1/2012	FTC-ASH-000052	FTC-ASH-000054
RX1240	Ashland Procurement Discussion Topics	TBD	FTC-ASH-000056	FTC-ASH-000056
RX1241	Ashland Internal Memo	1/18/2013	FTC-ASH-000057	FTC-ASH-000057

PX4181	Letter from Ian Moulard to Jennifer Miller re: Tronox TiO2 Lead Time	1/9/2017	FTC-ASH-000058	FTC-ASH-0000129
PX7051	Deposition Transcript of Antonio Tong	4/30/2018	PX7051-001	PX7051-001

5. PX4180 is an outlay of all of Ashland's uses of TiO2. RX1233 and RX1234 are outlays of Ashland's purchasing of TiO2. PX4180, RX1233, and RX1234 contain confidential information about Ashland's suppliers, including names, quantities purchased, production scheduling and pricing. Additionally, PX4180, RX1233, and RX1234 contain confidential information related to Ashland's products and their formulae. Ashland keeps this information in strict confidence because it would be harmful to Ashland's ability to compete in the market if it was publicly disclosed.

6. RX1238 is the purchase agreement between Ashland and Tronox. RX1235 and RX1236 are Ashland's Purchase Orders of TiO2. RX1238, RX1235 and RX1236 contain confidential information about Ashland's purchasing, including terms and conditions, product formulae, quality requirements, pricing, production scheduling, and quantities purchased. Ashland keeps this information in strict confidence because it would be harmful to Ashland's ability to compete in the market if it was publicly disclosed.

7. PX4181, RX1240, and RX1241 contain confidential correspondence between Tronox and Ashland, as well as confidential correspondence between Ashland employees, which discuss Ashland's product formulae, suppliers, pricing and contract terms, quality requirements, production processes and schedules, and financial information. Additionally, PX4181, RX1240, and RX1241 contain correspondences, which outline Ashland's market analyses and business

strategies. Ashland keeps this information in strict confidence because it would be harmful to Ashland's ability to compete in the market if it was publicly disclosed.

8. PX7051 is the Deposition Transcript of Antontio Tong, Ashland's corporate witness. Mr. Tong's testimony discusses Ashland's product formulae, suppliers, pricing and contract terms, quality requirements, production processes and schedules, and financial information. Additionally, Mr. Tong's testimony outlines Ashland's market analyses and business strategies. Ashland keeps this information in strict confidence because it would be harmful to Ashland's ability to compete in the market if it was publicly disclosed.

9. If information regarding Ashland's product formulae, suppliers, pricing and contract terms, quality requirements, production processes and schedules, financial data, market analyses, and business strategies were publically available, it would result in serious competitive injury to Ashland. As such, Ashland keeps this information in strict confidence because it would be harmful to Ashland's ability to negotiate competitive rates from suppliers and with customers if this completely sensitive information was publically disclosed. Not to mention, public disclosure would sacrifice Ashland's competitive advantage over its competition. Ashland has devoted significant resources and taken substantial measures to guard the secrecy of information contained in the Confidential Documents, including limiting dissemination of such information and taking every reasonable step to protect its confidentiality. It would be extremely difficult for Ashland's competitors, or other suppliers, or its customers to access or recreate the information in the Confidential Documents.

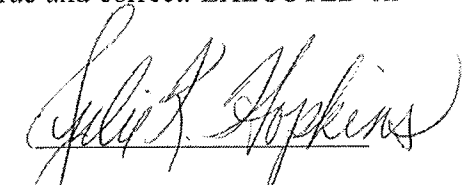
10. If the information contained in PX4180, PX4181, PX7051, RX1233, RX1234, RX1235, RX1236, RX1238, RX1240, and RX1241 were publicly disclosed, it would cause serious competitive harm to Ashland because its suppliers, customers and competitors could use

this non-public information to their advantage and nullify the competitive advantages gained by Ashland as the result of Ashland's substantial investments and the development of Ashland's supplier relationships and procurement strategies. This information is proprietary to Ashland and developed by Ashland at great cost. If such information would be released, it would be of great value to competitors and detrimental to Ashland's business advantage. Outsiders would have a clear view into Ashland's confidential supplier relationships, purchasing trends, cost structure, market analyses and business strategies. Accordingly, Ashland seeks indefinite *in camera* protection of PX4180, PX4181, PX7051, RX1233, RX1234, RX1235, RX1236, RX1238, RX1240, and RX1241 because they are completely sensitive.

11. The competitive sensitivity, proprietary value, and need for confidentiality of the information contained in PX4180, PX4181, PX7051, RX1233, RX1234, RX1235, RX1236, RX1238, RX1240, and RX1241, including the existence and terms of long-standing supplier contracts, actually increases over time due to the length and continuing nature of the supplier relationships, which directly impacts Ashland's bargaining power and pricing with respect to its suppliers. In light of these circumstances and the particularly sensitive nature of this information, the competitive significance is not likely to decrease over time. Thus, Ashland seeks indefinite protection from public disclosure of this information.

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

May 15<sup>th</sup>, 2018

  
Julie K. Hopkins

# **EXHIBIT 4**

**Marked Confidential  
Redaction in Their  
Entirety Requested**



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

In the Matter of	)	
	)	Docket No. 9377
Tronox Limited, <i>et al.</i> ,	)	
	)	<b>PUBLIC</b>
Respondents.	)	
	)	

**[PROPOSED] ORDER**

Upon consideration of Non-Party Ashland, LLC's ("Ashland's") Motion for Permanent *In Camera* Treatment, it is HEREBY ORDERED that the following documents are to be provided permanent *in camera* treatment from the date of this Order in their entirety.

Exhibit No.	Full Name	Date	BegBates	EndBates
RX1233	Ashland Spreadsheet: TiO2 Purchasing	TBD	FTC-ASH-000019	FTC-ASH-000019
RX1234	Ashland Spreadsheet: TiO2 Purchasing	TBD	FTC-ASH-000020	FTC-ASH-000020
RX1235	Ashland 3/16 PO	3/16/2017	FTC-ASH-000023	FTC-ASH-000024
RX1236	Ashland 1/2018 PO	1/4/2018	FTC-ASH-000049	FTC-ASH-000050
PX4180	Ashland Spreadsheet: Ashland Spend North America	TBD	FTC-ASH-000051	FTC-ASH-000051
RX1238	Tronox Purchase Agreement	9/1/2012	FTC-ASH-000052	FTC-ASH-000054
RX1240	Ashland Procurement Discussion Topics	TBD	FTC-ASH-000056	FTC-ASH-000056
RX1241	Ashland Internal Memo	1/18/2013	FTC-ASH-000057	FTC-ASH-000057
PX4181	Letter from Ian Moulard to Jennifer Miller re: Tronox TiO2 Lead	1/9/2017	FTC-ASH-000058	FTC-ASH-0000129

	Time			
PX7051	Deposition Transcript of Antonio Tong	4/30/2018	PX7051-001	PX7051-001

**Ordered:**

\_\_\_\_\_  
D. Michael Chappell  
Chief Administrative Law Judge

Date: \_\_\_\_\_

12867762v2

Notice of Electronic Service

**I hereby certify that on May 15, 2018, I filed an electronic copy of the foregoing Non-Party Ashland LLC's Motion for Permanent 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  
Suite 172  
Washington, DC, 20580

**I hereby certify that on May 15, 2018, I served via E-Service an electronic copy of the foregoing Non-Party Ashland LLC's Motion for Permanent In Camera Treatment, upon:**

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