

PUBLIC

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



In the Matter of
Tronox Limited
a corporation,

Docket No. 9377

National Industrialization
Company (TASNEE)
a corporation,

The National Titanium Dioxide
Company Limited (Cristal)
a corporation, And

Cristal USA Inc.
a corporation.

RESPONDENT TRONOX LIMITED'S SECOND
SUPPLEMENTAL MOTION FOR *IN CAMERA* TREATMENT OF TRIAL EXHIBITS

Tronox Limited (“Tronox”), by and through its undersigned counsel, respectfully moves pursuant to 16 C.F.R. § 3.45(b) and the scheduling order in this matter (as revised February 23, 2018) for *in camera* treatment of certain proposed trial exhibits that were not included in Tronox’s prior motions for *in camera* treatment.

The legal standard and confidentiality categories described in Tronox’s initial motion apply equally here. The Court granted that motion in its entirety without objection by Complaint Counsel. *See* Order dated May 15, 2018. The Court similarly granted Tronox’s first supplemental motion for *in camera* treatment after Tronox withdrew its request for *in camera* treatment regarding one document to which Complaint Counsel objected. *See* Order dated May 18, 2018. Accordingly, Tronox incorporates by reference its initial motion and supporting declaration.

PUBLIC

Seven of the eight documents at issue are expert rebuttal reports or expert deposition transcripts designated as exhibits by Complaint Counsel after Tronox filed its prior motions for *in camera* treatment. The final document is the transcript of a third-party deposition. The third party is a customer of Tronox and has not (as of this time) sought *in camera* treatment on its own behalf for any part of the transcript. Tronox has a confidentiality interest in the passages of the transcript that relate to Tronox’s prices and seeks *in camera* treatment only for those passages.

The relevant documents are listed in the table below. The table states the reasons why *in camera* treatment is appropriate for each exhibit and the time period for which such treatment is requested.

Tronox respectfully moves that its second supplemental motion for *in camera* treatment be granted.

PX	Confidentiality Category	Duration of <i>In Camera</i> Treatment Requested
PX5004	Capacity, Production, and Inventory Information; Aggregated Price and Volume Information	10 Years
PX5005	Business and Strategic Plans	10 Years
PX7030	Specific Price and Volume Information <i>In camera</i> treatment is requested only for the following lines of this transcript: 16:25-17:4; 17:24-18:16; 19:15-20:7; 21:3; 31:9; 48:15-48:19; 49:17-49:21; 50:2-50:7; 50:12-52:6; 53:20-53:25; 54:3-54:8; 56:14-56:25; 59:25-60:3; 60:12-60:14; 60:21-61:16; 62:2-62:5; 62:22-63:2; 69:18; 70:14; 71:14; 71:18; 80:14-80:15; 83:4; 87:9-87:12; and 151:12-151:18.	10 Years
PX7056	Capacity, Production, and Inventory Information; Aggregated Price and Volume Information;	10 Years
PX7057	Capacity, Production, and Inventory Information; Aggregated Price and Volume Information;	10 Years
PX7058	Capacity, Production, and Inventory Information; Aggregated Price and Volume Information;	10 Years
PX7059	Business and Strategic Plans	10 Years
PX7060	Business and Strategic Plans	10 Years

PUBLIC

May 24, 2018

/s/ Michael F. Williams, P.C.

Michael F. Williams, P.C.
Matthew J. Reilly, P.C.
KIRKLAND & ELLIS LLP
655 Fifteenth Street, N.W.
Suite 1200
Washington, D.C. 20005
(202) 879-5000
(202) 879-5200 (facsimile)
michael.williams@kirkland.com
matt.reilly@kirkland.com

ATTORNEYS FOR TRONOX LIMITED

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

**In the Matter of
Tronox Limited
a corporation,**

Docket No. 9377

**National Industrialization
Company (TASNEE)
a corporation,**

**The National Titanium Dioxide
Company Limited (Cristal)
a corporation, And**

**Cristal USA Inc.
a corporation.**

**[PROPOSED] ORDER ON RESPONDENT TRONOX LIMITED'S SECOND
SUPPLEMENTAL MOTION FOR *IN CAMERA* TREATMENT OF TRIAL EXHIBITS**

Upon consideration of Respondent Tronox Limited's Second Supplemental Motion for *In Camera* Treatment of Trial Exhibits, *in camera* treatment is hereby granted for a period of ten years regarding (1) PX5004, PX5005, PX7056, PX7057, PX7058, PX7059, PX7060; and (2) the following pages and lines of PX7030: 16:25-17:4; 17:24-18:16; 19:15-20:7; 21:3; 31:9; 48:15-48:19; 49:17-49:21; 50:2-50:7; 50:12-52:6; 53:20-53:25; 54:3-54:8; 56:14-56:25; 59:25-60:3; 60:12-60:14; 60:21-61:16; 62:2-62:5; 62:22-63:2; 69:18; 70:14; 71:14; 71:18; 80:14-80:15; 83:4; 87:9-87:12; 151:12-151:18.

ORDERED:

D. Michael Chappell
Chief Administrative Law Judge

Date: _____

CERTIFICATE OF SERVICE

I hereby certify that on May 24, 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 Ave., NW, Rm. H-113
Washington, DC 20580
ElectronicFilings@ftc.gov

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

I also certify that I caused the foregoing document to be served via email to:

Chuck Loughlin
Dominic Vote

James L. Cooper
Seth Wiener

Federal Trade Commission
600 Pennsylvania Ave. NW
Washington, DC 20580
cloughlin@ftc.gov
dvote@ftc.gov

Arnold & Porter Kaye Scholer LLP
601 Massachusetts Ave, NW
Washington DC 20001
james.cooper@arnoldporter.com
seth.wiener@arnoldporter.com
carlamaria.mata@arnoldporter.com

Counsel supporting Complaint

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

/s/ Michael F. Williams
Michael F. Williams

Counsel for Respondents Tronox Limited

PUBLIC

CERTIFICATE FOR ELECTRONIC FILING

I certify that the electronic copy sent to the Secretary of the 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.

May 24, 2018

By: /s/ Michael F. Williams
Michael F. Williams

Notice of Electronic Service

I hereby certify that on May 24, 2018, I filed an electronic copy of the foregoing Respondent Tronox Limited's Second Supplemental Motion for In Camera Treatment of Trial Exhibits, 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 24, 2018, I served via E-Service an electronic copy of the foregoing Respondent Tronox Limited's Second Supplemental Motion for In Camera Treatment of Trial Exhibits, upon:

Seth Wiener
Arnold & Porter Kaye Scholer LLP
seth.wiener@apks.com
Respondent

Matthew Shultz
Arnold & Porter Kaye Scholer LLP
matthew.shultz@apks.com
Respondent

Albert Teng
Arnold & Porter Kaye Scholer LLP
albert.teng@apks.com
Respondent

Michael Williams
Kirkland & Ellis LLP
michael.williams@kirkland.com
Respondent

David Zott
Kirkland & Ellis LLP
dzott@kirkland.com
Respondent

Matt Reilly
Kirkland & Ellis LLP
matt.reilly@kirkland.com
Respondent

Andrew Pruitt
Kirkland & Ellis LLP
andrew.pruitt@kirkland.com
Respondent

Susan Davies
Kirkland & Ellis LLP
susan.davies@kirkland.com
Respondent

Michael Becker
Kirkland & Ellis LLP
mbecker@kirkland.com
Respondent

Karen McCartan DeSantis
Kirkland & Ellis LLP
kdesantis@kirkland.com
Respondent

Megan Wold
Kirkland & Ellis LLP
megan.wold@kirkland.com
Respondent

Michael DeRita
Kirkland & Ellis LLP
michael.derita@kirkland.com
Respondent

Charles Loughlin
Attorney
Federal Trade Commission
cloughlin@ftc.gov
Complaint

Cem Akleman
Attorney
Federal Trade Commission
cakleman@ftc.gov
Complaint

Thomas Brock
Attorney
Federal Trade Commission
TBrock@ftc.gov
Complaint

Krishna Cerilli
Attorney
Federal Trade Commission
kcerilli@ftc.gov
Complaint

Steven Dahm
Attorney
Federal Trade Commission
sdahm@ftc.gov
Complaint

E. Eric Elmore
Attorney
Federal Trade Commission
eelmore@ftc.gov
Complaint

Sean Hughto
Attorney
Federal Trade Commission

shughto@ftc.gov
Complaint

Joonsuk Lee
Attorney
Federal Trade Commission
jlee4@ftc.gov
Complaint

Meredith Levert
Attorney
Federal Trade Commission
mlevert@ftc.gov
Complaint

Jon Nathan
Attorney
Federal Trade Commission
jnathan@ftc.gov
Complaint

James Rhilinger
Attorney
Federal Trade Commission
jrhilinger@ftc.gov
Complaint

Blake Risenmay
Attorney
Federal Trade Commission
brisenmay@ftc.gov
Complaint

Kristian Rogers
Attorney
Federal Trade Commission
krogers@ftc.gov
Complaint

Z. Lily Rudy
Attorney
Federal Trade Commission
zrudy@ftc.gov
Complaint

Robert Tovsky
Attorney
Federal Trade Commission
rtovsky@ftc.gov
Complaint

Dominic Vote
Attorney
Federal Trade Commission
dvote@ftc.gov
Complaint

Cecelia Waldeck
Attorney

Federal Trade Commission
cwaldeck@ftc.gov
Complaint

Katherine Clemons
Associate
Arnold & Porter Kaye Scholer LLP
katherine.clemons@arnoldporter.com
Respondent

Eric D. Edmondson
Attorney
Federal Trade Commission
eedmondson@ftc.gov
Complaint

David Morris
Attorney
Federal Trade Commission
DMORRIS1@ftc.gov
Complaint

Zachary Avallone
Kirkland & Ellis LLP
zachary.avallone@kirkland.com
Respondent

Rohan Pai
Attorney
Federal Trade Commission
rpai@ftc.gov
Complaint

Rachel Hansen
Associate
Kirkland & Ellis LLP
rachel.hansen@kirkland.com
Respondent

Peggy D. Bayer Femenella
Attorney
Federal Trade Commission
pbayer@ftc.gov
Complaint

Grace Brier
Kirkland & Ellis LLP
grace.brier@kirkland.com
Respondent

Alicia Burns-Wright
Attorney
Federal Trade Commission
aburnswright@ftc.gov
Complaint

I hereby certify that on May 24, 2018, I served via other means, as provided in 4.4(b) of the foregoing Respondent Tronox Limited's Second Supplemental Motion for In Camera Treatment of Trial Exhibits, upon:

Seth Weiner
Arnold & Porter Kaye Scholer LLP
Respondent

Andrew Pruitt
Attorney