

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



In the Matter of

Tronox Limited, a corporation,

National Industrialization Company (TASNEE), a
corporation,

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

and

Cristal USA Inc., a corporation,

Respondents.

PUBLIC

Docket No. 9377

NON-PARTY 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-parties Lomon Billions Group ("LBG"), Billions Europe Ltd. ("BEL"), and Billions America Corporation ("BAC") respectfully move this Court for *in camera* treatment of competitively-sensitive, confidential business documents (the "Confidential Documents"). The Confidential Documents were voluntarily produced and subject to a December 7, 2017 Protective Order Governing Confidential Material entered in this matter ("Protective Order"). The Federal Trade Commission ("FTC") and Tronox Limited ("Tronox") have now notified LBG, BEL and BAC (sometimes collectively referred to as "Billions") that they intend to introduce certain Confidential Documents into evidence at the administrative trial in this matter. *See* Letters from

the Federal Trade Commission and Tronox, both dated April 19, 2018, and FTC April 27, 2018 e-mail (attached hereto as EXHIBITS A and B, respectively).

By this motion, Billions seeks permanent *in camera* treatment of the Confidential Documents, which warrant protection from public disclosure given the sensitive financial, business and/or trade secret information they contain. All of the materials for which Billions is seeking *in camera* treatment are confidential business documents, such that if they were to become part of the public record Billions would be significantly harmed in its ability to compete in the titanium dioxide (TiO₂) pigment industry. For the reasons discussed herein, Billions asks this Court to afford the confidential business documents *in camera* treatment indefinitely. In further support of this motion, Billions relies on the Declaration of Bruce Griffin (“Griffin Declaration”), attached hereto as EXHIBIT C, which provides additional details on the documents for which Billions is seeking *in camera* treatment.¹

I. The Documents for Which Protection is Sought

Billions seeks *in camera* treatment for the following thirteen sets of Confidential Documents, copies of which are submitted for the Court’s *in camera* review as EXHIBIT D:

Document Title/Description	Date	Beginning Bates No.	Ending Bates No.
Email to FTC 25 April 2017 'Sales Data'.msg	4/25/2017	Billions 00063	Billions 00092
Email to ACCC 31 July 2017 'Response to Questions'.msg	7/30/2017	Billions 00171	Billions 00171
Tronox December 2017.pptx		Billions 00182	Billions 00217

¹ Tronox and the FTC each state that they plan to introduce deposition testimony from a BAC corporate representative, which deposition has not yet taken place. BAC reserves its right to seek *in camera* treatment of any confidential testimony that may be given during the deposition and then identified by Tronox or the FTC to be introduced at the hearing.

Email re US Federal Trade Commission (139).msg	4/12/2017	Billions 00295	Billions 00298
Email re US Federal Trade Commission (137).msg	4/13/2017	Billions 00304	Billions 00309
Re US Federal Trade Commission (135).msg	4/17/2017	Billions 00330	Billions 00333
Re US Federal Trade Commission (134).msg	4/18/2017	Billions 00334	Billions 00343
Re US Federal Trade Commission.msg	4/19/2017	Billions 00350	Billions 00368
RE US Federal Trade Commission.msg	4/24/2017	Billions 00369	Billions 00376
Fwd ACCC review of Tronox's proposed acquisition of Cristal's titanium dioxide business DLM For-Official-Use-Only .msg	6/16/2017	Billions 00385	Billions 00388
Re ACCC review of Tronox's proposed acquisition of Cristal's titanium dioxide business DLM For-Official-Use-Only .msg	6/22/2017	Billions 00772	Billions 00778
RE ACCC Follow Up (117).msg	7/27/2017	Billions 00819	Billions 00820
RE Response to Questions DLM For-Official-Use-Only .msg	8/1/2017	Billions 00831	Billions 00832
Email re: Hello.msg	11/29/2017	Billions 01435	Billions 01435
Update Tronox Cristal - FTC Suing to Block the Merger.msg	12/6/2017	Billions 01443	Billions 01445

II. The Confidential Documents are Secret and Material Such that Disclosure Would Result in Serious Injury to Billions.

The Court shall order *in camera* treatment of material upon a finding that “public disclosure will likely result in a clearly defined, serious injury to the person, partnership, or corporation requesting *in camera* treatment... .” 16 C.F.R. § 3.45(b). The proponent 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 FTC 352, 355 (1980); *In re Dura Labe Corp.*, 1999 FTC LEX1S 255, *5 (1999). In this context, courts generally attempt “to protect confidential business information from unnecessary airing.” *H.P. Hood & Sons, Inc.*, 58 FTC 1184, 1188 (1961).

In considering both secrecy and materiality, the Court should weigh: (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 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 Dura Labe Corp.*, 1999 FTC LEX1S 255, *6-7 (citing *In re Bristol-Myers Co.*, 90 FTC 455, 456-457 (1977)).

The Confidential Documents are both secret and material to the Billions businesses as discussed in detail in the Griffin Declaration. In sum, the materials at issue contain information of competitive significance to Billions, such as customer, sales, operational, expansion and related data and analysis as well as internal risk assessments of its merchant-customers and applications of proprietary processes, Griffin Declaration, ¶¶ 6-19. Billions depends on its ability to evaluate customer sales, product grades and testing, market trends and entry data in order to develop, manufacture and sell its chemical products. Thus, it requires and utilizes these internal evaluations

and processes to assess the risk and viability of product development, manufacturing and sales.

Id.

Such information and processes are proprietary to Billions and not publicly known outside of Billions. Griffin Declaration, ¶¶ 6-19. Indeed, LBG's documents are not directly shared to subsidiary or affiliate companies, and LBG permits access to the information to only limited personnel within the company. *Id.* Further, when Billions produced the Confidential Documents, it took steps to maintain confidentiality by designating the documents "Confidential" and produced them for "attorney's eyes only" pursuant to the Protective Order in this case. *Id.* ¶5. The documents were electronically encrypted with password protection so that they could only be viewed by limited persons. *Id.* ¶5. Because of the highly confidential and proprietary nature of the information and its materiality to Billions' business, *in camera* treatment is appropriate.

Further, disclosure of the Confidential Documents will result in the loss of a business advantage to Billions. *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 Billions because they relate to the very core of the companies' business existence. That is, the information identifies capital costs, TiO₂ plant costs, pigment capacity, expansion or non-expansion plans and analysis, current customers along with the products they purchase and the volumes thereof, and much more. Griffin Declaration, ¶¶ 6-19. Making such documents public would cause a loss of business advantage to Billions, which it built from its own substantial investments in developing its proprietary information and technical processes. This is simply not information otherwise available or easily duplicated by competitors such as Tronox.

Finally, Billions' status as a third party is relevant to the treatment of its 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 FTC 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. Corp.*, 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."). Billions' 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, Billions asks that they be given indefinite *in camera* treatment. 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.*, 1999 FTC LEXIS at *7-8. "Trade secrets" – such as secret technical information – are granted more protection than ordinary business documents. *Id.* at *5. Here, as described in the Griffin Declaration, the Confidential Documents contain business and trade secrets in the form of internal Billions assessments of current and projected capital costs, TiO₂ plant costs, pigment capacity, and expansion or non-expansion plans and analysis. Griffin Declaration, ¶¶ 6-19. The competitive significance of the technical information and criteria, which is both current and forward looking, 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 Griffin Declaration, Billions respectfully requests that this Court grant permanent *in camera* treatment for the Confidential Documents in their entirety.

DATED: April 30, 2018

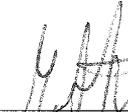


Eric L. Chase, Esq.
Gerd W. Stabbert, Jr., Esq.
BRESSLER, AMERY & ROSS
A Professional Corporation
325 Columbia Turnpike
Florham Park, New Jersey 07932
(973) 514-1200
Attorneys for Non-Party Lomon Billions Group,
Billions Europe Ltd., and Billions America
Corporation

STATEMENT REGARDING MEET AND CONFER

The undersigned certifies that counsel for non-party Lomon Billions Group, Billions Europe Ltd., and Billions America Corporation notified counsel for the FTC and Tronox Limited via email on or about April 27, 2018, that it would be seeking *in camera* treatment of the Confidential Documents. As of the filing of the above motion, counsel for the Federal Trade Commission and Tronox Limited have not responded.

DATED: April 30, 2018



Eric L. Chase, Esq.
Gerd W. Stabbert, Jr., Esq.
BRESSLER, AMERY & ROSS
A Professional Corporation
325 Columbia Turnpike
Florham Park, New Jersey 07932
(973) 514-1200
Attorneys for Non-Party Lomon Billions Group,
Billions Europe Ltd., and Billions America
Corporation

CERTIFICATE OF SERVICE

I, Gerd W. Stabbert, Jr., hereby certify that on April 30, 2018, I caused an original and one copy of Non-Parties Lomon Billions Group, Billions Europe Ltd., and Billions America Corporation's Motion for *In Camera* Treatment and proposed Order, to be filed via overnight mail with:

Office of the Secretary
Federal Trade Commission
600 Pennsylvania Avenue, NW
Suite CC-5610
Washington, DC 20580

I further hereby certify that on April 30, 2018, I caused a courtesy copy of Non-Parties Lomon Billions Group, Billions Europe Ltd., and Billions America Corporation's Motion for *In Camera* Treatment and proposed Order, to be sent via overnight mail to:

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

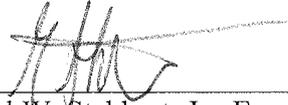
I further hereby certify that on April 30, 2018, I caused copies of Non-Parties Lomon Billions Group, Billions Europe Ltd., and Billions America Corporation's Motion for *In Camera* Treatment and proposed Order, to be served via overnight mail to:

Michael Williams, Esq.
Rachel Hansen, Esq.
Kirkland & Ellis, LLP
655 Fifteenth street, N.W.
Washington, DC 20005

E. Eric Elmore, Esq.,
Bureau of Competition,
Mergers II Division
Federal Trade Commission
600 Pennsylvania Avenue, N.W.
Washington, DC 20580

I further hereby certify that on April 30, 2018, I caused an electronic copy of Non-Parties Lomon Billions Group, Billions Europe Ltd., and Billions America Corporation's Motion for *In Camera* Treatment (public version) and proposed Order, to be filed with the Federal Trade Commission and served on parties in this matter who are registered with the FTC E-Filing System via E-Service.

DATED: April 30, 2018



Gerd W. Stabbert, Jr., Esq.
BRESSLER, AMERY & ROSS
A Professional Corporation
325 Columbia Turnpike
Florham Park, New Jersey 07932
(973) 514-1200
Attorneys for Non-Party Lomon Billions Group,
Billions Europe Ltd., and Billions America
Corporation

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EXHIBIT A

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

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

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

(202) 879-5000
www.kirkland.com

Facsimile:
(202) 879-5200

April 19, 2018

BY EMAIL AND FEDEX

Eric L. Chase
BRESSLER, AMERY & ROSS, P.C.
325 Columbia Turnpike
Florham Park, NJ 07932
17 State Street, 34th Floor
New York, NY 10004

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

Dear Mr. McCarty:

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 (TASNEE), 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 Billions America Corporation, Lomon Billions Group, or Billions Europe Ltd. at the hearing before Judge Chappell:

Begin Bates	End Bates
BILLIONS 00063	BILLIONS 00092
BILLIONS 00093	BILLIONS 00169
BILLIONS 00171	BILLIONS 00171
BILLIONS 00182	BILLIONS 00217
BILLIONS 00285	BILLIONS 00287
BILLIONS 00295	BILLIONS 00298
BILLIONS 00304	BILLIONS 00309
BILLIONS 00310	BILLIONS 00312
BILLIONS 00330	BILLIONS 00333
BILLIONS 00334	BILLIONS 00343
BILLIONS 00350	BILLIONS 00368
BILLIONS 00369	BILLIONS 00376
BILLIONS 00385	BILLIONS 00388
BILLIONS 00772	BILLIONS 00810

KIRKLAND & ELLIS LLP

Eric L. Chase
April 19, 2018
Page 2

Begin Bates	End Bates
BILLIONS 00819	BILLIONS 00820
BILLIONS 00831	BILLIONS 00832
BILLIONS 00844	BILLIONS 00845
BILLIONS 01435	BILLIONS 01435
BILLIONS 01436	BILLIONS 01436
BILLIONS 01437	BILLIONS 01437
BILLIONS 01443	BILLIONS 01445
BILLIONS 01451	BILLIONS 01452

- Deposition Transcript of Megan O'Malley Noe (or other corporate representative) (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).¹ 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 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,



Michael DeRita

¹ “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).

EXHIBIT B



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

Bureau of Competition
Mergers II Division

April 19, 2018

VIA EMAIL TRANSMISSION

Lomon Billions
c/o Gerd W. Stabbert
Bressler, Amery & Ross, P.C.
325 Columbia Turnpike
Florham Park, NJ 07932
gstabbert@bressler.com

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

Dear Gerd:

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, pending further review of the document production we received this week and a potential deposition, Complaint Counsel may offer some documents produced by Lomon Billions and, if there is a deposition of Lomon Billions in the coming weeks, the documents used in the deposition and the deposition testimony into evidence in the administrative trial in the above-captioned matter.

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

Gerd W. Stabbert

From: Elmore, E. Eric <EELMORE@ftc.gov>
Sent: Friday, April 27, 2018 2:09 PM
To: Gerd W. Stabbert
Subject: FTC Proposed Exhibit List

Gerd,

To follow up on our early conversation, we have no plans to introduce a proposed exhibit list. We may of course use exhibits that Tronox introduces.

Best regards,

Eric Elmore

EXHIBIT C

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

In the Matter of

Tronox Limited, a corporation,

National Industrialization Company (TASNEE), a
corporation,

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

and

Cristal USA Inc., a corporation,

Respondents.

PUBLIC

Docket No. 9377

**DECLARATION OF BRUCE GRIFFIN IN SUPPORT OF
NON-PARTY MOTION FOR *IN CAMERA* TREATMENT**

I, BRUCE GRIFFIN, hereby declare as follows:

1. I am the Senior Vice President, Strategic Development, of Lomon Billions Group. My office is located at 4th Floor, Rex House, 10 Regent Street, St. James, London SW1Y 4PE. As such, I have personal knowledge of the matters stated herein and, if called upon to do so, I could competently testify about them.

2. I have reviewed and am familiar with the documents voluntarily produced by Lomon Billions Group, Billions Europe Ltd., and/or Billions America Corporation (sometimes collectively referred to as "Billions") to the Federal Trade Commission ("FTC") and Tronox Limited ("Tronox") in the above-captioned matter.

3. Given my position at Lomon Billions Group, I am familiar with the type of information contained in the documents at issue and its competitive significance. Based on my review of the documents, my knowledge of Lomon Billions Group's business, and my familiarity with the confidentiality protection afforded this type of information by Billions, I submit that the disclosure of these documents to the public and to competitors of Billions would cause serious competitive injury to Billions.

4. Lomon Billions Group is now the world's fourth largest producer of high performance titanium dioxide pigments, and first in Asia in terms of TiO2 pigment production capacity. It manufactures a wide range of TiO2 pigments for all major applications using the sulfate and chloride processes. It develops, manufactures, and sells chemical products, and is a dynamic global business continuing to invest in the future of its European and American presence. It has almost thirty years of TiO2 pigment manufacturing experience.

5. Both the FTC and Tronox have informed Billions that they intend to use certain documents voluntarily produced and subject to a Protective Order in this matter. The documents were electronically encrypted with password protection so that they could only be viewed by limited persons. Of these documents, the following are particularly sensitive and contain confidential business information and trade secrets. As described in the Motion, Billions seeks permanent *in camera* protection of the following thirteen documents:

Protection Level	Document Title/Description	Date	Beginning Bates No.	Ending Bates No.
Confidential	Email to FTC 25 April 2017 'Sales Data'.msg	4/25/2017	Billions 00063	Billions 00092
Confidential	Email to ACCC 31 July 2017 'Response to Questions'.msg	7/30/2017	Billions 00171	Billions 00171

Confidential	Tronox December 2017.pptx		Billions 00182	Billions 00217
Confidential	Email re US Federal Trade Commission (139).msg	4/12/2017	Billions 00295	Billions 00298
Confidential	Email re US Federal Trade Commission (137).msg	4/13/2017	Billions 00304	Billions 00309
Confidential	Re US Federal Trade Commission (135).msg	4/17/2017	Billions 00330	Billions 00333
Confidential	Re US Federal Trade Commission (134).msg	4/18/2017	Billions 00334	Billions 00343
Confidential	Re US Federal Trade Commission.msg	4/19/2017	Billions 00350	Billions 00368
Confidential	RE US Federal Trade Commission.msg	4/24/2017	Billions 00369	Billions 00376
Confidential	Fwd ACCC review of Tronox's proposed acquisition of Cristal's titanium dioxide business DLM For-Official-Use-Only .msg	6/16/2017	Billions 00385	Billions 00388
Confidential	Re ACCC review of Tronox's proposed acquisition of Cristal's titanium dioxide business DLM For-Official-Use-Only .msg	6/22/2017	Billions 00772	Billions 00778
	RE ACCC Follow Up (117).msg	7/27/2017	Billions 00819	Billions 00820
Confidential	RE Response to Questions DLM For-Official-Use-Only .msg	8/1/2017	Billions 00831	Billions 00832
Confidential	Email re: Hello.msg	11/29/2017	Billions 01435	Billions 01435
Confidential	Update Tronox Cristal - FTC Suing to Block the Merger.msg	12/6/2017	Billions 01443	Billions 01445

6. Documents Bates numbered 00063 to 00092 are Confidential. They contain confidential non-public and commercially sensitive sales and investigation information concerning slurry market entry data, sales data by customers and product grades, along with an explanatory cover email. Thus, it would harm Billions if this information is disclosed. Billions does not share this information in the ordinary course of business. The competitive significance of these documents is unlikely to decrease over time and thus, indefinite protection from public disclosure is appropriate.

7. Document Bates numbered 00171 is Confidential. It contains confidential non-public third-party and commercially sensitive information, including specified pigment testing and competing product grades information. It would cause Billions great competitive disadvantage if this information is disclosed. Billions does not share this information in the ordinary course of business. The competitive significance of these documents is unlikely to decrease over time and thus, indefinite protection from public disclosure is appropriate.

8. Document Bates numbered 00182 to 00217 is Confidential. It contains non-public and extremely commercially sensitive information, including information relating to transactions contemplated by Lomon Billions Group, which would be competitively harmed if the information is disclosed. It does not share this information in the ordinary course of business and the information is maintained with the highest level of confidentiality within Lomon Billions Group. The competitive significance of these documents is unlikely to decrease over time and thus, indefinite protection from public disclosure is appropriate.

9. Documents Bates numbered 00295 to 00298 are Confidential. They contain confidential non-public and commercially sensitive information regarding Lomon Billions Group's

capital costs and projected plant costs. Thus, it would competitively harm Lomon Billions Group if the information were to be disclosed as it does not share this information in the ordinary course of business. The competitive significance of these documents is unlikely to decrease over time and thus, indefinite protection from public disclosure is appropriate.

10. Documents Bates numbered 00330 to 00333 and 00334 to 00309 are Confidential. They contain confidential non-public and commercially sensitive sales information for United States Chloride sales and all North American sales through Billions America Corporation. Billions does not share this information in the ordinary course of business and, thus, it would be harmed if the information were disclosed. The competitive significance of these documents is unlikely to decrease over time and thus, indefinite protection from public disclosure is appropriate.

11. Documents Bates numbered 00334 to 00343 are Confidential. They contain confidential non-public and commercially sensitive sales information including Billions North America sales numbers by customer. Thus, it would harm Billions if this information is disclosed because Billions does not share such information in the ordinary course of business. The competitive significance of these documents is unlikely to decrease over time and thus, indefinite protection from public disclosure is appropriate.

12. Documents Bates numbered 00350 to 00368 are Confidential. They contain additional and further confidential non-public and commercially sensitive sales information including Billions North America sales numbers by customer. Again, it would harm Billions if the information in same were to be disclosed. Billions does not share this information in the ordinary course of business. The competitive significance of these documents is unlikely to decrease over time and thus, indefinite protection from public disclosure is appropriate.

13. Documents Bates numbered 00369 to 00376 are Confidential. They contain confidential non-public and commercially sensitive sales information for the United States and Canada by customer. Thus, it would harm Billions if the information is disclosed. It does not share this information in the ordinary course of business. The competitive significance of these documents is unlikely to decrease over time and thus, indefinite protection from public disclosure is appropriate.

14. Documents Bates numbered 00385 to 00388 are Confidential. They contain specific, confidential non-public information about Lomon Billions Group's interest in acquiring pigment capacity, which would damage the company if disclosed. Lomon Billions Group does not share this information in the ordinary course of business, and it is maintained with the highest level of confidentiality within the company. The competitive significance of these documents is unlikely to decrease over time and thus, indefinite protection from public disclosure is appropriate.

15. Documents Bates numbered 00772 to 00778 are Confidential. They contain confidential non-public and commercially sensitive sales information including but not limited to sales in Australia. Thus, it would harm Billions if the information is disclosed. It does not share this information in the ordinary course of business. The competitive significance of these documents is unlikely to decrease over time and thus, indefinite protection from public disclosure is appropriate.

16. Documents Bates numbered 00819 to 00820 are Confidential. They contain confidential non-public and commercially sensitive information including specifically identifying the specific competing product-related grades that are anonymous in the presentation. Knowledge about the availability of competitor pigment samples and our testing them is also commercially sensitive. It would harm Billions if the information is disclosed because it does not share this

information in the ordinary course of business. The competitive significance of these documents is unlikely to decrease over time and thus, indefinite protection from public disclosure is appropriate.

17. Document Bates numbered 00831 to 00832 is Confidential. It contains confidential non-public and commercially sensitive information. Specifically, it addresses testing that is non-public, commercially sensitive third-party information. Thus, it would harm Billions America of the information in same were to be disclosed. Billions does not share this information in the ordinary course of business. The competitive significance of these documents is unlikely to decrease over time and thus, indefinite protection from public disclosure is appropriate.

18. Document Bates numbered 01435 is Confidential. It contains specific, confidential non-public information about Lomon Billions Group's interest in acquiring pigment capacity, which would damage the company if disclosed. Lomon Billions Group does not share this information in the ordinary course of business, and it is maintained with the highest level of confidentiality within the company. The competitive significance of these documents is unlikely to decrease over time and thus, indefinite protection from public disclosure is appropriate.

19. Document Bates numbered 01443 to 01445 is Confidential. Specifically, it relates to Billions' potential business interests, partnerships, dealings and/or acquisitions. Thus, this is confidential non-public and commercially sensitive information and Billions would suffer harm if the information is disclosed. Billions does not share this information in the ordinary course of business and they are maintained with the highest level of confidentiality within the company. The competitive significance of these documents is unlikely to decrease over time and thus, indefinite protection from public disclosure is appropriate.

I declare under penalty of perjury that the foregoing is true and correct. Executed
28 April, 2018 at Salalah, Sultanate of Oman.

A handwritten signature in black ink, appearing to be 'B. Griffin', written over a horizontal line.

Bruce Griffin

4746054_2

EXHIBIT D

In re Tronox Limited; FTC Docket No. 9377

Exhibit Document Title/Description	Date	Beginning Bates No.	Ending Bates No.
Email to FTC 25 April 2017 'Sales Data'.msg	4/25/2017	Billions 00063	Billions 00092
Email to ACCC 31 July 2017 'Response to Questions'.msg	7/30/2017	Billions 00171	Billions 00171
Tronox December 2017.pptx		Billions 00182	Billions 00217
Email re US Federal Trade Commission (139).msg	4/12/2017	Billions 00295	Billions 00298
Email re US Federal Trade Commission (137).msg	4/13/2017	Billions 00304	Billions 00309
Re US Federal Trade Commission (135).msg	4/17/2017	Billions 00330	Billions 00333
Re US Federal Trade Commission (134).msg	4/18/2017	Billions 00334	Billions 00343
Re US Federal Trade Commission.msg	4/19/2017	Billions 00350	Billions 00368
RE US Federal Trade Commission.msg	4/24/2017	Billions 00369	Billions 00376
Fwd ACCC review of Tronox's proposed acquisition of Cristal's titanium dioxide business DLM For-Official-Use-Only .msg	6/16/2017	Billions 00385	Billions 00388
Re ACCC review of Tronox's proposed acquisition of Cristal's titanium dioxide business DLM For-Official-Use-Only .msg	6/22/2017	Billions 00772	Billions 00778
RE ACCC Follow Up (117).msg	7/27/2017	Billions 00819	Billions 00820
RE Response to Questions DLM For-Official-Use-Only .msg	8/1/2017	Billions 00831	Billions 00832
Email re: Hello.msg	11/29/2017	Billions 01435	Billions 01435
Update Tronox Cristal - FTC Suing to Block the Merger.msg	12/6/2017	Billions 01443	Billions 01445

MARKED CONFIDENTIAL

REDACTION IN THEIR ENTIRETY REQUESTED

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

In the Matter of

Tronox Limited, a corporation,

National Industrialization Company (TASNEE), a
corporation,

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

and

Cristal USA Inc., a corporation,

Respondents.

PUBLIC

Docket No. 9377

ORDER FOR *IN CAMERA* TREATMENT

UPON CONSIDERATION of non-party Lomon Billions Group, Billions Europe Ltd., and Billions America Corporation's (collectively "Billions") Motion for *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.	Document Title/Description	Date	Beginning Bates No.	Ending Bates No.
D	Email to FTC 25 April 2017 'Sales Data'.msg	4/25/2017	Billions 00063	Billions 00092
D	Email to ACCC 31 July 2017 'Response to Questions'.msg	7/30/2017	Billions 00171	Billions 00171
D	Tronox December 2017.pptx		Billions 00182	Billions 00217

D	Email re US Federal Trade Commission (139).msg	4/12/2017	Billions 00295	Billions 00298
D	Email re US Federal Trade Commission (137).msg	4/13/2017	Billions 00304	Billions 00309
D	Re US Federal Trade Commission (135).msg	4/17/2017	Billions 00330	Billions 00333
D	Re US Federal Trade Commission (134).msg	4/18/2017	Billions 00334	Billions 00343
D	Re US Federal Trade Commission.msg	4/19/2017	Billions 00350	Billions 00368
D	RE US Federal Trade Commission.msg	4/24/2017	Billions 00369	Billions 00376
D	Fwd ACCC review of Tronox's proposed acquisition of Cristal's titanium dioxide business DLM For-Official-Use-Only .msg	6/16/2017	Billions 00385	Billions 00388
D	Re ACCC review of Tronox's proposed acquisition of Cristal's titanium dioxide business DLM For-Official-Use-Only .msg	6/22/2017	Billions 00772	Billions 00778
D	RE ACCC Follow Up (117).msg	7/27/2017	Billions 00819	Billions 00820
D	RE Response to Questions DLM For-Official-Use-Only .msg	8/1/2017	Billions 00831	Billions 00832
D	Email re: Hello.msg	11/29/2017	Billions 01435	Billions 01435
D	Update Tronox Cristal - FTC Suing to Block the Merger.msg	12/6/2017	Billions 01443	Billions 01445

SO ORDERED this _____ day of _____, 2018.

Honorable
Administrative Law Judge

4746138

Notice of Electronic Service

I hereby certify that on April 30, 2018, I filed an electronic copy of the foregoing Non-Party Motion for In Camera Treatment with Proposed Order, 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 April 30, 2018, I served via E-Service an electronic copy of the foregoing Non-Party Motion for In Camera Treatment with Proposed Order, 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

I hereby certify that on April 30, 2018, I served via other means, as provided in 4.4(b) of the foregoing Non-Party Motion for In Camera Treatment with Proposed Order, upon:

James Cooper.
Attorney
Arnold & Porter Kaye Scholer LLP
james.cooper@apks.com
Respondent

Peter Levitas
Attorney
Arnold & Porter Kaye Scholer LLP
peter.levitas@apks.com
Respondent

Ryan Watts
Attorney
Arnold & Porter Kaye Scholer LLP
ryan.watts@apks.com
Respondent

Eric Chase
Attorney