

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,

**Docket No. 9377**

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

**And**

**Cristal USA Inc.**  
a corporation.

---

**RESPONDENTS NATIONAL INDUSTRIALIZATION COMPANY, THE NATIONAL  
TITANIUM DIOXIDE COMPANY LIMITED, AND CRISTAL USA INC.'S  
SUPPLEMENTAL MOTION FOR *IN CAMERA* TREATMENT OF TRIAL EXHIBITS**

National Industrialization Company (TASNEE), the National Titanium Dioxide Company Limited, and Cristal USA Inc. (collectively, “Cristal”) respectfully request that this Court grant *in camera* treatment pursuant to 16 C.F.R. § 3.45(b) to certain proposed trial exhibits that were not included in Cristal’s initial motion for *in camera* treatment.

The legal standard and confidentiality categories described in Cristal’s initial motion apply equally here. The Court granted that motion in its entirety without objection by Complaint Counsel. *See* Order on Respondent Cristal’s Motion for *In Camera* Treatment, May 15, 2018 (“May 15 Order”). Accordingly, Cristal incorporates by reference its initial motion and supporting declaration.

PUBLIC

Following Cristal's initial motion for *in camera* treatment, filed May 1, 2018, the parties amended their proposed exhibit lists several times, most recently submitting final proposed exhibit lists on May 22, 2018. Cristal is filing this supplemental motion to request *in camera* treatment of: (1) exhibits that were modified or newly designated by Respondents or Complaint Counsel since Cristal filed its initial motion; and (2) exhibits that were inadvertently excluded from Cristal's initial motion. The relevant documents are listed in Exhibit A. The exhibit states the reasons why *in camera* treatment is appropriate for each exhibit, the time period for which such treatment is requested, and the reason why each document was not included in Cristal's initial motion.

Cristal respectfully moves that its first supplemental motion for *in camera* treatment be granted.

Dated: May 24, 2018

Respectfully submitted,

/s/ Katherine E. Clemons

James L. Cooper  
Peter J. Levitas  
Ryan Z. Watts  
Katherine E. Clemons  
ARNOLD & PORTER KAYE SCHOLER LLP  
601 Massachusetts Avenue, NW  
Washington, D.C. 20001-3743  
(202) 942-5000  
(202) 942-5999 (facsimile)  
james.cooper@apks.com  
peter.levitas@apks.com  
ryan.watts@apks.com

**ATTORNEYS FOR NATIONAL  
INDUSTRIALIZATION COMPANY  
(TASNEE), THE NATIONAL TITANIUM  
DIOXIDE COMPANY LIMITED (CRISTAL),  
AND CRISTAL USA INC.**

Exhibit Number	Categories of Confidential Information	Duration of In Camera Treatment	Reason for Inclusion in Supplemental Motion
PX0014	Confidential Financial Information and Forecasts; Business Plans and Competitive Strategy	5 years	Inadvertently Omitted
RX1118	Confidential Financial Information and Forecasts; Production and Product Allocation Decisions; Cost Information	5 years	Inadvertently Omitted
RX1119	Confidential Financial Information and Forecasts; Production and Product Allocation Decisions; Cost Information	10 years	Inadvertently Omitted
RX1331	Confidential Financial Information and Forecasts; Production and Product Allocation Decisions	10 years	New or Modified Exhibit
RX1343	Litigation Protective Order	10 years	New or Modified Exhibit
RX1344	Production and Product Allocation Decisions	5 years	New or Modified Exhibit
RX1345	Production and Product Allocation Decisions; Business Plans and Competitive Strategy	5 years	New or Modified Exhibit
RX1347	Production and Product Allocation Decisions; Business Plans and Competitive Strategy	5 years	New or Modified Exhibit
RX1348	Production and Product Allocation Decisions; Cost Information; Proprietary Technical Information; Business Plans and Competitive Strategy	10 years	New or Modified Exhibit
RX1349	Production and Product Allocation Decisions; Business Plans and Competitive Strategy	10 years	New or Modified Exhibit
RX1350	Product-Level Pricing Information; Confidential Financial Information and Forecasts; Production and Product Allocation Decisions; Cost Information; Business Plans and Competitive Strategy	10 years	New or Modified Exhibit
RX1351	Litigation Protective Order	10 years	New or Modified Exhibit
RX1361	Proprietary Technical Information	10 years	New or Modified Exhibit
RX1362	Production and Product Allocation Decisions; Proprietary Technical Information	10 years	New or Modified Exhibit
RX1363	Confidential Financial Information and Forecasts; Production and Product Allocation Decisions; Cost Information	10 years	New or Modified Exhibit

RX1364	Confidential Financial Information and Forecasts; Production and Product Allocation Decisions; Cost Information	10 years	New or Modified Exhibit
RX1365	Confidential Financial Information and Forecasts; Production and Product Allocation Decisions; Cost Information	10 years	New or Modified Exhibit
RX1366	Confidential Financial Information and Forecasts; Production and Product Allocation Decisions; Cost Information	10 years	New or Modified Exhibit
RX1367	Confidential Financial Information and Forecasts; Production and Product Allocation Decisions; Cost Information	10 years	New or Modified Exhibit
RX1368	Confidential Financial Information and Forecasts; Production and Product Allocation Decisions; Cost Information	10 years	New or Modified Exhibit
RX1369	Confidential Financial Information and Forecasts; Production and Product Allocation Decisions; Cost Information	10 years	New or Modified Exhibit
RX1370	Confidential Financial Information and Forecasts; Production and Product Allocation Decisions; Cost Information	10 years	New or Modified Exhibit
RX1371	Production and Product Allocation Decisions; Cost Information	10 years	New or Modified Exhibit
RX1373	Customer-Specific Pricing Information; Product-Level Pricing Information; Pricing Strategy; Customer Negotiations and Internal Customer Strategy; Business Plans and Competitive Strategy	10 years	New or Modified Exhibit
RX1375	Customer-Specific Pricing Information; Pricing Strategy; Confidential Financial Information and Forecasts; Production and Product Allocation Decisions	10 years	New or Modified Exhibit
RX1376	Customer-Specific Pricing Information; Pricing Strategy; Confidential Financial Information and Forecasts; Production and Product Allocation Decisions	10 years	New or Modified Exhibit
RX1377	Customer-Specific Pricing Information; Pricing Strategy	5 years	New or Modified Exhibit
RX1399	Business Plans and Competitive Strategy	5 years	New or Modified Exhibit
RX1594	Confidential Financial Information and Forecasts; Production and Product Allocation Decisions; Business Plans and Competitive Strategy	10 years	New or Modified Exhibit
RX1601	Business Plans and Competitive Strategy	5 years	New or Modified Exhibit
RX1602	Business Plans and Competitive Strategy	5 years	New or Modified Exhibit
RX1603	Business Plans and Competitive Strategy	5 years	New or Modified Exhibit

UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION

---

**In the Matter of**

**Tronox Limited**  
a corporation,

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

**Docket No. 9377**

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

**And**

**Cristal USA Inc.**  
a corporation.

---

---

**[PROPOSED] ORDER**

Upon consideration of Respondents National Industrialization Company, the National Titanium Dioxide Company Limited, and Cristal USA Inc.'s First Supplemental Motion For *In Camera* Treatment of Proposed Trial Exhibits, it is HEREBY ORDERED that the Motion for *In Camera* Treatment is GRANTED and the proposed trial exhibits listed in Exhibit A to that Motion to are to be provided *in camera* treatment for the time period indicated therein.

ORDERED:

---

D. Michael Chappell  
Chief Administrative Law Judge

Date:

PUBLIC

**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that on this 24th of May, 2018, I filed the foregoing document electronically with:

Office of the Secretary  
Federal Trade Commission  
600 Pennsylvania Avenue, N.W.,  
Rm. H-113  
Washington, DC 20580  
secretary@ftc.gov

I also hereby certify that I caused a true and correct copy of the foregoing Supplemental Motion for In Camera Treatment of Trial Exhibits to be served upon the following via electronic mail.

/s/ Katherine E. Clemons  
Katherine E. Clemons

Office of the Secretary  
Federal Trade Commission  
600 Pennsylvania Avenue, N.W.,  
Rm. H-113  
Washington, DC 20580  
secretary@ftc.gov

Office of the Administrative Law Judge  
Federal Trade Commission  
600 Pennsylvania Avenue, N.W.,  
Rm. H-110  
Washington, DC 20580

Bruce Hoffman  
Haidee Schwartz  
Chuck Loughlin  
Thomas Brock  
Benjamin Gris  
Dominic Vote  
Jon Nathan  
Krisha Cerilli  
Robert Tovsky  
April Tabor  
Federal Trade Commission  
Bureau of Competition

PUBLIC

600 Pennsylvania Avenue, NW  
Washington, DC 20580  
dhoffman1@ftc.gov  
hschwartz1@ftc.gov  
cloughlin@ftc.gov  
tbrock@ftc.gov  
bgris@ftc.gov  
dvote@ftc.gov  
jnathan@ftc.gov  
kcerilli@ftc.gov  
rtovsky@ftc.gov  
atabor@ftc.gov

*Counsel Supporting the Complaint*

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

*Counsel for Respondent Tronox Limited*

Notice of Electronic Service

**I hereby certify that on May 24, 2018, I filed an electronic copy of the foregoing Respondent Cristal's Supplemental 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  
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 Cristal's Supplemental Motion for In Camera Treatment, 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 Cristal's Supplemental Motion for In Camera Treatment, upon:**

Seth Weiner  
Arnold & Porter Kaye Scholer LLP  
Respondent

Katherine Clemons  
Attorney