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TRADE COMMISSION 05 01 2018
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SECRETARY

Docket No. 9377

In the matter of:

National Industrialization Company (TASNEE)

a corporation,

National Titanium Dioxide Company Limited (Cristal)

a corporation,

and

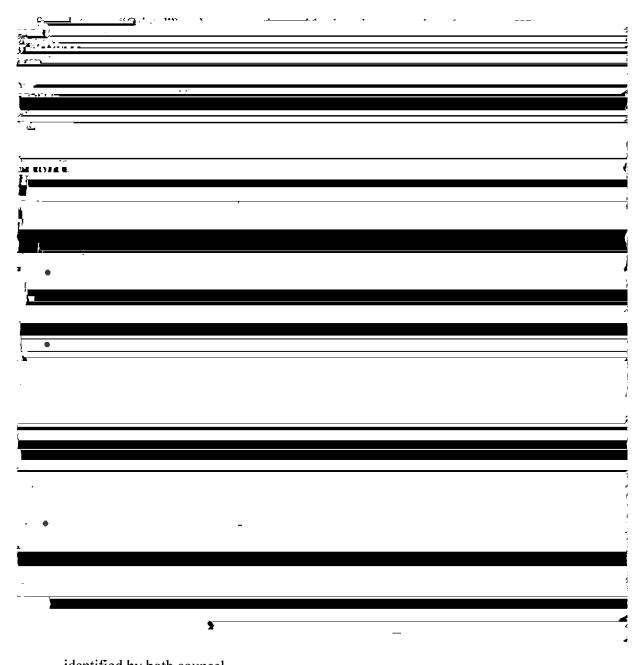
Cristal USA, Inc.

a corporation.

### Non-Party KPMG's Motion for In Camera Treatment

Non-party KPMG LLP, by and through its undersigned counsel and pursuant to 16 C.F.R. § 3.45(b), hereby moves for *in camera* treatment of certain documents and testimony identified herein for an indefinite period. In support of this Motion, KPMG respectfully refers to and incorporates the Affidavit of Andrew W.G. Nolan (the "Nolan Affidavit"), attached hereto as Exhibit A.

Tronox Limited ("Tronox") engaged KPMG to provide certain consulting services to



identified by both source!-

These documents identified here were each created by KPMG in connection with its engagement



the contents of the documents.

#### A. KPMG Adopts Tronox's Arguments for In Camera Treatment.

Under Rule 3.45(b), a request for *in camera* treatment may be granted if "public disclosure will likely result in a clearly defined, serious injury." In considering whether to grant *in camera* treatment, the Court may consider the following factors: (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 within the business; (3) the extent of measures taken to protect the information's secrecy; (4) the value of the information to the business and its competitors; (5) the effort or investment made in developing the information; and (6) the ease or difficulty with which the information could be acquired or duplicated by others. *In re Bristol-Myers Co.*, 90 F.T.C. 455, 456-57 (1977).

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the Tronox information contained in the KPMG Documents. As such, KPMG hereby adopts the

#### Nolan Affidavit at $\P$ 8.

As a professional services firm, KPMG's clients expect KPMG to maintain the

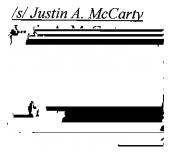
F.T.C. 11184, 1186 (1961), and that third parties warrant "special solitude" in requests for in camera treatment for confidential materials. See also In re Kaiser Aluminum & Chem. Corp., 103 F.T.C. 500, 500 (1984) ("As a policy matter, extensions of confidential or in camera treatment in appropriate cases involving third party bystanders encourages cooperation with future adjudicative discovery requests."). KPMG's status as a third party here counsels in favor of in camera treatment of the KPMG Documents.

\* \* \* \* \*

The public dissemination of the KPMG Documents would result in substantial harm to KPMG's customer, Tronox, and to KPMG, as a professional services firm. Therefore, for the reasons set forth above and the accompany Affidavit of Andrew W.G. Nolan, KPMG respectfully requests pursuant to 16 C.F.R. § 3.45(b) that the KPMG Documents receive *in camera* treatment for an indefinite period. In accordance with the FTC's rules, a proposed order

May 1, 2018

Respectfully submitted,



# Exhibit A

#### UNITED STATES OF AMERICA BEFORE THE FEDERAL TRADE COMMISSION

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.

Docket No. 9377

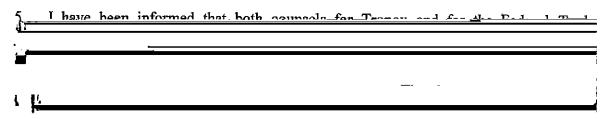
## AFFIDATIT OF AMDREW HICKNOT AN

- 1. I am over the age of eighteen and competent to testify to the following matters.
- I am a Managing Director at KPMG and provided consulting services to Tronox Limited
   ("Tronox") related to its proposed acquisition of certain portions of National
   Industrialization Company, National Titanium Dioxide Company Limited, and Cristal

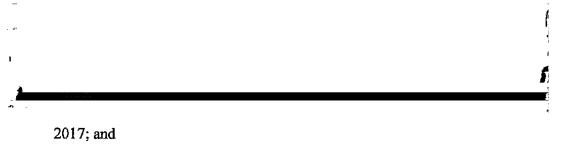
USA Inc (collectively referred to an "Chintal")

from RMIT University.

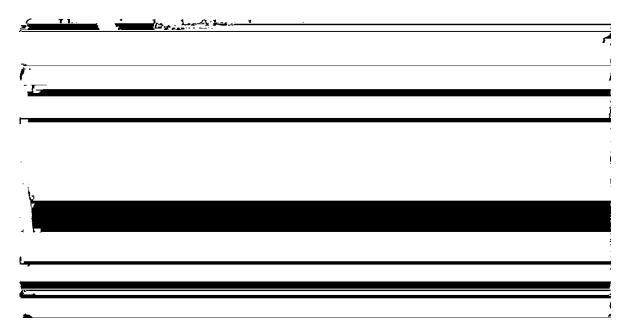
4. I make this Affidavit on the basis of my professional experience as well as personal experience as a consultant to Tronox in its proposed acquisition.



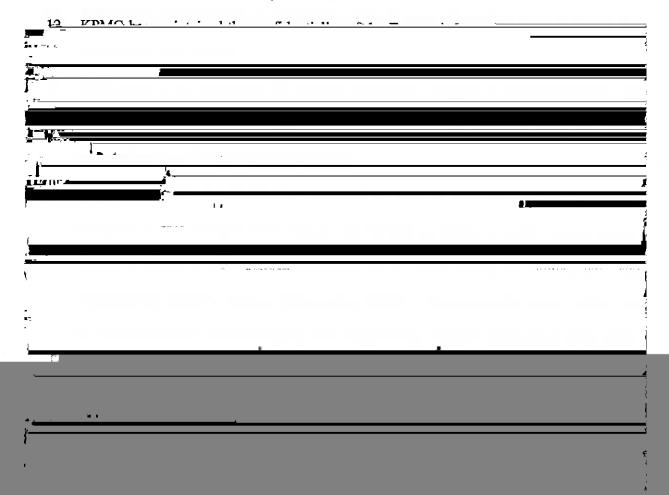
- a. KPMG-FTC 0031666 KPMG Synergy Due Diligence Assistance, January 30,
   2017;
- b. KPMG-FTC-0007213 Hexagon ProForms ERIT by Country 2017.



e. Deposition Transcript of Andrew Nolan, March 28, 2018.



- 10. As a professional services firm, I and KPMG make every reasonable effort to maintain the confidentiality of our clients' information.
- 11. These documents and my testimony about these documents were each designated as confidential pursuant to the protective order in this case at the time the documents were produced or when the testimony was taken.



Andrew W.G. Nolan

# Exhibit B

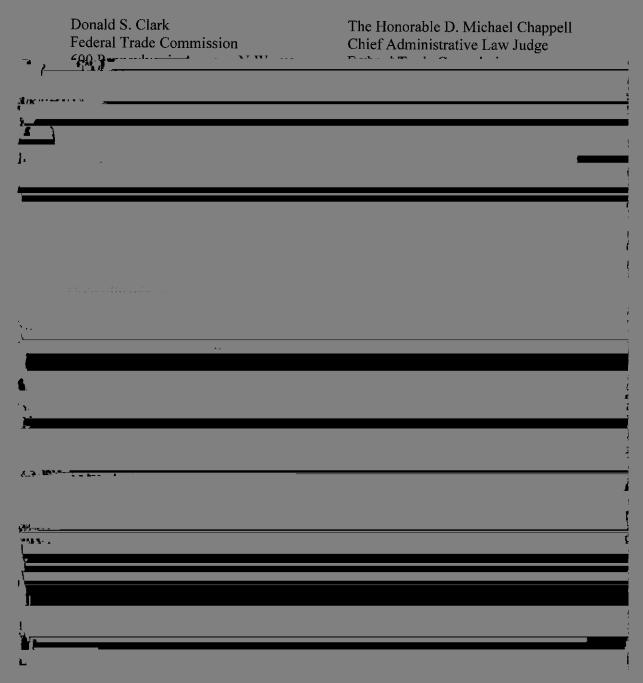
## UNITED STATES OF AMERICA BEFORE THE FEDERAL TRADE COMMISSION

In the matter of:					
Tronox Limited					
a corporation,	Docket No. 9377				
National Industrialization Company (TASNEE)					
a corporation,					
National Titanium Dioxide Company Limited (Cristal)					
and					
Cristal USA, Inc.					
a corporation.					
PROPOSEI	O ORDER				
On May 1, 2018, Non-Party KPMG filed a motion for in camera treatment of					
confidential business information contained in various documents and testimony that have been					
identified as potential trial exhibits:					
IT IS HEREBY ORDERED that KPMG's Motion is GRANTED. The information set					
forth in the exhibits described as follows will be	subject to in camera treatment under 16 C.F.R.				
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•	KPMG-F1C 0031934;
_	<u>KPMG-FTC 0007213</u> .
inform	KPMG-FTC 0032526; and  Deposition Transcript of Andrew Nolan.  IT IS FURTHER ORDERED that only authorized Federal Trade Commission personnel nation.
	ORDERED:
DATE	ED:

## CEPTIFICATION OF SERVICE

I HEREBY CERTIFY that on this 1rst day of May 2018 that I filed the foregoing documents electronically using the FTC's E-Filing System, which will send notification of such filings to:



Kirkland & Ellis LLP 655 Fifteenth Street, N.W. Washington, DC 20005 michael.williams@kirkland.com kdesantis@kirkland.com matt.reilly@kirkland.com travis.langenkamp@kirkland.com

Counsel for Respondent Tronox Limited

Arnold & Porter Kaye Scholer LLP 601 Massachussetts Avenue, N.W. Washington, DC 20001 james.cooper@arnoldporter.com seth.wiener@arnoldporter.com carlamaria.mata@arnoldporter.com

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

/s/ Justin A. McCarty
Justin A. McCarty

Counsel for KPMG LLP

## CERTIFICATE FOR ELECTRONIC FILING

I certify that the electronic copy sent to the Secretary	of the Commission is a true and
carrent control the name original that I access and the I	· · 1^_1 · 1
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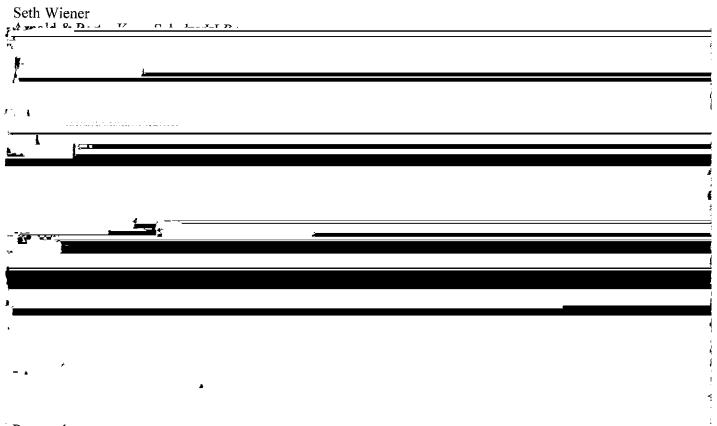
#### Notice of Electronic Service

I hereby certify that on May 01, 2018, I filed an electronic copy of the foregoing Non-Party KPMG's Motion for In Camera Treatment, with:

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

Donald Clark 600 Pennsylvania Ave., NW Suite 172 Washington, DC, 20580

I hereby certify that on May 01, 2018, I served via E-Service an electronic copy of the foregoing Non-Party KPMG's Motion for In Camera Treatment, upon:



#### Respondent

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

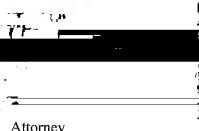
Albert Teng Arnold & Porter Kaye Scholer LLP albert.teng@apks.com Respondent Michael Becker Kirkland & Ellis LLP mbecker@kirkland.com Respondent

Karen McCartan DeSantis Kirkland & Ellis LLP



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

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



Attorney Federal Trade Commission cloughlin@ftc.gov Complaint

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### Complaint

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

Meradith Lawre

Attorney
Federal Trade Commission

Complaint

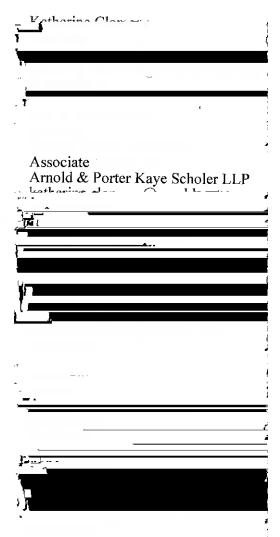
Jon Nathan

Federal Trade Commission inathan@ftc.gov

#### Complaint

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

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



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

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

I hereby certify that on May 01, 2018, I served via other means, as provided in 4.4(b) of the foregoing Non-Pantyh Kry Mcks Mother for In Camera Treatment, upon:

Kirkland & Ellis LLP



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Justin McCarty Attorney