



ORIGINAL

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

~~Tronox related to its proposed acquisition of _____~~

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).

[REDACTED]

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

arguments asserted by Tronox in its request for [REDACTED]

[REDACTED]

Nolan Affidavit at ¶ 8.

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

[REDACTED]

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,

/s/ Justin A. McCarty

[Redacted signature block]

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

AFFIDAVIT OF ANDREW M. CLONAN

1. I am over the age of eighteen and competent to testify to the following matters.
2. 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 as "Cristal")

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.

5. I have been informed that both counsels for Tronox and for the Defendant
[REDACTED]

a. KPMG-FTC 0031666 – KPMG Synergy Due Diligence Assistance, January 30, 2017;

b. KPMG-FTC-0007213 – Hexagon ProForma ERIT by Country, 2017;

2017; and

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

[REDACTED]

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.

12. KPMG...

[REDACTED]



Andrew W.G. Nolan

Exhibit B

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)

and

Cristal USA, Inc.

a corporation.

Docket No. 9377

PROPOSED 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.

& 3.45 and will be kept confidential and not disclosed to the public. _____

- KPMG-FTC 0031934;

- ~~KPMG-FTC 0007213~~
-

-
- KPMG-FTC 0032526; and

Deposition Transcript of Andrew Nolan.

IT IS FURTHER ORDERED that only authorized Federal Trade Commission personnel,
information.

ORDERED: _____

DATED: _____

CERTIFICATION OF SERVICE

I HEREBY CERTIFY that on this 1st 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:

Donald S. Clark
Federal Trade Commission

The Honorable D. Michael Chappell
Chief Administrative Law Judge

[REDACTED]

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 Massachusetts 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 correct copy of the nonoriginal that I have submitted to the Commission.

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

Karen McCartan DeSantis
Kirkland & Ellis LLP

[REDACTED]

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

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

[REDACTED]

Attorney
Federal Trade Commission
cloughlin@ftc.gov
Complaint

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

Complaint

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

Meredith Lambert

Attorney
Federal Trade Commission
mlambert@ftc.gov

Complaint

Jon Nathan

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

Federal Trade Commission
cwaldeck@ftc.gov
Complaint

Katherine Glass

[Redacted]

Associate
Arnold & Porter Kaye Scholer LLP

Katherine Glass
[Redacted]

[Redacted]

[Redacted]

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-Part 161 PMG's Motion for In Camera Treatment, upon:

Kirkland & Ellis LLP

[Redacted]

Attest: _____

Justin McCarty
Attorney