PUBLIC

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.

DOCKET NO. 9377

Non-party Venator Materials PLC, by its attorneys, seeks leave to respond to Respondents' Joint Motion To Amend the Protective Order Governing Confidential Information.

Venator produced highly confidential information in response to a Subpoena Duces Tecum and a Civil Investigation Demand issued by the Federal Trade Commission during its

PUBLIC

Venator's response speaks directly to the effect that Respondents' motion would have on Venator's highly confidential information. Importantly, Venator could be prejudiced, and its ability to compete harmed, by the outcome of Respondents' motion.

Dated: February 1, 2018

Respectfully submitted,

/s/ William Vigdor
Evan Miller
Ryan Will

VINSON & ELKINS LLP
2200 Pennsylvania Avenue NW
Suite 500 West
Washington, DC 20037
(202) 639-66500
wvigdor@velaw.com
emiller@velaw.com
rwill@velaw.com

ATTORNEYS FOR VENATOR

PUBLIC

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

In the Matter of

Tronox Limited,
a corporation,

[redacted]

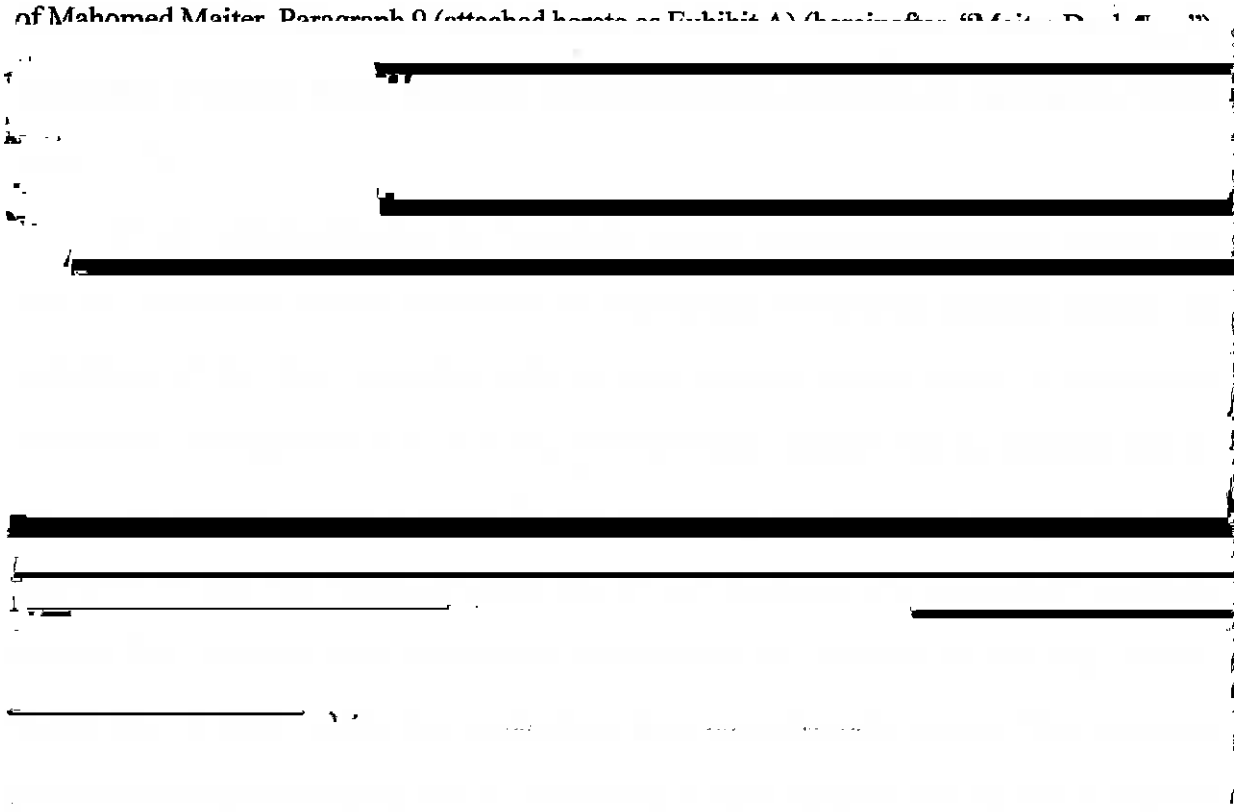
DOCKET NO. 9377

[redacted]

Non-party Venator Materials PLC ("Venator") [redacted]

similarly sensitive information. Yesterday, Respondents, which are competitors of Venator, emailed three subpoenas to Venator asking for extremely sensitive commercial information and testimony regarding pricing and other topics.

On January 19, 2018, Respondents jointly moved to modify the Protective Order to grant access to this sensitive information to select in-house counsel who, by their own testimony, routinely attend and participate in business planning meetings. Disclosures of highly confidential information of Venator to these individuals would be highly prejudicial to Venator. Declaration of Mahomed Meiter, Paragraph 9 (attached hereto as Exhibit A) (hereinafter "Meiter Decl. ¶ [redacted]").



obligations").

If the Court is inclined to grant Respondents' motion, Venator respectfully requests that the Court further amend the Protective Order to include a second level of confidential information

[1] Respondents' Motion states that Complaint Counsel opposes the Motion. *See* Respondents' Mot. at 1, n.1.

for highly sensitive commercial information and to prohibit Respondents' in-house counsel from accessing that level of confidential material.

this proceeding, including in Venator's case, particularly sensitive transaction-level data. It is for

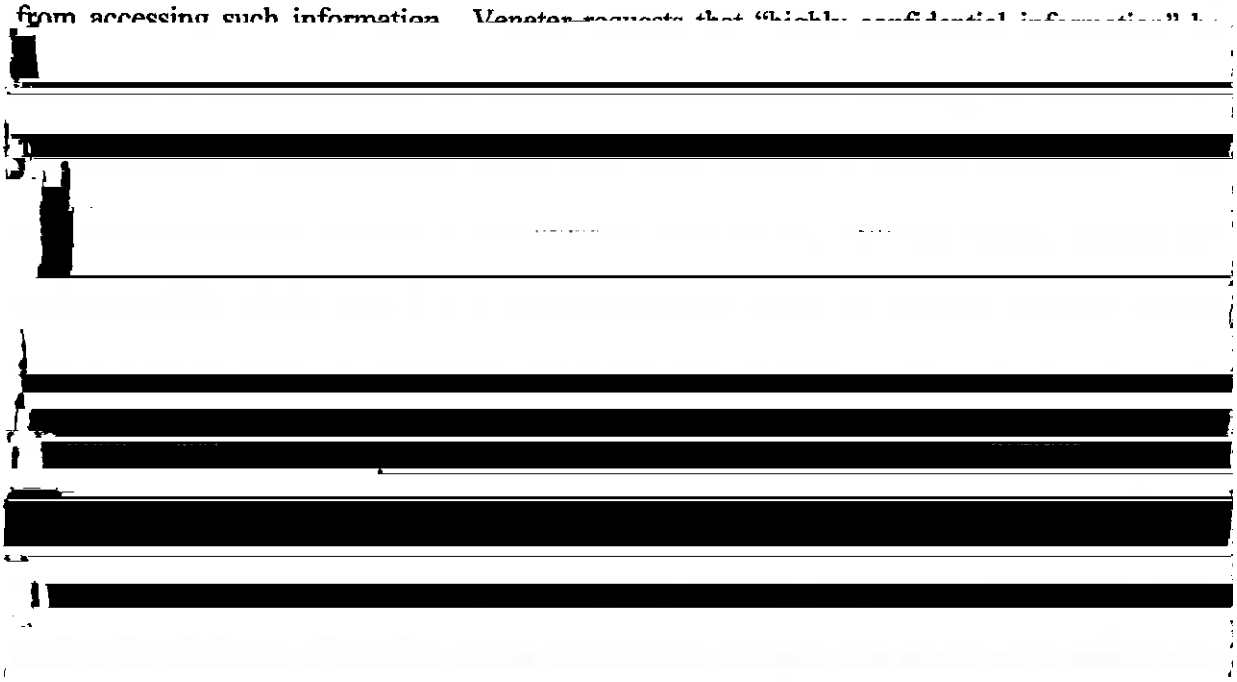
Argument

I. Venator Relied on the Court's Protective Order to Protect Highly Sensitive Commercial Information

This Court has

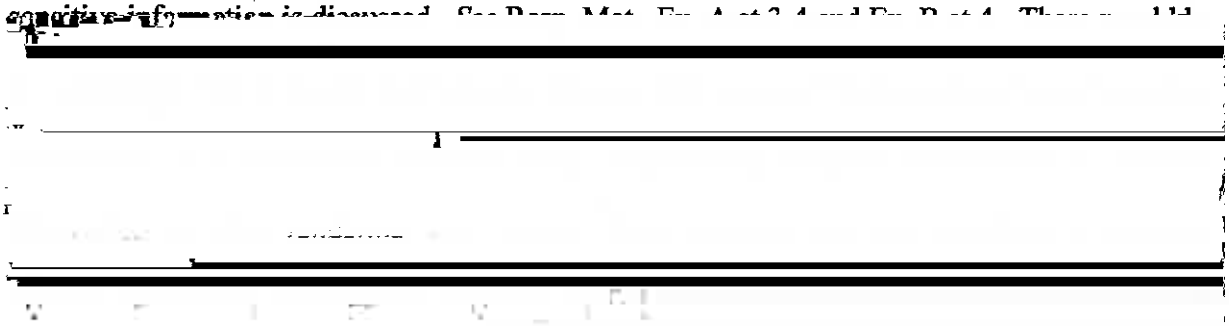
II. [redacted]

If this Court is inclined to grant Respondents' motion, Venator respectfully requests that this Court further revise the Protective Order to establish a second level of confidential information—"highly confidential information"—and prohibit Respondents' in-house counsel from accessing such information. Venator requests that "highly confidential information"



a competitor.

In their declarations, Messrs. Koutras and Kaye admit that they interact with individuals that are involved in competitive decision-making, and participate in meetings where competitively



is particularly acute. Accordingly, this Court should exclude this data from disclosure under the Protective Order.

As previewed above, in the event that this Court grants Respondents' motion [redacted]

Add the following sentence to the end of Paragraph 1:

"Highly confidential [redacted]

Add the following sentence to the end of Paragraph 7:

Highly confidential material shall only be disclosed to the individuals identified [redacted]

Conclusion

In reliance on the Protective Order, Venator did not object to the Commission providing highly confidential commercial information to outside counsel for the Respondents. In light of Respondents' request to now make such information available to its in-house counsel, Venator respectfully requests that if the Court were to grant Respondents' motion such grant be limited to ensure that "highly confidential [redacted]

PUBLIC

Dated: February 1, 2018

Respectfully submitted,

/s/ William Vigdor
Evan Miller
Ryan Will

VINSON & ELKINS LLP
2200 Pennsylvania Avenue NW
Suite 500 West
Washington, DC 20037
(202) 639-66500
wvigdor@velaw.com

[redacted]

ATTORNEYS FOR VENATOR

the sale of Titanium Dioxide by Venator, on detailed production and manufacturing data sets for the production of Titanium Dioxide by Venator, and on confidential business plans.

5. The customer-specific transaction-level data includes the line-item detail of each transaction conducted by Venator, showing customer-specific information including

[redacted]

customer name and address, product grade, price, quantity supplied, format of packaging and delivery, and ship-to-location (the "Customer-Specific Transaction-Level Data"). The detailed production and manufacturing data sets contain detailed information on production

[redacted]

information because they are critical to developing and implementing pricing and customer strategies. This data is used to monitor and measure customer purchases and profits, to inform our negotiation strategy with customers, and to configure our commercial and competitive offer to individual customers. Venator would not share the Customer-Specific Transaction Level Data and the Detailed Production and Manufacturing Data Sets with

[redacted]

Mahomed Maiter

[redacted]

PUBLIC

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

In the Matter of

Tronox Limited,
a corporation,

[redacted]

DECLARATION OF RUSSELL R. STOLLE

1. My name is Russell R. Stolle. I am Senior Vice President, General Counsel, and Chief Compliance Officer of Venator Materials PLC ("Venator"). I submit this Declaration in Support of Non-Party Venator Material PLC's Response to Respondents' Joint Motion to Amend

[redacted]

4. I am aware of the circumstances surrounding the Federal Trade Commission's ("FTC") investigation of the merger of Tronox Limited ("Tronox") and National Titanium Dioxide Company Limited (Cristal) to the extent that it pertains to information requests made of Venator by the FTC and Venator's responses

[redacted]

5. On June 14, 2017, the FTC issued a subpoena duces tecum (the "SDT") and a

[redacted]

10. On December 7, 2017, the staff of the FTC informed Ve[redacted]

[redacted]

counsel that it was filing suit and would be required to disclose to outside counsel of Cristal and Tronox and their experts the information produced to the FTC by Ve[redacted]

[redacted]

in the administrative proceeding, and the FTC's rules of practice. Vonster did not [redacted]

[redacted]

Russell R. Stolle

PUBLIC

Attachment A

From: Tovsky, Robert S. [mailto:RTOVSKY@ftc.gov]
Sent: Thursday, December 7, 2017 1:13 PM
To: Vigdor, William R. <wvigdor@velaw.com>
Subject: Tronox-Cristal

Dear Billy,

[redacted]

Commission's investigation of the proposed transaction between Tronox and Cristal. As described in the following FTC press release, https://www.ftc.gov/news-events/press-

PUBLIC

CERTIFICATION OF ELECTRONIC FILING

[redacted]

/s/ William Vigdor

[redacted]

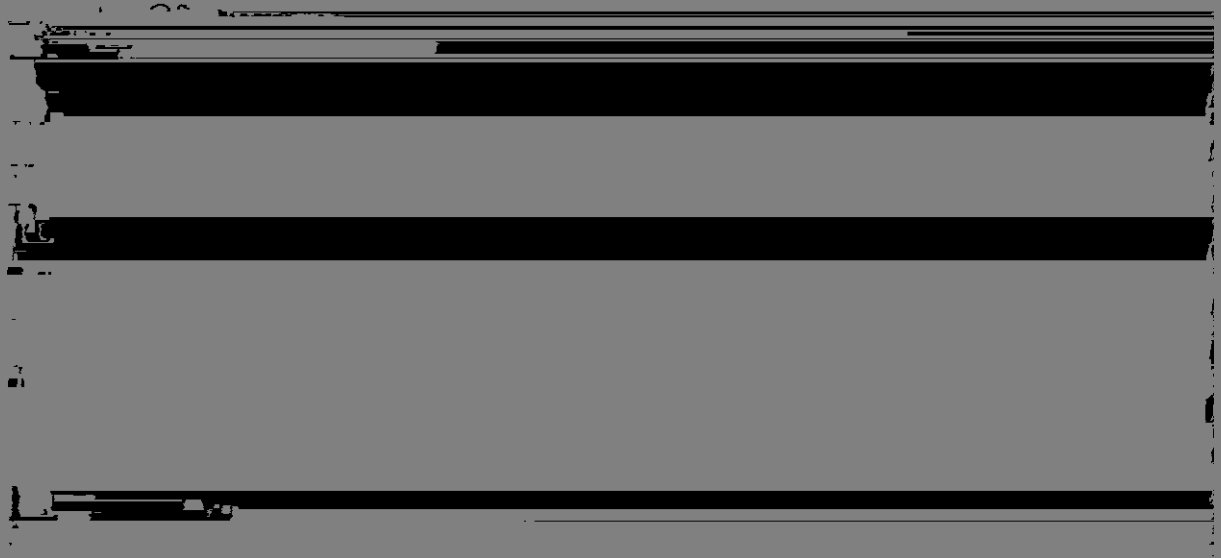
PUBLIC

CERTIFICATION OF SERVICE

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

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

The Honorable D. Michael Chappell
Chief Administrative Law Judge
Federal Trade Commission
600 Pennsylvania Avenue, N.W.
Rm. H-110



I also hereby certify that I caused a true and correct copy of the foregoing documents to be served upon the following via electronic mail:

Bruce Hoffman
Haidee Schwartz
[redacted]

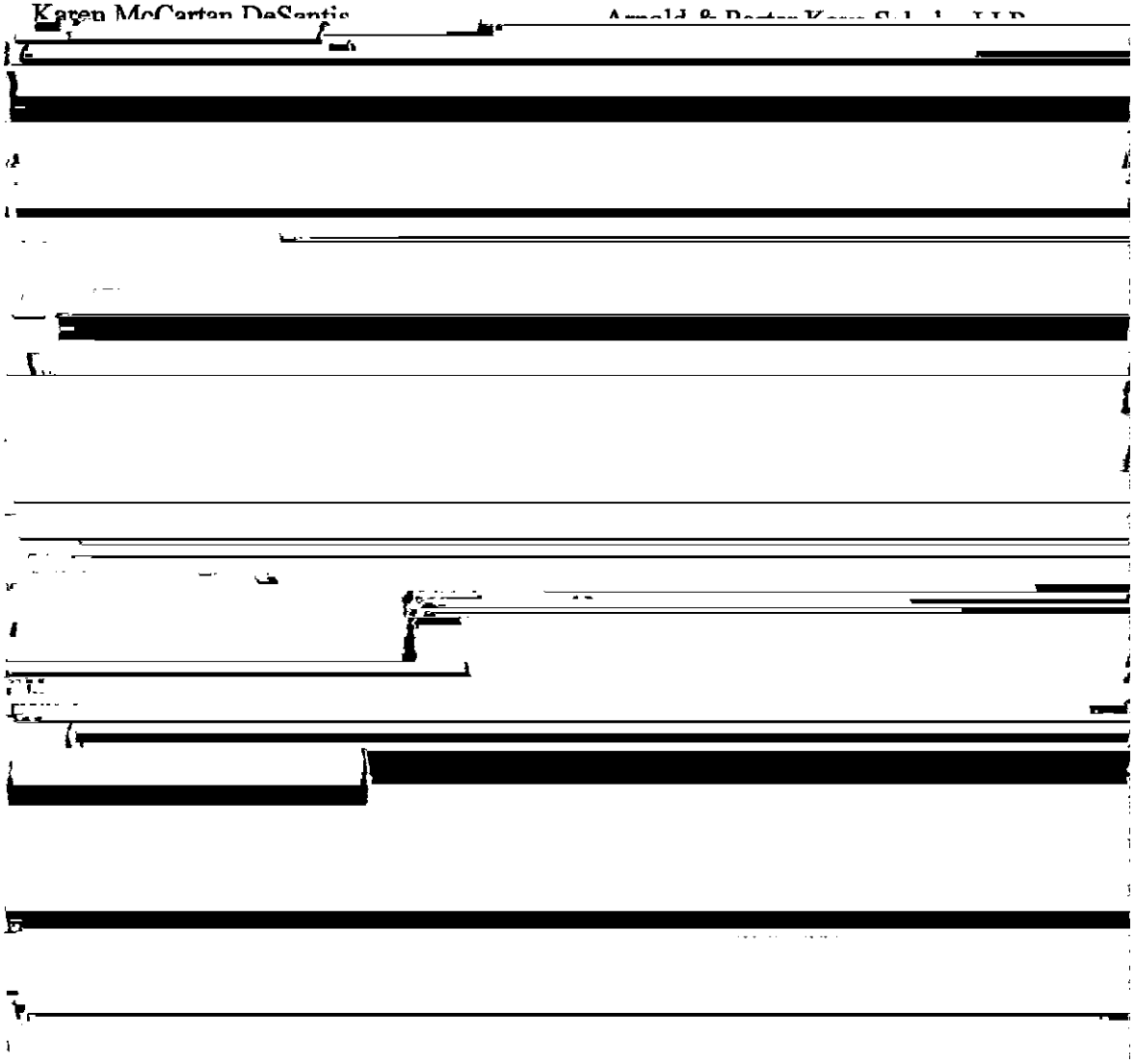
Dominic Vote
Jon Nathan
[redacted]

PUBLIC

Matt Reilly
Michael Williams
David Zott
Andrew Pruitt
Susan Davies
Michael Becker
Megan Wold
Karen McCarten DeSantis

James Cooper
Peter Levitas
Ryan Watts
Seth Weiner
Matthew Shultz
Albert Teng

Arnold & Porter Kaye Scholer LLP



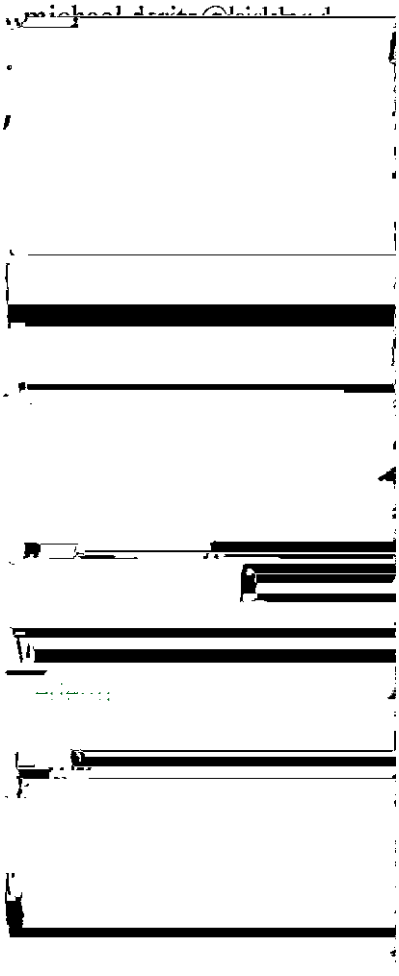
Respondent

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



Kirkland & Ellis LLP
emily.merki@kirkland.com
Respondent

Charles Loughlin
Attorney
Federal Trade Commission
cloughlin@ftc.gov

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

Attorney
Federal Trade Commission
[redacted]

dvote@ftc.gov
Complaint

[redacted]

Attorney
Federal Trade Commission
cwaldeck@ftc.gov
Complaint

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

William Vigdor
Attorney