

identified by both counsel.

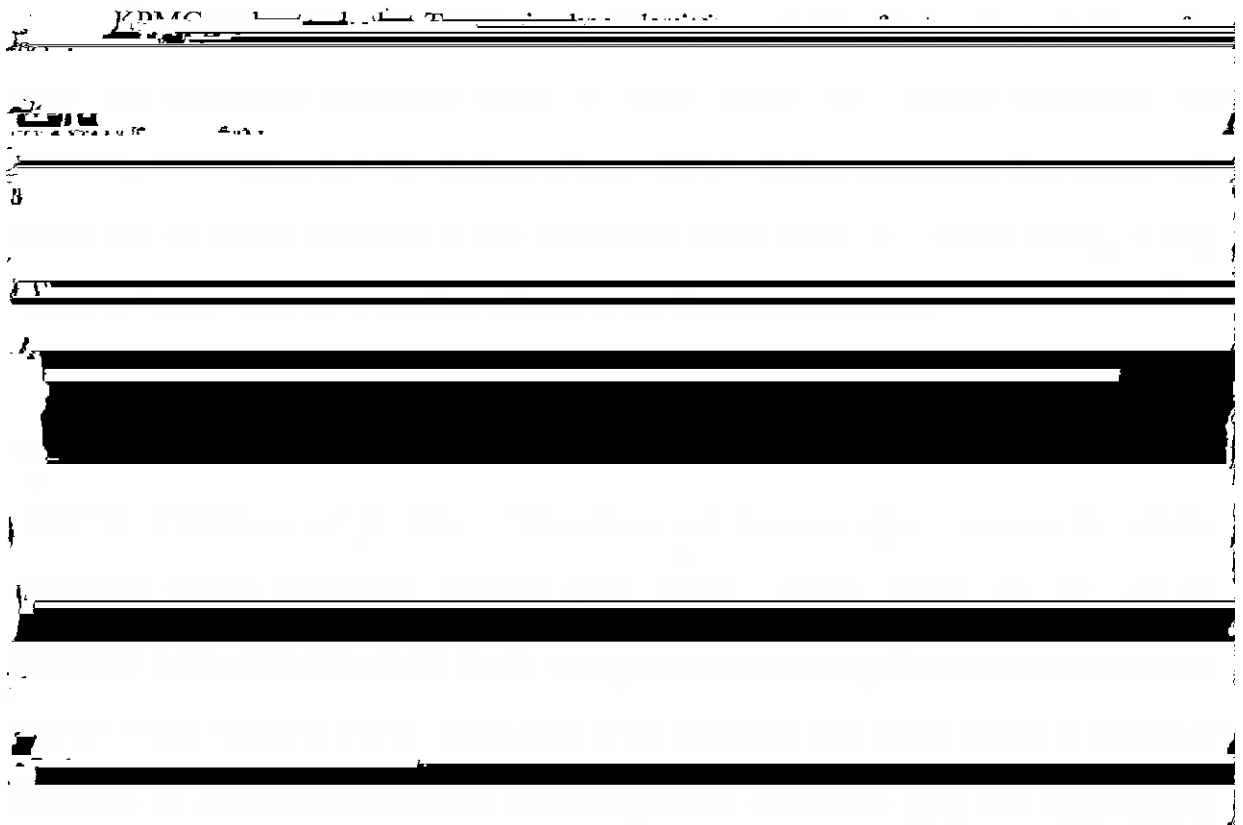
These documents identified here were each created by KPMG in connection with its engagement

to provide consulting services to T. J. ...

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).



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.

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]

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*Counsel for Respondents National
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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.

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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