

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA**

Application of Southern California Gas Company
(U 904 G) for authority to update its gas revenue
requirement and base rates effective on January 1,
2012.

Application No. 10-12-006
(Filed December 15, 2010)

**MOTION OF SOUTHERN CALIFORNIA GAS COMPANY (U 904 G)
FOR PROTECTIVE ORDER**

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December 28, 2010

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Pursuant to Rule 11.1 of the California Public Utilities Commission's (Commission's) Rules of Practice and Procedure and the authorities set forth herein, Southern California Gas Company (SoCalGas or SCG) respectfully moves for a Protective Order. This motion is being filed in SoCalGas' Test Year 2012 General Rate Case (GRC) application (A.) 10-12-006, which was filed on December 15, 2010.¹

I. OVERVIEW

The Protective Order would specifically govern access to a confidential and proprietary computer model produced by SoCalGas and its affiliate, San Diego Gas & Electric Company (SDG&E), as well as the corresponding User Reference Guide. In addition, the Protective Order would govern access to other confidential, proprietary, or otherwise protected materials produced by SoCalGas or other appearing parties to the proceedings. The Protective Order is not intended to govern access by the Division of Ratepayer Advocates (DRA) to SoCalGas' confidential or proprietary materials, as that access would be governed by Public Utilities Code (Pub.Util. Code) Section 583 and General Order (G.O.) 66-C.

Pursuant to Resolution ALJ-164, SoCalGas has attached (1) a draft proposed Protective Order, (2) a draft Administrative Law Judge Ruling Approving the Protective Order, and (3) a draft Non-Disclosure Certificate.

¹ San Diego Gas & Electric Company, which is a regulated affiliate of SoCalGas, also filed its Test Year 2012 GRC application on December 15, 2010 (A.10-12-005). Both SoCalGas and SDG&E have filed motions for consolidation of their GRC applications on December 16, 2010.

II. GROUNDS FOR PROHIBITING DISCLOSURE

The specific grounds justifying the proposed Protective Order are provided below. SoCalGas believes the proposed Protective Order is consistent with protective orders granted in the previous GRCs for both utilities² in addition to other proceedings of a similar magnitude, where substantial discovery is expected and where it is important to impose an orderly process on the discovery of confidential and proprietary documents to facilitate the Commission's and parties' full and timely review of an application.³ SoCalGas has endeavored to keep the number of items requiring confidential treatment to a minimum.

A. Results of Operations (RO) Model and User Reference Guide

As explained in the Summary of Earnings testimony accompanying the GRC applications filed by SoCalGas and SDG&E,⁴ SoCalGas and SDG&E used an integrated RO computer model to calculate their requested Test Year 2012 GRC revenue requirements, which are comprised of operations and maintenance (O&M) expense, depreciation, return, and taxes on the 2012 rate base included in their GRC applications. In addition, the RO model is designed to be used to calculate scenarios applying various changes to the requested costs.

SoCalGas and SDG&E developed the RO model at their significant time and expense and consider the model, including any and all changes, updates, or enhancements thereof (but not the data therein), to be confidential and proprietary. SoCalGas intends to provide DRA access to the RO model and corresponding User Reference Guide pursuant to Pub. Util. Code Section 583 and G.O. 66-C. However, in order to facilitate other parties' review of its GRC application, SoCalGas requests that the RO model and User Reference Guide be included within the scope of the proposed Protective Order. **A CD containing a copy of the RO model and corresponding User Reference Guide (labeled as "PROTECTED MATERIALS") is being confidentially filed**

² See January 2, 2007 Chief Administrative Law Judge's Ruling Consolidating Proceedings and Granting a Motion for Protective Order (A.06-12-009 and A.06-12-010).

³ See, e.g., July 3, 2002 Administrative Law Judge's Ruling Adopting Protective Order in Southern California Edison Company's GRC proceeding (A.02-05-004/I.02-06-002); May 1, 2002 Administrative Law Judge's Ruling Re Revised Protective Order in the generation procurement rulemaking (R.01-10-024); and Administrative Law Judge's January 31, 1997 Order Adopting Nondisclosure and Protective Agreement in the Pacific Enterprises/Enova merger case (A.96-10-038): "This order is made in the interest of facilitating prompt discovery, protecting and preserving the rights of parties, and avoiding unnecessary law and motion practice."

⁴ See Exhibits SCG-38 and SDG&E-45, Prepared Direct Testimony of Deborah A. Hiramoto (Summary of Earnings).

**DRAFT
PROTECTIVE ORDER**

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[DRAFT] PROTECTIVE ORDER

1. This Protective Order shall govern access to and the use of all Protected Materials in these proceedings as hereinafter defined. This Protective Order shall govern the General Rate Case (GRC) application of Southern California Gas Company (SoCalGas or SCG). Notwithstanding any order terminating this docket, this Protective Order shall remain in effect for two (2) years after a final and non-appealable order terminating this proceeding, or until, after notice and an opportunity to be heard, it is specifically modified or terminated by the Assigned Commissioner, the Assigned Administrative Law Judge (ALJ), the Law and Motion ALJ, or the California Public Utilities Commission (Commission). This Protective Order does not address the right of employees of the Commission acting in their official capacities to view Protected Materials, because Commission employees are entitled to view such Protected Materials in accordance with the requirements of Section 583 of the Public Utilities Code and the Commission's General Order 66-C.
2. This Protective Order shall govern the access to the integrated Results of Operations (RO) computer model of SoCalGas and San Diego Gas & Electric Company (SDG&E), including any changes, updates, or enhancements thereof which were used to develop the revenue requirements for SoCalGas (A.10-12-006) and SDG&E (A.10-12-005) in their respective GRC proceedings. This Protective Order shall also govern the access to the corresponding User Reference Guide for the RO model. In addition, this Protective Order shall be available to and govern the use of all other Protected Materials produced by SoCalGas and other Participants to these proceedings.
3. A Participant, as hereinafter defined, may designate as protected those materials that customarily are treated by that Participant as sensitive or proprietary, which are not available to

the public, and which, if disclosed freely, would subject that Participant or Participant's customers or clients to risk of competitive disadvantage or other business injury.

4. Definitions

(a) The term "Participant" shall mean those entities and/or individuals who have entered an appearance in these proceedings. Those who have appeared in these proceedings on an "Information Only" basis shall not be regarded as a Participant for the purposes of this Protective Order.

(b) "Protected Materials"

(1) The term "Protected Materials" means (A) materials (including depositions) in either hardcopy or electronic form provided by a Participant in response to discovery requests and designated by such Participant as protected; (B) any information contained in or obtained from such designated materials; (C) any other hardcopy or electronic materials which are made subject to this Protective Order by the Commission, by the Assigned Commissioner, by the Assigned ALJ, by the Law and Motion ALJ, by any court or other body having appropriate authority, or by agreement of the Participants; (D) hardcopy or electronic Notes of Protected Materials; and (E) hardcopy or electronic copies of Protected Materials. The Participant producing the Protected Materials shall physically mark on each page the term "PROTECTED MATERIALS" or words of similar import as long as the term "Protected Materials" is included in that designation to indicate that they are Protected Materials. If the Protected Materials are produced in electronic form, the "PROTECTED MATERIALS" designation shall be inserted on each page as a header or footer. If this is not feasible, this designation shall appear prominently on the physical data holding device containing Protected Materials produced in electronic form (e.g., label affixed to a CD or DVD). Protected Materials produced in electronic form may be downloaded onto a secure computer network or onto secure computer hard drives for review and analysis purposes. Protected Materials may not be transmitted via the Internet (e.g., through e-mail) unless expressly consented to by both the Participant requesting the Protected Materials and the Participant supplying the Protected Materials.

(2) The term “Notes of Protected Materials” means memoranda, handwritten notes, or any other form of information (including electronic form) which copies or discloses materials described in Paragraph 4(b)(1). Protected Materials produced or converted into electronic form that are copied onto a computer network, computer hard drives, or any other non-hardcopy medium (including, without limitation, electronic, magnetic, and optical backup copies, CDs, DVDs, data sticks/cards, mini-discs, diskettes, zip drives, and other storage devices) shall be regarded as “Electronic Notes of Protected Materials.” Notes of Protected Materials and Electronic Notes of Protected Materials are subject to the same restrictions provided in this Protective Order for Protected Materials.

(3) Protected Materials shall not include information that is public knowledge, or which becomes public knowledge, other than through disclosure in violation of this Protective Order or any other agreement or duty to keep the information confidential.

(c) The term “Non-Disclosure Certificate” shall mean the certificate annexed hereto by which Participants who have been granted access to Protected Materials shall certify their understanding that such access to Protected Materials is provided pursuant to the terms and restrictions of this Protective Order, and that such Participants have read the Protective Order and agree to be bound by it.

(d) The term “Reviewing Representative” shall mean a person who has signed a Non-Disclosure Certificate and who is:

- (1) an attorney who has made an appearance in these proceedings for a Participant;
- (2) attorneys, paralegals, and other employees associated for purposes of this case with an attorney described in (1);
- (3) an expert or an employee of an expert retained by a Participant for the purpose of advising, preparing for, or testifying in these proceedings;
- (4) a person designated as a Reviewing Representative by order of the Assigned ALJ or the Commission; or
- (5) employees or other representatives of Participants appearing in these proceedings with responsibility for this docket.

Notwithstanding 4(d)(1-5) above, a Participant has the right to refuse to provide a requesting Participant or Reviewing Representative access to Protected Materials if grounds exist such that the requesting Participant or the Reviewing Representative could use Protective Materials for commercial or improper usage. If a requesting Participant disagrees with the Participant's refusal to provide Protected Material, the requesting Participant may seek resolution under the procedures set forth in Paragraph 11.

5. Protected Materials shall be made available under the terms of Protective Order only to Participants and only through their Reviewing Representatives.

6. Protected Materials shall remain available to Participants until an order terminating these proceedings becomes no longer subject to judicial review. At such time, Protected Materials shall either be returned to the Participant who supplied the Protected Materials, or destroyed. If requested to do so in writing, the Participants (and their Reviewing Representatives) who are in possession of Protected Materials shall, within fifteen (15) days of such request, return the Protected Materials (excluding Notes of Protected Materials) to the Participant that produced them, and destroy Notes of Protected Materials and Electronic Notes of Protected Materials, except that copies of filings, official transcripts and exhibits in these proceedings that contain Protected Materials, and Notes of Protected Materials may be retained, if they are maintained in accordance with Paragraph 7 below. Electronic Notes of Protected Materials shall be deemed to have been destroyed at the time they have been deleted from the computer network, hard drives, or any other non-hardcopy medium (including, without limitation, electronic, magnetic, and optical backup copies, CDs, DVDs, data sticks/cards, mini-discs, diskettes, zip drives, and other storage devices) on which they were maintained. Within such time period each Participant, if requested to do so, shall also submit to the producing Participant an affidavit stating that, to the best of its knowledge: (1) all Protected Materials other than copies of filings, official transcripts and exhibits in these proceedings that contain Protected Materials have been returned or destroyed; (2) all copies of filings, official transcripts and exhibits in these proceedings that contain Protected Materials either have been returned, destroyed, or will be maintained in accordance with Paragraph 7; and (3) all Notes of Protected Materials and Electronic Notes of Protected Materials have been destroyed. Until they are returned or destroyed, all Protected Materials and Notes of Protected Materials shall remain subject to the Protective Order.

7. All Protected Materials shall be maintained by the Participant in a secure place. Access to those materials shall be limited to those Reviewing Representatives specifically authorized pursuant to this Protective Order.
8. Protected Materials, Notes of Protected Materials, and Electronic Notes of Protected Materials, shall be treated as confidential by each Participant and by the Reviewing Representatives in accordance with the certificate executed pursuant to Paragraph 9. Protected Materials shall not be used except as necessary for the conduct of these proceedings, nor shall they be disclosed in any manner to any person except a Reviewing Representative who is engaged in the conduct of these proceedings and who needs to know the information in order to carry out that person's responsibilities in these proceedings. Participants and their Reviewing Representatives may not use Protected Materials, Notes of Protected Materials, Electronic Notes of Protected Materials, and information contained therein for any other purpose or in any other regulatory or judicial proceeding. Reviewing Representatives may make copies of Protected Materials, but such copies become Protected Materials. Reviewing Representatives may make notes of Protected Materials, which shall become Notes of Protected Materials.
9. A Reviewing Representative shall not be permitted to inspect, participate in discussions regarding, or otherwise be permitted access to Protected Materials pursuant to this Protective Order unless that Reviewing Representative has first executed a Non-Disclosure Certificate. Participants shall serve executed Non-Disclosure Certificates on all Participants on the official service lists in these proceedings within seven (7) business days after they are signed.
10. A Reviewing Representative may exchange Protected Materials with any other Reviewing Representative for the same Participant as long as the disclosing Reviewing Representative and the receiving Reviewing Representative both have executed a Non-Disclosure Certificate. The foregoing does not preclude Reviewing Representatives for different Participants from discussing and/or sharing analyses of Protected Materials, analyses of Notes of Protected Materials, and information contained therein as long as each Reviewing Representative has executed a Non-Disclosure Certificate. Reviewing Representatives and Participants receiving such shared analyses shall treat them as Notes of Protected Materials. In the event that any Reviewing Representative to whom the Protected Materials are disclosed ceases to be engaged in these proceedings, or is employed or retained for a position whose occupant is not qualified to be

a Reviewing Representative under Paragraph 4(d), access to Protected Materials by that person shall be terminated. Even if no longer engaged in these proceedings, every person who has executed a Non-Disclosure Certificate shall continue to be bound by the provisions of this Protective Order and their certification.

11. The Assigned ALJ or the Law and Motion ALJ may resolve any disputes arising under this Protective Order. Prior to presenting any dispute under this Protective Order to the Assigned ALJ or the Law and Motion ALJ, the parties to the dispute shall use their best efforts to resolve the dispute. Any Participant that contests the designation of materials as protected shall notify the party that provided the protected materials by specifying in writing the materials whose designation is contested. If the Assigned ALJ finds that the materials at issue are not entitled to protection, the procedures of Paragraph 17 shall apply.

12. (a) All documents filed or served in these proceedings that reflect or contain Protected Materials (other than data responses and related correspondence from one Participant to another), including without limitation all motions, testimony, exhibits, briefs, and hearing transcripts, shall be filed and served in sealed envelopes or other appropriate containers endorsed to the effect that they are sealed pursuant to this Protective Order. Such documents shall be marked “PROTECTED MATERIALS” and shall be filed under seal and served under seal upon the Assigned ALJ and all Reviewing Representatives who have signed Non-Disclosure Certificates.

(b) If any Participant desires to include, utilize, or refer to any Protected Materials or information derived from Protected Materials in testimony, workpapers, or evidentiary hearing exhibits in these proceedings, such Participant shall first notify both counsel for the producing Participant and the Assigned ALJ of such desire. If the producing Participant and the Assigned ALJ do not object to the aforementioned use of Protected Materials, or upon a ruling by the Assigned ALJ or Commission granting said use of Protected Materials, thereafter during the hearing, presentation of such Protected Materials will be governed by procedures determined by the Commission or the Assigned ALJ.

13. Nothing in this Protective Order shall be construed as precluding any Participant from objecting to the use of Protected Materials on any legal grounds.

14. Nothing in this Protective Order shall be construed as precluding any Participant, or employees, agents, and other representatives of that Participant, whether they are Reviewing

Representatives or not, from accessing that Participant's own Protected Materials, and the portions of any documents filed or served in these proceedings that contain such Protected Materials.

15. Nothing in this Protective Order shall preclude any Participant from requesting the Assigned ALJ, the Law and Motion ALJ, the Commission, or any other body having appropriate authority, to find that this Protective Order should not apply to all or any materials previously designated as Protected Materials pursuant to this Protective Order. The Assigned ALJ may alter or amend this Protective Order as circumstances warrant at any time during the course of these proceedings.

16. All Protected Materials filed with the Commission, the Assigned ALJ, or the Law and Motion ALJ, or any other judicial or administrative body, in support of, or as a part of, a motion, other pleading, brief, or other appropriate containers bearing prominent markings indicating that the contents include Protected Materials, are subject to this Protective Order.

17. If the Assigned ALJ, the Law and Motion ALJ, or the Commission finds at any time in the course of these proceedings that all or part of the Protected Materials need not be protected, those materials shall, nevertheless, be subject to the protection afforded by this Protective Order for seven (7) business days from the date of issuance of such decision, and if the Participant seeking protection files an interlocutory appeal, until seven (7) business days after the final order resolving the question of confidentiality. None of the Participants waives the right to seek additional administrative or judicial remedies after a decision respecting Protected Materials or Reviewing Representatives, or the Commission's denial of any appeal thereof.

18. None of the Participants waives the right to pursue any other legal or equitable remedies that may be available in the event of actual or anticipated disclosure of Protected Materials. In particular, any actual or attempted release or use of Protected Materials or Notes of Protected Materials other than as contemplated under this Protective Order may lead to irreparable injury which could not adequately be compensated through Commission remedies or monetary damages, and may therefore be enjoined.

19. For confidential information containing extremely sensitive commercially information for which a Participant believes "Protected Materials" status would not provide sufficient protection, such Participant may designate and mark the documents "Protected Materials – Government

Eyes Only” in which case the documents can only be produced and reviewed by federal or state government representative.

20. The contents of Protected Materials or any other form of information that copies or discloses Protected Materials shall not be disclosed to anyone other than in accordance with this Protective Order and shall be used only in connection with these proceedings. Any violation of this Protective Order and of any Non-Disclosure Certificate executed hereunder shall constitute a violation of an order of the Commission.

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DRAFT
ADMINISTRATIVE LAW JUDGE'S RULING APPROVING
PROTECTIVE ORDER

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[DRAFT]

**ADMINISTRATIVE LAW JUDGE'S RULING
APPROVING PROTECTIVE ORDER**

This ruling approves the text of a Protective Order designed for use during this proceeding to protect the confidential materials produced in discovery by the various parties to these proceedings. I have reviewed the Protective Order and find it reasonable for the purposes proposed by the parties.

Therefore, **IT IS RULED** that all Participants in this proceeding (as that term is defined in the Protective Order) shall, if they wish to receive Protected Materials (a term also defined in the Protective Order), be bound by the Protective Order and sign the Non-Disclosure Certificate accompanying the Protective Order.

Dated _____, at San Francisco, California.

Administrative Law Judge

DRAFT
NON-DISCLOSURE CERTIFICATE

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[DRAFT] NON-DISCLOSURE CERTIFICATE

I hereby certify my understanding that access to Protected Materials is provided to me pursuant to the terms and restrictions of the Protective Order in this proceeding, that I have been given a copy of and have read the Protective Order, and that I agree to be bound by it. I understand that the contents of the Protected Materials, any notes or other memoranda, or any other form of information that copies or divulges Protected Materials shall not be disclosed or disseminated to anyone, other than in accordance with the Protective Order. I will use Protected Materials, Notes of Protected Materials, Electronic Notes of Protected Materials, and information contained therein solely for the purpose of addressing the issues in this proceeding. I will not use Protected Materials, Notes of Protected Materials, Electronic Notes of Protected Materials, and information contained therein for any other purpose or in any other regulatory or judicial proceeding. At the conclusion of this proceeding, I will return or destroy all Protected Materials and destroy all Notes of Protected Materials and Electronic Notes of Protected Materials, in accordance with the provisions of the Protective Order. I acknowledge that a violation of this certificate constitutes a violation of an order of the California Public Utilities Commission.

Name: _____

Title: _____

Party: _____

Phone: _____

Signature: _____

E-mail: _____

Date: _____

CERTIFICATE OF SERVICE

I hereby certify, that pursuant to the Commission's Rules of Practice and Procedure, I have this day served a true and correct copy of the **MOTION OF SOUTHERN CALIFORNIA GAS COMPANY (U 904 G) FOR PROTECTIVE ORDER** on the parties indicated in the service list for A.10-12-006 and A.10-12-005 (in addition to the parties listed in the last consolidated GRC, A.06-12-009/A.06-12-010) by electronic mail and by U.S. mail to those parties who have not provided an electronic address to the Commission. I have also sent a hard copy by overnight mail to the Assigned Administrative Law Judge and Assigned Commissioner in this proceeding.

Executed this 28th day of December, 2010 at Los Angeles, California.

/s/ BECKY ROBERTS
BECKY ROBERTS

CALIFORNIA PUBLIC UTILITIES COMMISSION;
Service Lists - Proceedings: A10-12-005 and A10-12-006; Last Updated: December 23, 2010

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CALIFORNIA PUBLIC UTILITIES COMMISSION;
Service Lists - Proceedings: A06-12-009 and 010; Last Updated: December 27, 2010

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