

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

In the Matter of the Application of South)
Central MCN LLC for Approval of Transfer of)
Assets and a Certificate of Convenience and)
Necessity)

File No. EA-2016-0036

MOTION FOR PROTECTIVE ORDER

COMES NOW South Central MCN LLC (SCMCN) pursuant to 4 CSR 240-2.135 and requests the Missouri Public Service Commission (Commission) to grant it a protective order recognizing certain exhibits filed in connection with SCMCN's Direct and Supplemental Direct Testimony in support of to its application as confidential information that should not be made public, and in support of its Motion for Protective Order states as follows:

1. Pursuant to 4 CSR 240-2.135(1)(B), the Commission recognizes highly confidential information as information that should not be made public.

2. In support of Direct Testimony by Edward M. Rahill filed on December 10, 2015, SCMCN submitted redacted public versions of the following exhibits:

- Exhibit EMR-2: a commitment letter from Blackstone to SCMCN evidencing Blackstone's financial support for the Transaction described in SCMCN's application;
- Exhibit EMR-6: a commitment letter from Blackstone to SCMCN showing Blackstone's support of the North Liberal-Walkemeyer (NLW) Project that was submitted as a portion of SCMCN's confidential proposal to Southwest Power Pool (SPP); and
- Exhibit EMR-7: a letter of credit issued by Bank of America on behalf of Blackstone that was submitted as a portion of SCMCN's confidential proposal to SPP.

Nonpublic versions of the exhibits designated as Exhibit EMR-2HC, Exhibit ENR-6HC, and Exhibit EMR-7HC, respectively (collectively, the "Confidential Rahill Exhibits"), were also filed therewith.

3. In support of Direct Testimony by Noman L. Williams, filed on December 10, 2015, SCMCN submitted redacted public versions of the following exhibits:

- Exhibit NLW-7: GridLiance's Internal Compliance Program presentation; and
- Exhibit NLW-8: the SCMCN Safety Manual.

Nonpublic versions of the exhibits designated as Exhibit NLW-7HC and Exhibit NLW-8HC, respectively (collectively, the "Confidential Williams Exhibits"), were also filed therewith.

4. SCMCN seeks protection from disclosure for the Confidential Rahill Exhibits and the Confidential Williams Exhibits because they contain highly confidential information concerning market-specific information relating to goods or services offered by SCMCN in competition with others or relating to good or services purchased or acquired by SCMCN in providing service to others, including information regarding the financial and business relationship between SCMCN and related entities, including Blackstone Group investment entities.

5. None of the information contained in the Confidential Rahill Exhibits and the Confidential Williams Exhibits for which a claim of confidentiality is made can be found in any other open public document.

6. Should the Confidential Rahill Exhibits and the Confidential Williams Exhibits become public, it would likely harm the parties in future negotiations for similar transactions and in structuring future investments. Accordingly, good cause exists for the Commission to grant this request for confidential treatment of this information.

WHEREFORE, SCMCN respectfully requests confidential treatment for the Confidential Rahill Exhibits and the Confidential Williams Exhibits in accordance with 4 CSR 240-2.135.

Respectfully submitted,

/s/ Alison M. Nelson

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CERTIFICATE OF SERVICE

The undersigned does hereby certify that a copy of the foregoing has been served upon all parties of record by forwarding the same by electronic mail or U.S. Mail, postage prepaid, this 10th day of December, 2015, to the following:

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