

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of Entergy Arkansas, Inc.'s)	
Notification of Internal Restructuring or)	File No. EO-2018-0169
Alternative Application for Approval of)	
Restructuring and Related Relief)	

MOTION FOR PROTECTIVE ORDER

COMES NOW Entergy Arkansas, Inc. ("EAI" or the "Company"), by undersigned counsel and pursuant to Sections 386.480, RSMo and 4 CSR 240-2.135(3) and (4), and respectfully moves the Commission to issue a protective order in this case in order to protect the confidentiality of certain information sought by Data Requests by the Commission Staff. In support of its Motion, EAI states the following:

1. Staff Data Request No. 0002 requests an unredacted copy of the direct testimony and exhibits of James I. Warren on behalf of EAI filed before the Arkansas Public Service Commission ("APSC") in Docket No. 17-052-U. That testimony contains highly sensitive protected information that is protected in Arkansas at the highest level.¹ Consistent with the Highly Sensitive Protected Information Cover Sheet ("Cover Sheet") that accompanied the testimony filing in Arkansas (attached hereto as Exhibit A), Mr. Warren's testimony contains expert tax law analysis of the corporate restructuring. Further, the Cover Sheet explains that the testimony contains commercially sensitive information that, if disclosed, would expose EAI to an unreasonable risk of harm and cause EAI and its customers to suffer material damage to the Company's competitive and financial position.

¹ Arkansas provides for two levels of protection – the lower level being available for confidential information and the higher level being available for highly sensitive protected information (or "HSPI"), which would be the equivalent of "Highly Confidential" as that term is used in Missouri.

2. Staff Data Request No. 0005 requests information concerning the basis of customer credits to retail customers offered by EAI and another Entergy Corporation utility subsidiary in filings related to corporate restructurings in Arkansas and New Orleans, respectively. Mr. Warren's highly sensitive testimony (Data Request No. 0002) forms part of the basis of the Response to Data Request No. 0005. EAI notes that information regarding the customer credits offered to retail customers in Arkansas and New Orleans is irrelevant to this proceeding and unlikely to lead to the production of admissible evidence for the reason that EAI serves no retail customers in Missouri. Nonetheless, EAI is willing to provide the information to Staff so long as the information is protected in the same manner that it is afforded protection in Arkansas.

3. In response to Staff Data Request No. 0002, EAI is willing to provide an unredacted copy of Mr. Warren's Arkansas direct testimony to Staff for its sole use in exercising its regulatory functions by examining the information therein and resolving this proceeding. Likewise, EAI is willing to provide Staff with a response to DR 0005. However, EAI is willing to do so only if its responses to those requests are granted highly confidential status. Therefore, EAI requests greater protection than that provided by a confidential designation under 4 CSR 240-2.135 due to the highly confidential nature of the information contained therein. The Responses to both Data Requests contain highly confidential information as described above. There is no legitimate purpose to be served in disclosing this material to any person other than the appropriate reviewing Staff of the Commission or the Office of the Public Counsel, which, like Staff, is restrained by the provisions of Section 386.480, RSMo.

4. The probative value of the information sought is outweighed by the harm that public disclosure would cause to EAI.

5. The Highly Confidential Information sought to be protected by this Motion cannot be found in any format in any other public document.

6. For these reasons, EAI requests that the Commission designate its Responses to Staff Data Requests 0002 and 0005 in this matter as “Highly Confidential.”

7. **As explained above, the direct testimony of Mr. Warren that is sought by DR 0002 and that forms the basis for the response sought in DR 0005 is protected in Arkansas at the highest level of confidential status (i.e., HSPI) in Docket No. 17-052-U pending before the APSC. EAI requests that the Missouri Public Service Commission protect this information in the same manner as well, as a matter of comity as well as on the merits.**

8. Release of the information sought by Data Requests 0002 and 0005 would be harmful to EAI’s business interests. Release of that highly confidential information would negatively impact EAI and its retail customers in Arkansas by releasing details of the Company’s expert tax analysis related to the regulated utility business transactional structure. Moreover, Mr. Warren’s testimony contains commercially sensitive information, disclosure of which would expose EAI to an unreasonable risk of harm and cause EAI and its customers to suffer material damage to the Company’s competitive and financial position.

9. EAI proposes that Staff and Office of Public Counsel need take no additional steps to protect the highly confidential nature of EAI’s Responses to Data Requests 0002 and 0005 other than maintaining their complete confidentiality, as required by statute.

10. If any additional parties were to intervene in this matter, EAI would propose the following:

a. No party should be allowed access to EAI’s Responses to Data Requests 0002 and 0005 without the explicit permission of EAI and without first

returning to EAI the same types of affidavits that are required in Arkansas, through which a party attests its commitment to abide by the terms set forth in the Interim Protective Order in Docket No. 17-052-U (included as part of Exhibit A) before the APSC and its eligibility to receive HSPI (or, in Missouri, Highly Confidential Information);

b. If any party requests access to EAI's Responses to Data Requests 0002 and 0005, EAI reserves the right to first object and to argue the matter before the Regulatory Law Judge (RLJ) in this matter;

c. If the RLJ were to grant access to the moving party, EAI should be given the opportunity to appeal the RLJ's decision to the full Commission; and

d. If access is granted to EAI's Responses to Data Requests 0002 and 0005, access should be granted only upon the submission of the affidavit and compliance with the Interim Protective Order described in (a) above, including that such information be designated as Highly Confidential Information, not be shared with any other person or entity, and not be used for any other purpose outside the instant case.

WHEREFORE, Entergy Arkansas, Inc. respectfully requests that the Missouri Public Service Commission issue a Protective Order designating EAI's Responses to Staff Data Requests 0002 and 0005 as "Highly Confidential" to the reviewing Staff and Office of Public Counsel and limiting access to said Responses in the manner outlined above.

Respectfully submitted,

/s/ William D. Steinmeier

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COUNSEL FOR ENTERGY ARKANSAS, INC.
(EAI)

CERTIFICATE OF SERVICE

I hereby certify that the undersigned has caused a complete copy of the attached document to be electronically filed and served on the Commission's Staff Counsel (at staffcounsel@psc.mo.gov), and the Office of Public Counsel (at opcservice@ded.mo.gov) on this 30th day of January 2018.

/s/ William D. Steinmeier