

**PROPOSED**

**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

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**IN RE: PETITION OF ATMOS ENERGY  
CORPORATION FOR APPROVAL OF  
GAS TRANSPORTATION AGREEMENT  
WITH THE GOODYEAR TIRE AND  
RUBBER COMPANY**

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**DOCKET NO. 03-00540**

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**AGREED PROTECTIVE ORDER**

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To expedite the flow of filings and adequately protect material entitled to be kept confidential, Atmos Energy Corporation ("Atmos") and the Staff of the Tennessee Regulatory Authority ("Staff") agree, and it is hereby ordered that:

1. This Agreed Protective Order shall apply to and govern the use, handling, and production of all information contained in documents or other storage media produced in response to data requests or filed with the Tennessee Regulatory Authority ("TRA") in the above-captioned case and designated by any party as confidential (the "Confidential Information"). Confidential Information includes any extracts or summaries of Confidential Information. Any such extracts or summaries shall be subject to this Agreed Protective Order and shall be treated in the same manner as the original material from which they were drawn.
2. Information produced in response to data requests or filed in the above-captioned case may be designated confidential by stamping or typing the designation "Confidential" on the face of the information in a manner that does not obscure the information produced.

3. Confidential Information shall not be communicated or disclosed in any manner, either directly or indirectly, to any person or entity other than the following:

(a) counsel of record for the parties in the above-captioned case and any legal support personnel acting at the direction of counsel actively engaged in assisting counsel of record in this proceeding;

(b) outside consultants and expert witnesses employed or retained by the parties or their counsel to assist such in the above-captioned case through evaluation, testimony, preparation for hearing or other services related to this matter, provided such experts have, prior to accessing Confidential Information, been provided with a copy of this Agreed Protective Order and subject to the requirements of Paragraph 4 of this Order ; and

(c) TRA Directors and members of the staff of the TRA.

4. Prior to disclosure of Confidential Information to any person or entity described in Section 3(a) and (b), the counsel representing the party who is to receive the Confidential Information shall provide a copy of this Order to the recipient who shall be bound by the terms of this Order. The parties to this matter or their counsel shall not cause any person or entity other than those specifically authorized by this Agreed Protective Order to receive Confidential Information without prior written consent of the counsel who designated the material as confidential.

4. All Confidential Information that is produced in response to data requests or filed with the TRA, and any pleadings, motions, or other papers filed with the TRA containing or disclosing Confidential Information shall be marked with reference to this Agreed Protective Order and shall not be opened or viewed by anyone other than necessary TRA personnel, and shall not be made available on the TRA website, except upon further order of the TRA. If any

party or non-party subject to this Order inadvertently fails to designate documents as Confidential Information in accordance with the provisions of this Order when producing such documents and such failure is not discovered in time to provide five (5) days notice to the recipient of the confidential nature of such documents, the failure to so designate such documents shall not constitute a waiver of confidentiality and a party by written motion or by oral motion at any hearing may request the designation of such documents as Confidential Information, and if the motion is granted by the TRA, the hearing officer, or the court, the recipient shall immediately treat such documents as Confidential Information. The TRA, the Hearing Officer, or a court may also, at his or her discretion, either before or during any hearing regarding this case, allow information to be designated as Confidential Information and treated as such in accordance with the terms of this Order.

5. Documents, information and testimony designated as Confidential Information in accordance with this Order, may be disclosed in testimony at the hearing of this proceeding and offered into evidence used in any hearing related to this action, subject to Tenn. Code Ann. § 4-5-313, to such future orders as the TRA, the hearing officer, or a court may enter, and to the following requirements: any party intending to use documents or testimony containing Confidential Information at a hearing in this proceeding shall inform the producing party prior to the hearing so that appropriate measures can be taken to protect the confidential nature of the information.

6. This Agreed Protective Order will survive and remain in full force and effect after the termination of the above-captioned case for five (5) years unless this order is vacated or modified. Upon termination of this proceeding and any appeals from this proceeding the parties

or their counsel may arrange for the return or destruction of documents containing Confidential Information.

7. Any party may contest the designation of any document or information as Confidential Information by applying to the TRA, the hearing officer, or a court, as appropriate, for a ruling that the documents, information, or testimony should not be so treated. Any information the confidentiality of which is in dispute shall remain subject to this Agreed Protective Order until the dispute is resolved in writing by counsel, or if necessary, until order of the TRA or hearing officer. Counsel shall first make a good faith effort to resolve any dispute.

8. Neither the taking of any action in accordance with the provisions of this Agreed Protective Order, nor the failure to object thereto, shall be construed as a waiver of any claim or defense in the above-captioned case. The entry of this Agreed Protective Order shall not be construed as a waiver of any right to object to the furnishing of information in response to data requests or to object to a requested inspection of documents or things, and, except as expressly provided, shall not relieve any party of the obligation of producing information in the course of discovery. Nothing herein constitutes or may be interpreted as a waiver by any party of the attorney-client privilege, attorney work product protection, or any other privilege. Nothing herein shall be construed to affect in any manner the admissibility as evidence of any document, information, or testimony.

9. Non-party witnesses, including entities responding to subpoenas, data requests or third party discovery propounded by the parties or the TRA, shall be entitled to invoke the provisions of this Order by designating information disclosed or documents produced for use in this action as Confidential Information in which event the provisions of this Order shall govern the disclosure of information or documents provided by the non-party witness. A non-party

witness' designation of information as Confidential Information may be challenged under Paragraph 7 of this Order.

10. Any person to who disclosure or inspection is made in violation of this Order shall be bound by the terms of this Order.

ENTERED this \_\_\_\_ day of \_\_\_\_\_, 2004.

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Jean A. Stone  
Hearing Officer

[signatures continued on following page]

AGREED TO AND APPROVED:

BAKER, DONELSON, BEARMAN  
CALDWELL & BERKOWITZ

*Misty Smith Kelley by Randal L. Gilliam with permission*

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