

BEFORE THE PUBLIC UTILITIES COMMISSION

OF THE STATE OF HAWAII

In the Matter of the Application of )  
 )  
CASTLE & COOKE, INC., )  
CASTLE & COOKE RESORTS, LLC, )  
MANELE WATER RESOURCES, LLC, )  
LANAI TRANSPORTATION COMPANY, )  
INC., AND LANAI WATER COMPANY, INC. )  
 )  
For Approval of the Indirect Transfer of Manele )  
Water Resources, LLC, Lanai Transportation )  
Company, Inc. and Lanai Water Company, Inc. )  
\_\_\_\_\_ )

Docket No. **2012-0157**

**FILED**  
2012 JUN 19 A 11:21  
PUBLIC UTILITIES  
COMMISSION

PROTECTIVE ORDER NO. \_\_\_\_\_

STIPULATION FOR PROTECTIVE ORDER

EXHIBIT A

AND

CERTIFICATE OF SERVICE

BEFORE THE PUBLIC UTILITIES COMMISSION  
OF THE STATE OF HAWAII

In the Matter of the Application of	)	
	)	Docket No.
CASTLE & COOKE, INC.,	)	
CASTLE & COOKE RESORTS, LLC,	)	
MANELE WATER RESOURCES, LLC,	)	
LANAI TRANSPORTATION COMPANY,	)	
INC., AND LANAI WATER COMPANY, INC.	)	
	)	
For Approval of the Indirect Transfer of Manele	)	
Water Resources, LLC, Lanai Transportation	)	
Company, Inc. and Lanai Water Company, Inc.	)	
_____	)	

STIPULATION FOR PROTECTIVE ORDER

WHEREAS, CASTLE & COOKE, INC. ("CCI"), CASTLE & COOKE RESORTS, LLC ("CC Resorts"), MANELE WATER RESOURCES, LLC ("Manele Water"), LANAI TRANSPORTATION COMPANY, INC. ("Lanai Transportation"), and LANAI WATER COMPANY, INC. ("Lanai Water") (collectively the "Applicants") have filed an application requesting approval of the indirect sale and transfer (through the sale and transfer of the membership interests of CC Resorts) from CCI to Lanai Island Holdings, LLC ("Buyer"), of all of the membership interests of CC Resorts wholly-owned subsidiary Manele Water, and all of the stock of CC Resorts' wholly-owned subsidiaries Lanai Transportation and Lanai Water;

WHEREAS, Applicants maintain that the disclosure of certain confidential information could disadvantage Applicants and Buyer by disclosing confidential, privileged and proprietary information regarding Applicants' and Buyer's financial and business circumstances;

WHEREAS, Applicants anticipate that during the course of this proceeding, information considered to be privileged and/or confidential by a party may be requested or filed;

WHEREAS, the Division of Consumer Advocacy of the Department of Commerce and Consumer Affairs ("Consumer Advocate") is ex officio a party to this proceeding pursuant to the Rules of Practice and Procedure before the Commission;

WHEREAS, Applicants and the Consumer Advocate shall be hereafter collectively referred to as "parties" and individually referred to as a "party";

WHEREAS, the parties desire to establish a set of procedures and provisions pertaining to the use and disclosure of information considered to be confidential and any information which any party may in the future contend to be confidential;

WHEREAS, the parties understand that during the course of the evidentiary hearing in this matter, if any, if it becomes necessary to address any information provided pursuant to this protective order during the course of the hearing, that portion of the proceeding will be heard in camera; and

NOW, THEREFORE IT IS HEREBY STIPULATED AND AGREED, in accordance with Section 6-61-50 of the Rules of Practice and Procedure before the Public Utilities Commission, that the Commission issue a protective order covering the confidential information identified in the course of the proceeding in connection with the Application as follows:

TERMS OF THE ORDER

1. This protective order governs the classification, acquisition, and use of trade secrets and other confidential information produced by any party in this docket.
2. All parties or participants to all or any portion of this docket, including persons who are granted intervention or participation after the effective date of this protective order, shall

be subject to this protective order and shall be entitled to all confidential information of a party or participant under the provisions of this protective order to the extent allowed by the Commission.

#### APPLICATION OF THE UNIFORM INFORMATION PRACTICES ACT

3. To the extent that any of the documents covered by this protective order consist of "government records," as defined in Hawaii Revised Statutes ("HRS") § 92F-3, the provisions of HRS Chapter 92F ("Uniform Information Practices Act" or "UIPA") shall apply to the disclosure of information contained in such documents. In the event any provision of this protective order conflicts with any provision of the UIPA, the UIPA shall control.

#### CLASSIFICATION

4. A party to this proceeding may designate as confidential any information it believes, in good faith, contains trade secrets or other confidential research, development, commercial, financial, vendor, or bid information, including but not limited to cost support studies. Such information shall be protected against disclosure to a non-qualified person pursuant to the terms of this protective order, unless such information is declassified, or permission to disclose the information to such non-qualified person is granted by the party claiming confidentiality, as provided in paragraph 13 below.

5. If a party designates information as confidential pursuant to paragraph 4 above or paragraph 6 below, it shall produce the confidential information in accordance with the procedures described in paragraphs 11 through 14 below, and concurrently provide that confidential information in writing to the Commission and the Consumer Advocate. If a party seeks to designate information as confidential, it must: (1) identify, in reasonable detail, the information's source, character, and location, (2) state clearly the basis for the claim of

confidentiality, and (3) describe, with particularity, the cognizable harm to the producing party from any misuse or unpermitted disclosure of the information. If the Commission or any party challenges the claim of confidentiality of the information, the party claiming confidentiality shall bear the burden of proof in supporting its claim of confidentiality, and the Commission will determine whether: (1) the information is confidential and subject to protection under this protective order, or (2) the challenged information must be disclosed by the producing party. Any challenge to the confidentiality of any information shall be made in accordance with paragraph 24 below.

6. Confidential information provided to the Commission or a party, orally or in any other form, shall be protected as fully as confidential information provided in written form. A party shall notify the Commission and the parties when information provided orally or in other than written form includes confidential information. At the time of such notification, the party shall, in the manner provided in paragraph 5 above, specify the subject-matter of such confidential information, the basis for the claim of confidentiality, and the cognizable harm to the producing party from any misuse or unpermitted disclosure of the information.

#### FORMS OF CONFIDENTIAL INFORMATION

7. All information claimed to be confidential information shall be subject to the terms of this protective order, and shall be treated by all qualified persons (as defined in paragraph 12 below) as constituting confidential information. Any notes, summaries, abstracts, or analyses that are prepared by counsel, experts, or other qualified persons, and that contain or reflect any of the underlying confidential information, shall also be subject to the terms of this protective order.

## DESIGNATION

8. Any party claiming that information is confidential shall place upon the applicable material the following legend:

### **CONFIDENTIAL SUBJECT TO PROTECTIVE ORDER**

Whenever only a portion of a document, transcript, or other material is deemed to contain confidential information, the party shall, to the extent reasonably practicable, limit the claim of confidentiality to only such portion. However, if such limitation is not reasonably practicable, the entire document, transcript, or other material may be designated as confidential information.

9. With respect to any confidential information that is not under the control of the party claiming the information is confidential, other persons shall, to the extent requested by that party, cooperate to ensure that all copies of such confidential information bear the legend required in paragraph 8 above.

10. Any party may request the Commission to designate as confidential information any document or other information previously produced but not designated as confidential, provided that the party, in the manner provided in paragraph 5 above, specifies the subject-matter of such confidential information, the basis for the claim of confidentiality, and the cognizable harm to the producing party from any misuse or unpermitted disclosure of the information. In addition, the party claiming confidentiality shall substitute the previously- produced but not designated as confidential material with the identical material under designation as required in Paragraph 8 above.

## DISCLOSURE

11. Except as provided in paragraph 13 below, confidential information shall not be made available or disclosed to any person who is not a "qualified person" as defined in paragraph 12 below.

12. "Qualified person," as used in this protective order means any one of the following:

- a. The author(s), addressee(s), or originator(s) of the confidential information;
- b. The Commission, its staff, counsel (including employees directly employed by such counsel), and any consultants retained by the Commission in this proceeding;
- c. The Consumer Advocate, its staff, counsel, (including employees directly employed by such counsel), and any consultants retained by the Consumer Advocate in this proceeding;
- d. Applicant, its officers and employees, its counsel (including employees directly employed by such counsel) and any consultants retained by Applicant;
- e. Any other party or participant to this proceeding, its staff, its counsel (including employees directly employed by such counsel), and any consultants retained by it for this proceeding, to the extent allowed by the Commission;
- f. Any other person approved by the party asserting the claim of confidentiality; and
- g. Any other person designated as a qualified person by order of the Commission.

13. When a qualified person wishes to disclose confidential information to a non-qualified person, the qualified person must request in writing permission from the party claiming confidentiality. The written request shall identify the non-qualified person to whom disclosure is desired; disclose any past, present, or anticipated affiliation between the qualified person and the

non-qualified person; specify the exact information to be disclosed; and state the reasons for the requested disclosure. If written permission is granted by the party claiming confidentiality, disclosure of the confidential information shall be made to such non-qualified person in the same manner as provided for qualified persons in paragraph 14 below.

#### PROCEDURE FOR OBTAINING ACCESS

14. Prior to disclosing confidential information to a qualified person other than the Commission and its staff and counsel, and the Consumer Advocate and its staff and counsel, the qualified person shall read a copy of this protective order, complete a copy of the agreement attached as Exhibit A to this protective order, and sign the completed copy of the agreement. A copy of the executed agreement shall be delivered to the party claiming confidentiality and to the Commission.

#### USE OF CONFIDENTIAL INFORMATION

15. Any confidential information obtained under this protective order shall be used solely in connection with this proceeding and any related administrative and judicial proceedings (at which time the information will continue to be treated as confidential), and shall not be used for any other purpose, including business, governmental or commercial purposes, or in any other administrative or judicial proceeding, except as provided in paragraphs 16 and 17, and except as may be directed by (a) an order of court, (b) an order of the Commission, or (c) the UIPA (in the case of any "agency" as defined in HRS § 92F-3), including any ruling of the Office of Information Practices of the State of Hawaii.

16. Any confidential information obtained under this protective order may be used by the Commission and its staff and counsel in any proceeding pending before the Commission involving the producing party, or where the intended use of such confidential information is for

the purpose of assisting the Commission in fulfilling its statutory duties and responsibilities. The confidential information shall continue to be treated as confidential until the protection conferred by this protective order (or any other applicable protective order) is terminated by the producing party, or until further order of the Commission.

17. Any confidential information obtained under this protective order may be used by the Consumer Advocate, its staff, its consultant and its counsel in any proceeding pending before the Commission involving the producing party, or where the intended use of such confidential information is for the purpose of assisting the Consumer Advocate in fulfilling its statutory duties and responsibilities. The confidential information shall continue to be treated as confidential until the protection conferred by this protective order (or any other applicable protective order) is terminated by the producing party, or until further order of the Commission.

18. Unless otherwise ordered by the Commission, if a party desires to file written testimony, exhibits or pleadings that contain or reflect the confidential information, only that part of the page(s) containing or reflecting such information shall be treated as confidential, and that part of any hearing, if any, at which such information is discussed shall be held in camera, or under other conditions imposed by the Commission to prevent unnecessary public disclosure of such information. A copy of any confidential page(s), with any such information deleted, shall be filed to be included in the public record, and each such page shall contain the following designation in the upper left-hand corner:

**Confidential Information Deleted Pursuant To  
Protective Order No. \_\_\_\_\_, Filed on \_\_\_\_\_.**

### RETENTION OF CONFIDENTIAL INFORMATION

19. Confidential information shall be retained in a locked cabinet dedicated to the storage of confidential information, or otherwise secured to ensure that access to and disclosure of the confidential information is limited to a qualified person.

20. Confidential information that is given to or filed with the Commission or its staff and counsel shall be separately bound and placed in a sealed envelope or other appropriate sealed container on which shall appear the following legend:

**THIS ENVELOPE IS SEALED PURSUANT TO PROTECTIVE ORDER NO. \_\_\_\_\_, FILED ON \_\_\_\_\_, AND CONTAINS DOCUMENTS WITH CONFIDENTIAL INFORMATION. IT IS NOT TO BE OPENED OR THE CONTENTS OF THIS ENVELOPE DISPLAYED OR REVEALED EXCEPT TO QUALIFIED PERSONS AUTHORIZED TO INSPECT THE ENCLOSED DOCUMENTS.**

21. Confidential information shall not be reproduced or duplicated, except to make working copies and copies to be filed with the Commission under seal. If a document contains information so sensitive that it should not be copied by anyone, it shall bear the following legend: "Copying Prohibited."

22. If a court or other administrative agency requests, subpoenas, or orders production of confidential information that a party or person has obtained under this protective order, that party or person, prior to disclosure, shall promptly notify the party claiming confidentiality of the request, subpoena, or order.

### DURATION OF CONFIDENTIALITY

23. The confidentiality of the information produced pursuant to this protective order shall be preserved until all interested parties, by written stipulation, terminate the protection conferred by this protective order.

### APPEAL TO THE COMMISSION

24. If any interested person or party disagrees with the designation of information as confidential, the party claiming confidentiality and the person or party so disagreeing shall first make a good faith attempt to resolve the dispute on an informal basis. If the dispute cannot be resolved, the person or party contesting the confidentiality of the information shall file a motion to compel disclosure or any other appropriate motion with the Commission. The party claiming confidentiality shall bear the burden of proof in supporting its claim, and the Commission will determine whether the information shall continue to be designated as confidential under this protective order. Pending a disposition of the motion, the information in question shall continue to be treated as confidential information and shall not be disclosed except as permitted in this protective order.

### NON-WAIVER OF OBJECTIONS AND RIGHTS

25. The parties retain the right to contest any assertion or finding of confidentiality or of non-confidentiality. The parties retain the right to question, challenge, and object to the admissibility or submission of confidential information on the grounds of relevancy or materiality.

26. Notwithstanding anything to the contrary, nothing in this protective order creates any obligation to disclose or exchange any confidential information.

### MODIFICATION OF THE PROTECTIVE ORDER

27. The Commission may, upon good cause, modify this protective order on the motion of any party, or on its own motion, upon reasonable notice to the parties and an opportunity for hearing, or the Commission may modify this protective order upon receipt and approval of a written stipulation by the parties.

## DISPOSAL OF CONFIDENTIAL INFORMATION

28. Except as provided in paragraphs 29 and 30 below, within 90 days after the conclusion of this proceeding, persons in possession of confidential information shall, at the option of the party producing the confidential information, return or destroy all such materials and all copies, notes, tapes, papers, or other medium containing, summarizing, excerpting, or otherwise embodying any confidential information. If the party producing the confidential information requests destruction, the person destroying the information shall certify its destruction to the producing party, indicating the name of the person destroying the confidential information, the method of destruction, and the identity of the specific documents destroyed.

29. Counsel and the representatives of record for a party shall be entitled to retain memoranda, pleadings, exhibits of record, written testimony, and transcripts embodying information derived from or incorporating confidential information to the extent reasonably necessary to preserve files on this proceeding. The files shall not be disclosed to any other person.

30. Confidential information produced in this proceeding shall remain in the possession of the Commission, the Consumer Advocate and counsel for the Consumer Advocate for the duration required by applicable statutes, rules and administrative directives.

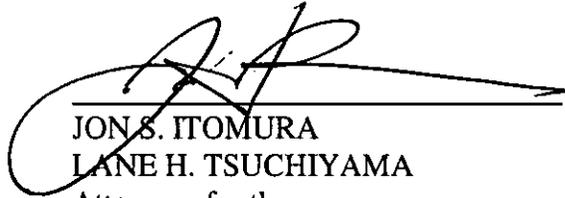
## SANCTIONS

31. Any person violating this protective order shall be subject to sanctions imposed by the Commission, and as provided by law.

DATED: Honolulu, Hawaii, June 18, 2012.



CRAIG I. NAKANISHI  
ERIN H. YODA  
Rush Moore LLP  
Attorneys for  
Castle & Cooke, Inc.,  
Castle & Cooke Resorts, LLC,  
Manele Water Resources, LLC,  
Lanai Transportation Company, Inc.,  
and Lanai Water Company, Inc.



JON S. ITOMURA  
LANE H. TSUCHIYAMA  
Attorneys for the  
Division of Consumer Advocacy  
Department of Commerce and Consumer Affairs

APPROVED AND SO ORDERED THIS \_\_\_\_\_  
at Honolulu, Hawaii.

PUBLIC UTILITIES COMMISSION  
OF THE STATE OF HAWAII

By \_\_\_\_\_  
Hermína Morita, Chair

By \_\_\_\_\_  
John E. Cole, Commissioner

By \_\_\_\_\_  
Michael E. Champley, Commissioner

APPROVED AS TO FORM:

\_\_\_\_\_  
Commission Counsel

EXHIBIT A

BEFORE THE PUBLIC UTILITIES COMMISSION  
OF THE STATE OF HAWAII

PROTECTIVE AGREEMENT

1. I, \_\_\_\_\_, have been presented with a copy of Protective Order No. \_\_\_\_\_ issued by the Hawaii Public Utilities Commission in Docket No. \_\_\_\_\_, on the \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ ("Protective Order").
2. I am employed by, retained by or assisting \_\_\_\_\_ in Docket No. \_\_\_\_\_, and have requested review of the confidential information covered by the Protective Order.
3. I understand the confidential information covered by the Protective Order is to be used solely on behalf of \_\_\_\_\_ and that unless otherwise permitted by the Protective Order, I am to make no other use of the confidential information, nor am I to disclose the confidential information to any other person, entity, government agency or anyone else.
4. I further understand that at the conclusion of my assistance to \_\_\_\_\_, I shall account for each copy, extract, note and summary of, or other document containing any part of such confidential information, to the party claiming confidentiality and I shall abide by the provisions in paragraph 28 of the Protective Order, unless otherwise permitted by paragraphs 29 and 30 of the Protective Order.
5. I hereby certify that I have read the above-mentioned Protective Order, and agree to abide by its terms and conditions.

DATED at \_\_\_\_\_, \_\_\_\_\_, this \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
\_\_\_\_\_  
Address

(\_\_\_\_\_) \_\_\_\_\_  
Telephone Number

BEFORE THE PUBLIC UTILITIES COMMISSION  
OF THE STATE OF HAWAII

In the Matter of the Application of )  
 ) Docket No.  
CASTLE & COOKE, INC., )  
CASTLE & COOKE RESORTS, LLC, )  
MANELE WATER RESOURCES, LLC, )  
LANAI TRANSPORTATION COMPANY, )  
INC., AND LANAI WATER COMPANY, INC. )  
 )  
For Approval of the Indirect Transfer of Manele )  
Water Resources, LLC, Lanai Transportation )  
Company, Inc. and Lanai Water Company, Inc. )  
 )

CERTIFICATE OF SERVICE

The foregoing Protective Order No. \_\_\_\_\_ was served on the date of filing as indicated below by mailing a copy by United States mail, postage prepaid, to the following:

EXECUTIVE DIRECTOR  
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS  
DIVISION OF CONSUMER ADVOCACY  
P.O. Box 541  
Honolulu, Hawaii 96809

CRAIG I. NAKANISHI  
ERIN H. YODA  
RUSH MOORE LLP  
737 Bishop Street, Suite 2400  
Honolulu, Hawaii 96813

**ATTACHMENT 2**

**Application of Castle & Cooke, Inc., Castle & Cooke Resorts, LLC, Manele Water Resources, LLC, Lanai Transportation Company, Inc., and Lanai Water Company, Inc. For Approval of the Indirect Transfer of Manele Water Resources, LLC, Lanai Transportation Company, Inc. and Lanai Water Company, Inc.:  
Differences Between Proposed Stipulation for Protective Order and the Commission's August 26, 2005 "Sample Stipulation for Protective Order"**

**Application of Castle & Cooke, Inc., Castle & Cooke Resorts, LLC, Manele Water Resources, LLC, Lanai Transportation Company, Inc., and Lanai Water Company, Inc. For Approval of the Indirect Transfer of Manele Water Resources, LLC, Lanai Transportation Company, Inc. and Lanai Water Company, Inc.: Differences Between Proposed Stipulation for Protective Order and the Commission's August 26, 2005 "Sample Stipulation for Protective Order"**

Page in Sample	Revision
Cover Page	<ul style="list-style-type: none"> <li>• Deleted reference to filing information, and the signature line for the Chief Clerk of the Commission.</li> </ul> <p><u>Purpose:</u> This language was deleted to accommodate scanning and importing the protective order into the Commission's Document Management System ("DMS").</p>
Page 2	<ul style="list-style-type: none"> <li>• Added the following paragraph:  WHEREAS, Applicants and the Consumer Advocate shall be hereafter collectively referred to as "parties" and individually referred to as a "party".</li> </ul> <p><u>Purpose:</u> This language was added to clarify that Applicants and the Consumer Advocate will be collectively referred to as "parties" and individually referred to as a "party".</p>
Pages 2 and 3	<ul style="list-style-type: none"> <li>• Deleted the paragraph labeled "[option 2]", and the words "[option 1]" in the paragraph labeled "[option 1]".</li> </ul> <p><u>Purpose:</u> The parties chose and agreed to adopt option 1.</p>
Page 5	<ul style="list-style-type: none"> <li>• Deleted the following underlined language in the first sentence of paragraph 7:  All information claimed to be confidential information shall be subject to the terms of this protective order, and shall be treated by all qualified persons (as defined by <u>this protective order</u>) as constituting confidential information.</li> <li>• Replaced the underlined language above with the phrase "in paragraph 12 below"</li> </ul>

Page in Sample	Revision
	<p><u>Purpose:</u> To clarify that the term “qualified persons” is defined in paragraph 12.</p>
Page 5	<ul style="list-style-type: none"> <li>• In the second sentence of paragraph 7, deleted the phrase: “Unless a different treatment is warranted.”.</li> </ul> <p><u>Purpose:</u> The provision is unnecessary.</p>
Page 6	<ul style="list-style-type: none"> <li>• Deleted the subparagraph entitled “[Option if applicable:]” at the end of paragraph 8.</li> </ul> <p><u>Purpose:</u> Language was deleted as it is inapplicable in this proceeding.</p>
Pages 7-8	<ul style="list-style-type: none"> <li>• Deleted the second subparagraph 12.d. “[Option] Independent consultants employed by a party....”</li> </ul> <p><u>Purpose:</u> Language was deleted as it is inapplicable in this proceeding.</p>
Page 8	<ul style="list-style-type: none"> <li>• Added the following underlined language to Paragraph 13:</li> </ul> <p style="padding-left: 40px;">When a qualified person wishes to disclose confidential information to a non-qualified person, the qualified person must request <u>in writing</u> permission from the party claiming confidentiality. The <u>written</u> request shall identify the non-qualified person to whom disclosure is desired; disclose any past, present, or anticipated affiliation between the qualified person and the non-qualified person; specify the exact information to be disclosed; and state the reasons for <u>the requested</u> disclosure. If <u>written</u> permission is granted by the party claiming confidentiality, disclosure of the confidential information shall be made to such non-qualified person in the same manner as provided for qualified persons in paragraph 14 below.</p> <p><u>Purpose:</u> These changes were made to require that both the request and the authorization for the release of confidential information to non-qualified persons be made in writing.</p>

Page in Sample	Revision
Page 8-9	<ul style="list-style-type: none"> <li>● Added the following underlined language to Paragraph 14:</li> </ul> <p style="margin-left: 40px;">Prior to disclosing confidential information to a qualified person other than the Commission and its staff and counsel, <u>and the Consumer Advocate and its staff and counsel</u>, the qualified person shall read a copy of this protective order, complete a copy of the agreement attached as Exhibit A to this protective order, and sign the completed copy of the agreement. A copy of the executed agreement shall be delivered to the party claiming confidentiality and <u>to the Commission.</u></p> <p><u>Purpose:</u> Language was included to allow the Consumer Advocate, its staff and counsel to be in parity with the Commission's staff and counsel in not having to execute protective agreements.</p>
Page 9	<ul style="list-style-type: none"> <li>● Added the following underlined language to Paragraph 15:</li> </ul> <p style="margin-left: 40px;">Any confidential information obtained under this protective order shall be used solely in connection with this proceeding and any related administrative and judicial proceedings (at which time the information will continue to be treated as confidential), and shall not be used for any other purpose, including business, governmental or commercial purposes, or in any other administrative or judicial proceeding, except as provided in paragraphs 16 and 17, and except as may be directed by (a) an order of court, (b) an order of the Commission, <u>or (c) the UIPA (in the case of any "agency" as defined in HRS § 92F-3), including any ruling of the Office of Information Practices of the State of Hawaii.</u></p> <p><u>Purpose:</u> The language was added to clarify UIPA, and to include the State of Hawaii.</p>
Page 10	<ul style="list-style-type: none"> <li>● Revised the second sentence of paragraph 18 by adding reference to the filing date of the protective order.</li> </ul> <p><u>Purpose:</u> The language was added to clarify the filing date of the protective order.</p>

Page in Sample	Revision
Pages 10-11	<ul style="list-style-type: none"> <li>Revised the first sentence of the legend in paragraph 20 by adding reference to the filing date of the protective order.</li> </ul> <p><u>Purpose:</u> The language was added to clarify the filing date of the protective order.</p>
Page 11	<ul style="list-style-type: none"> <li>In paragraph 23, deleted the phrase: "or until further order of the Commission."</li> </ul> <p><u>Purpose:</u> The provision is unnecessary.</p>
Pages 11-12	<ul style="list-style-type: none"> <li>Added the following underlined language to Paragraph 24:</li> </ul> <p>If any interested person <u>or party</u> disagrees with the designation of information as confidential, the party claiming confidentiality and the person <u>or party</u> so disagreeing shall first make a good faith attempt to resolve the dispute on an informal basis. If the dispute cannot be resolved, the person <u>or party</u> contesting the confidentiality of the information shall file a motion to compel disclosure or any other appropriate motion with the Commission. The party claiming confidentiality shall bear the burden of proof in supporting its claim, and the Commission will determine whether the information shall <u>continue to</u> be designated as confidential under this protective order. Pending a disposition of the motion, the information in question shall continue to be treated as confidential information and shall not be disclosed except as permitted in this protective order.</p> <p><u>Purpose:</u> These changes were made to indicate that a party may also disagree with the designation of information as confidential.</p>
Page 12	<ul style="list-style-type: none"> <li>Added the following sentence to the end of paragraph 25:</li> </ul> <p>The parties retain the right to question, challenge, and object to the admissibility or submission of confidential information on the grounds of relevancy or materiality.</p> <p><u>Purpose:</u> The language was taken from paragraph 26 to add additional language in paragraph 26. The phrase "or submission" was added to indicate</p>

Page in Sample	Revision
	that it also refers to the submission of confidential information.
Page 12	<ul style="list-style-type: none"> <li>● Replaced paragraph 26 with the following: <p style="margin-left: 40px;">Notwithstanding anything to the contrary, nothing in this protective order creates any obligation to disclose or exchange any confidential information.</p> <p><u>Purpose:</u> To clarify disclosure and exchange obligations.</p> </li> </ul>
Page 12	<ul style="list-style-type: none"> <li>● Added the following underlined language to Paragraph 27: <p style="margin-left: 40px;">The Commission may, <u>upon good cause</u>, modify this protective order on the motion of any party, or on its own motion, upon reasonable notice to the parties and an opportunity for hearing, <u>or the Commission may modify this protective order upon receipt and approval of a written stipulation by the parties.</u></p> <p><u>Purpose:</u> This language was added to require that modification be made only upon good cause, and to acknowledge that the Commission may modify the protective order upon receipt and approval of a written stipulation by the parties.</p> </li> </ul>
Page 12	<ul style="list-style-type: none"> <li>● Replaced the word “documents” with “confidential information” in the last sentence of Paragraph 28. <p><u>Purpose:</u> The phrase “confidential information” was used to clarify the documents being destroyed.</p> </li> </ul>
Page 13	<ul style="list-style-type: none"> <li>● Added the following underlined language to Paragraph 31: <p style="margin-left: 40px;">Any person violating this protective order shall be subject to sanctions imposed by the Commission, <u>and as provided by law.</u></p> <p><u>Purpose:</u> To clarify that anyone violating this protective order shall be subject to sanctions imposed by the Commission, and as provided by law.</p> </li> </ul>

Page in Sample	Revision
Exhibit A	<ul style="list-style-type: none"> <li>● Revised Paragraph 1 to read as follows:               <ol style="list-style-type: none"> <li>1. I, _____, have been presented with a copy of Protective Order No. _____ issued by the Hawaii Public Utilities Commission in Docket No. _____, on the ____ day of _____, 20____ (“Protective Order”).</li> </ol> </li> <li>● Revised Paragraph 2 to read as follows:               <ol style="list-style-type: none"> <li>2. I am employed by, retained by or assisting _____ in Docket No. _____, and have requested review of the confidential information covered by the Protective Order.</li> </ol> </li> <li>● Revised Paragraph 3 to read as follows:               <ol style="list-style-type: none"> <li>3. I understand the confidential information covered by the Protective Order is to be used solely on behalf of _____ and that unless otherwise permitted by the Protective Order, I am to make no other use of the confidential information, nor am I to disclose the confidential information to any other person, entity, government agency or anyone else.</li> </ol> <p><u>Purpose:</u> Language was added to clarify that disclosure may not be made to any other person, entity, government agency or anyone else. In addition, several non-substantive language changes were made to conform to this proceeding.</p> </li> </ul>
Certificate of Service	<ul style="list-style-type: none"> <li>● Revised the first paragraph to (1) reflect that the protective order will be served on the date of filing by mail, postage prepaid, and (2) delete certification language personal to the Chief Clerk.</li> <li>● Revised the contacts section to reflect the names and addresses of the parties in this proceeding.</li> <li>● Deleted the date and signature line for the “Chief Clerk.”</li> </ul> <p><u>Purpose:</u> Language was added and/or deleted to clarify the applicable method of service, and to reflect the names and addresses of the parties in this proceeding.</p>

**RUSH MOORE LLP**  
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**2012-0157**

June 19, 2012

The Honorable Public Utilities Commission  
of the State of Hawaii  
Kekuanao'a Building, First Floor  
465 South King Street  
Honolulu, Hawaii 96813

**FILED**  
2012 JUN 19 A 11: 21  
PUBLIC UTILITIES  
COMMISSION

Re: In the Matter of the Application of CASTLE & COOKE, INC., CASTLE & COOKE RESORTS, LLC, MANELE WATER RESOURCES, LLC, LANAI TRANSPORTATION COMPANY, INC., and LANAI WATER COMPANY, INC. For Approval of the Indirect Transfer of Manele Water Resources, LLC, Lanai Transportation Company, Inc. and Lanai Water Company, Inc.:  
Submission of Proposed Stipulation for Protective Order

To the Honorable Public Utilities Commission of the State of Hawaii:

Castle & Cooke, Inc., Castle & Cooke Resorts, LLC, Manele Water Resources, LLC, Lanai Transportation Company, Inc., and Lanai Water Company, Inc. (collectively "Applicants"), respectfully submit to the Public Utilities Commission of the State of Hawaii (the "Commission") a proposed Stipulation for Protective Order with the Department of Commerce and Consumer Affairs, Division of Consumer Advocacy (the "Consumer Advocate"), for the Commission's review and approval, provided hereto as Attachment 1.

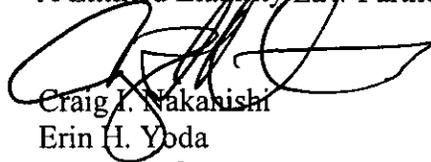
Applicants also submit, as Attachment 2, an explanation of modifications made to the "Sample Stipulation for Protective Order" attached to the Commission's August 26, 2005 guidelines concerning protective orders and confidential information. Attachment 2 provides a chart describing in detail these changes, which changes have been agreed to by Applicants and the Consumer Advocate. Please note that many of the modifications agreed to by the parties in this proceeding mirror those already included in the protective orders issued by the Commission in other prior proceedings.

Honorable Public Utilities Commission  
June 19, 2012  
Page 2 of 2

If you should have any questions, please do not hesitate to contact the undersigned.  
Thank you for your consideration.

Sincerely,

**RUSH MOORE LLP**  
A Limited Liability Law Partnership



Craig I. Nakanishi  
Erin H. Yoda  
Attorneys for  
Castle & Cooke, Inc.,  
Castle & Cooke Resorts, LLC,  
Manele Water Resources, LLC,  
Lanai Transportation Company, Inc.,  
and Lanai Water Company, Inc.

Enclosures (2)  
cc: Division of Consumer Advocacy (2 copies)

**ATTACHMENT 1**

**Stipulation for Protective Order; Exhibit A; and Certificate of Service**