

**BEFORE THE
DEPARTMENT OF TRANSPORTATION
OFFICE OF THE SECRETARY
WASHINGTON, D.C.**

Application of)	
)	
Breeze Aviation Group, Inc.)	Docket DOT-OST-2020-0019
)	
for a certificate of public convenience and)	
Necessity under 49 U.S.C. 41102 to engage)	
In interstate scheduled air transportation)	

**MOTION OF BREEZE AVIATION GROUP, INC.
TO WITHHOLD INFORMATION FROM PUBLIC DISCLOSURE**

Communications with respect to this document should be sent to:

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November 20, 2020

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Breeze Aviation Group, Inc. (“Breeze”) has filed its First Response to the Department’s Information Request (“First Response”) issued October 26, 2020 seeking clarification of certain information supporting Breeze’s Application for a certificate of public convenience and necessity to engage in interstate scheduled air transportation. Pursuant to section 302.12 of the Department’s Rules of Practice, Breeze Aviation Group, Inc. (“Breeze”) hereby moves to withhold from public disclosure certain of the information submitted with the First Response:

- Portions of the Response to Request 2 (Certain personal information, share count information and information about passive, minority investors)
- Exhibit 1 (information about passive, minority investors)
- Portions of Exhibits F-1-F-4 (Certain personal information)

These documents are being filed with this Motion in a sealed envelope marked “Confidential Materials - Rule 12 Treatment Requested.” In support of this Motion, Breeze submits the following:

1. Portions of the Response to Request 2 and Exhibit 1 contain information that is confidential and proprietary. First, the response to Request 2 contains the share counts of a private corporation (Peterson Partners, Inc.) that manages investment funds that collectively own a substantial interest in Breeze. The names and citizenship of the shareholders and their relative ownership percentages of are publicly disclosed. Second, Breeze seeks to withhold from public disclosure the identity of certain minority, passive investors in funds that have invested in Breeze while disclosing their respective citizenship and ownership percentages.

2. Such information is protected from public disclosure under the Freedom of Information Act, including 5 U.S.C. § 552(b)(4) (“Exemption 4”). Exemption 4 protects from public disclosure information that is (1) commercial or financial, (2) obtained from a person outside the government, and (3) privileged or confidential. The redacted portions of these response to Request 2 and Exhibit 1 satisfy the standard. They are commercial or financial in nature. The redacted information is not available to the public and was obtained from a private citizen, and Breeze and its investors consider the information highly confidential.

3. Breeze submits that public disclosure of the confidential information it is providing would cause substantial harm to its competitive position, and could impair the government’s ability to obtain similar information on a voluntary basis from individuals in the future.¹ Indeed, the identity of passive investors in private equity funds is information that is closely guarded by those funds. Requiring public disclosure of this information would not only jeopardize the ability of the Department to obtain such information in the future, but it would also impair the ability of start-up airlines to attract venture capital in the first place. Accordingly, the Department has protected

¹ *Gulf & Western Indus., Inc. v. United States*, 615 F.2d 527, 529 (D.C. Cir. 1980); *Nat’l Parks & Conservation Ass’n v. Morton*, 498 F.2d 765, 770 (D.C. Cir. 1974).

such information from public disclosure in the past.² Disclosure of the information would only cause harm to the parties providing the information without corresponding public benefit. In such circumstances, the Department will withhold stockholder information when the information “is not pertinent to our discussion of the major shareholders and the capitalization of the applicant.”³ Detailed information about the holders of a 10% interest or greater is publicly disclosed. Public disclosure of the identity of these minority, passive investors for their participation in a private financing transaction is not pertinent to the determination of any issue in Breeze’s Application.

4. With respect to Exhibits F-1 through F-4, portions of the response to Request 2 and Exhibit 1, Breeze has redacted personal contact information of certain of its executives, employees, investors and investors in its investors. Such information is protected from public disclosure under the Freedom of Information Act, including 5 U.S.C. § 552(b)(6) (“Exemption 6”). Exemption 6 permits the withholding from public disclosure that would constitute an unwarranted invasion of privacy. Disclosure of the personal contact information not only would be an unwarranted

² See Ruling on Motion of New Air Corporation for Confidential Treatment of Documents, DOT-OST-99-5616-9 (Jun. 15, 1999) (“We construe stockholder and employment agreements as being confidential and proprietary information and conclude that their public disclosure would provide no public benefit but could result in competitive harm to the company and in the impairment of its relationship with its employees and stockholders. Such documents are normally granted confidential treatment by the Department.”); Ruling on Motion of Delux Public Charter, LLC for Confidential Treatment of Documents, DOT-OST-2015-0208 (Jan. 13, 2016) (granting confidential treatment of information identifying investors with beneficial ownership interests); Order re Motion of Virgin America Inc. For Confidential Treatment Under Rule 12, DOT-OST-2005-23307 (Dec. 23, 2005) (granting confidential treatment and interim access subject to confidentiality protections including information disclosing details of Virgin America Inc.’s financing, including identification of passive investors in funds investing in Virgin America); see also Motion of Virgin America Inc. For Confidential Treatment Under Rule 12, DOT-OST-2005-23307 (Dec. 13, 2005) (requesting confidential treatment for, among other things, Investor Formation Documents and Investor Subscription Agreements).

³ See Ruling on Motion of New Air Corporation for Confidential Treatment of Documents, DOT-OST-99-5616-9 (Jun. 15, 1999)

invasion of privacy, but the information is not particularly probative of Breeze's fitness to provide air transportation. Moreover, the Department granted a similar request for confidential treatment earlier this year.⁴

WHEREFORE, for the foregoing reasons, the Breeze respectfully requests that the Department grant this motion for confidential treatment; withhold from public disclosure the confidential, proprietary, and commercially sensitive information Breeze has filed (and subsequently may file) under seal. Breeze further respectfully requests any additional relief that the Department may deem necessary and in the public interest.

Dated: November 20, 2020

Respectfully Submitted,



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⁴ See March 2020 Rule 12 Ruling at 2.

CERTIFICATE OF SERVICE

I hereby certify that I have on this 20th day of November, 2020 served the foregoing Motion for Confidential Treatment of Breeze Aviation Group, Inc. for interstate scheduled air transportation authority via email submission on the following:

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