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May 3, 2013

Rosemary Chiavetta, Secretary
Pa. Public Utility Commission
P.O. Box 3265
Harrisburg PA 17105-3265

Re: Joint application of Peoples Natural Gas Company,
LLC, Peoples TWP, LLC and Equitable Gas
Company, LLC for all of the authority and the
necessary certificates of public convenience
Docket Nos. A-2013-2353647, A-2013-2353649,
and A-2013-2353651

Dear Secretary Chiavetta:

Enclosed for filing please find the Prehearing Memorandum of Utility Workers Union of
America, Local 666, in the above-referenced proceeding.

The document was filed electronically with the Commission on this date.

Sincerely,



Enclosure

cc: Mark A. Hoyer, Administrative Law Judge
All parties per Certificate of Service

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Joint application of Peoples Natural Gas Company, LLC, :
Peoples TWP, LLC and Equitable Gas Company, LLC :
for all of the authority and the necessary certificates of :
public convenience: 1) to transfer all of the issued and :
outstanding limited liability company membership :
interest of Equitable Gas Company, LLC to PNG :
Companies, LLC; 2) to merge Equitable Gas Company, :
LLC with Peoples Natural Gas Company, LLC; 3) to : Docket No. A-2013-2353647
transfer certain storage and transmission assets of : Docket No. A-2013-2353649
Peoples Natural Gas Company, LLC to affiliates of EQT : Docket No. A-2013-2353651
Corporation; 4) to transfer certain assets between :
Equitable Gas Company, LLC and affiliates of EQT :
Corporation; 5) for approval of certain ownership :
changes associated with the transaction; 6) for approval :
of certain associated gas capacity and supply agreements; :
and 7) for approval of certain changes in the tariff of :
Peoples Natural Gas Company, LLC :

PREHEARING MEMORANDUM OF
UTILITY WORKERS UNION OF AMERICA, LOCAL 666

Pursuant to 52 Pa. Code § 5.222(d)(1), Utility Workers Union of America, Local 666 (UWUA) hereby files this Prehearing Memorandum.

1. Party Identification: UWUA is the authorized collective bargaining representative for more than 400 employees of Peoples Natural Gas Company, LLC (Peoples). UWUA filed a Petition to Intervene in this proceeding on April 9, 2013.

2. Service List: UWUA is represented by the undersigned counsel, upon whom all documents should be served.

3. Method for Serving Documents: Pursuant to 52 Pa. Code § 1.54(b)(3), UWUA consents to the service of documents by electronic mail to counsel's email address, to be followed with a hard copy served on counsel by first class mail.

4. Discovery: UWUA, in conjunction with International Brotherhood of Electrical Workers, Local 1956, has served one set of interrogatories on the Joint Applicants. Responses or objections are not yet due to those interrogatories.

5. Schedule: UWUA will work with the other parties at or before the Prehearing Conference to develop a schedule that meets the needs of all parties.

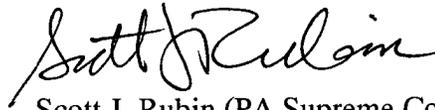
6. Witnesses: UWUA has not yet determined if it will be filing testimony and, therefore, it has not determined if it will have a witness. If it decides to call a witness, it will immediately provide notice to the parties and the ALJ of the identity of the witness and the anticipated subject matter of the testimony.

7. Issues: UWUA has not yet identified specific issues, if any, that it intends to address on the record in this proceeding. The ultimate issue of concern to UWUA is the impact of the proposed transaction on UWUA and its members, which is an issue that the Commission is required to consider under 66 Pa. C.S. § 2210(a)(2). Through discovery and informal consultation among the parties, UWUA expects to investigate the following issues, among others:

- The effect, if any, of the proposed transaction on the employment, job security, compensation, and benefits of the members of UWUA;
- The effect, if any, of the proposed transaction on the ability of Peoples to continue providing its customers with safe and reliable service;
- The effect, if any, of the proposed transaction on the ability of Peoples to continue providing its employees with a safe working environment that complies with all applicable federal and state requirements; and

- Whether it is in the long-term best interests of Peoples's employees and customers, and the communities where they reside, to have Equitable Gas Company, LLC, merge with and into Peoples.

Respectfully submitted,



Scott J. Rubin (PA Supreme Court Id. 34536)

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Counsel for:

Utility Workers Union of America, Local 666

Dated: May 3, 2013

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the Prehearing Memorandum of Utility Workers Union of America, Local 666, upon the following parties to this proceeding by electronic mail and first class mail.

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Dated: May 3, 2013