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May 7, 2013

**VIA ELECTRONIC FILING**

Rosemary Chiavetta, Secretary  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
400 North Street, Filing Room  
Harrisburg, PA 17120

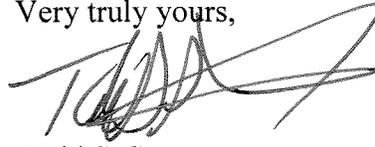
Re: Joint Application of Peoples Natural Gas Company LLC, Peoples TWP LLC, and Equitable Gas Company, LLC for All of the Authority and the Necessary Certificates of Public Convenience (1) to Transfer All of Issued and Outstanding Limited Liability Company Membership Interest of Equitable Gas Company, LLC to PNG Companies LLC, (2) to Merge Equitable Gas Company, LLC with Peoples Natural Gas Company LLC, (3) to Transfer Certain Storage and Transmission Assets of Peoples Natural Gas Company LLC to Affiliates of EQT 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; Docket Nos.: A-2013-2353647, A-2013-2353649 and A-2013-2353651; **PREHEARING MEMORANDUM OF DOMINION RETAIL, INC. AND INTERSTATE GAS SUPPLY, INC.**

Dear Secretary Chiavetta:

Enclosed for filing with the Commission is the Prehearing Memorandum of Dominion Retail, Inc. and Interstate Gas Supply, Inc. in the above-captioned docket. Copies of this Prehearing Memorandum have been served in accordance with the attached Certificate of Service.

Thank you for your attention to this matter. If you have any questions related to this filing, please do not hesitate to contact my office.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Todd S. Stewart', with a large, sweeping flourish extending to the right.

Todd S. Stewart  
*Counsel for Dominion Retail, Inc., and  
Interstate Gas Supply, Inc.*

TSS/jld

Enclosures

cc: Administrative Law Judge Mark A. Hoyer (via email and overnight delivery)  
Per Certificate of Service

**CERTIFICATE OF SERVICE**

I hereby certify that I have this day served a true copy of the foregoing document upon the parties, listed below, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a party).

**VIA ELECTRONIC AND FIRST CLASS MAIL**

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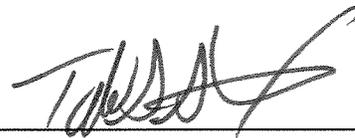
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Todd S. Stewart

Dated: May 7, 2013

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 Transfer Certain Storage and Transmission Assets of Peoples Natural Gas Company LLC to Affiliates of EQT 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.

Docket No. A-2013-2353647  
A-2013-2353649  
A-2013-2353651

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**PREHEARING MEMORANDUM  
OF DOMINION RETAIL, INC.  
AND INTERSTATE GAS SUPPLY, INC.**

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TO THE HONORABLE MARK A. HOYER, PRESIDING ADMINISTRATIVE LAW JUDGE:

Pursuant to the Prehearing Conference Order issued April 24, 2013, by Presiding Administrative Law Judge (“ALJ”) Mark A. Hoyer, Dominion Retail, Inc. d/b/a Dominion Energy Services (“DES”) and Interstate Gas Supply, Inc. d/b/a Interstate Energy

(“IGS”)(collectively, “DES/IGS”) hereby submit their Prehearing Conference Memorandum in the above-captioned proceeding.

## **I. HISTORY OF THE PROCEEDING**

1. On or about March 19, 2013, Peoples Natural Gas Company LLC (“Peoples”) and Peoples TWP LLC (“Peoples TWP”) and Equitable Gas Company (“Equitable”) (collectively, the “Joint Applicants”) filed with the Pennsylvania Public Utility Commission (“Commission”) a Joint Application seeking Commission approval for a number of transactions associated with a planned merger of Equitable with and into Peoples, and the transfer of significant storage and transportation assets from Peoples to Equitable’s affiliate.

2. DES/IGS filed a Petition to Intervene in this proceedings on April 8, 2013.

## **II. REPRESENTATION**

3. DES/IGS are represented in the above-captioned matter by the following counsel and hereby request that all documents hereinafter filed in this proceeding be served upon them.

Todd S. Stewart  
Attorney I.D. No. 75556  
Hawke McKeon & Sniscak LLP  
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## **III. ANTICIPATED ISSUES AND SUB-ISSUES**

4. DES/IGS continue to evaluate the merger, and in particular the highly confidential portions of the merger that have yet to be provided by the Joint Applicants. However, DES/IGS initially have identified the issue of the transfer of storage and transportation assets from Peoples to Equitable’s affiliate, as one primary issue to be addressed by them in this matter. DES/IGS do

believe that as currently presented, the merger will harm customers and will harm suppliers operating on the newly combined systems.

#### **IV. WITNESS AND EVIDENCE**

5. DES/IGS have retained James L. Crist, President of Lumen Group who will be their witness in this case. DES/IGS reserve the right to call additional witnesses as may be necessary or appropriate with due notice to Your Honor and other Parties. DES/IGS would expect that Mr. Crist will sponsor testimony, and that they will adduce evidence in this matter through the use of discovery, cross-examination, briefs, exceptions and reply exceptions, in addition to submission of testimony and exhibits prepared by Mr. Crist.

Mr. Crist's business address, telephone number and e-mail address are:

James L. Crist  
Lumen Group, Inc.  
4226 Yarmouth Drive, Suite 101  
Allison Park, PA 15101  
(412) 487-9708  
JLCrist@aol.com

DES/IGS request that copies of all interrogatories, testimony and answers to interrogatories be e-mailed directly to Mr. Crist at JLCrist@aol.com.

#### **V. SCHEDULE AND DISCOVERY RULES**

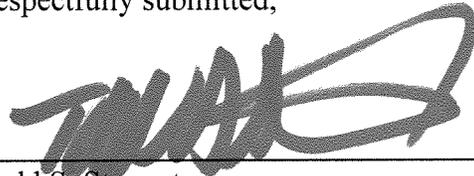
6. DES/IGS have reviewed an initial schedule proposed by the Joint Applicants and have concluded that the proposed schedule will not be adequate to provide the appropriate amount of time for them complete discovery and to prepare cogent testimony. However, DES/IGS are committed to working with the other parties and Your Honor to develop a schedule which is suitable for the needs of all parties.

**VI. SETTLEMENT**

7. DES/IGS are willing to participate in settlement discussions in an attempt to narrow or resolve issues and to seek resolution of the entire case, if possible, among all parties.

**WHEREFORE**, DES and IGS respectfully submit this Prehearing Conference Memorandum.

Respectfully submitted,



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*Counsel for Dominion Retail, Inc., and  
Interstate Gas Supply, Inc.*

Dated: May 7, 2013