



COMMONWEALTH OF PENNSYLVANIA

June 11, 2013

E-filed

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
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 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 Nos. A-2013-2353647, A-2013-2353649, and A-2013-2353651**

Dear Secretary Chiavetta:

Enclosed for filing is the Motion to Strike Direct Testimony Filed on Behalf of Peoples Natural Gas Company, LLC, Peoples TWP, LLC, and Equitable Gas Company, LLC, on behalf of the Office of Small Business Advocate, in the above-captioned proceedings.

As evidenced by the enclosed certificate of service, all parties have been served as indicated.

Sincerely,

Sharon E. Webb
Assistant Small Business Advocate
Attorney ID #73995

Enclosures

cc: Parties of Record
Brian Kalcic

**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	:	Docket Nos. A-2013-2353647
Company LLC, (3) to Transfer Certain Storage	:	A-2013-2353649
and Transmission Assets of Peoples Natural Gas	:	A-2013-2353651
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	:	

**MOTION TO STRIKE DIRECT TESTIMONY
FILED ON BEHALF OF PEOPLES NATURAL GAS COMPANY, LLC, PEOPLES TWP, LLC,
AND EQUITABLE GAS COMPANY, LLC**

The Office of Small Business Advocate (“OSBA”), pursuant to 52 Pa. Code §5.103, submits this motion to strike the Joint Applicants Statement No. 11, the direct testimony of Christine S. Mayernik (“Direct Testimony”), filed on behalf of the Peoples Natural Gas Company, LLC, Peoples TWP, LLC, and Equitable Gas Company, LLC (collectively “Joint Applicants”) on June 7, 2013, and avers the following in support of the Motion:

I. Procedural History

1. On March 19, 2013, Joint Applicants submitted a filing with the Commission with respect to (1) the proposed transfer of membership interests and acquisition of rights (“Proposed Acquisition”) of Equitable, an indirect subsidiary of EQT Corporation (“EQT”) to PGN Companies LLC (“PNG”), an indirect subsidiary of SteelRiver Infrastructure Fund North America LP (“SRIGNA”); (2) the merger of Equitable with Peoples, and the operation of Equitable as an operating division of PNG; (3) the transfer of certain storage and transmission assets of Peoples to EQT; (4) the transfer of certain assets and/or the exchange of services between EQT and Equitable; (5) certain PNG ownership changes associated with the transaction; (6) certain associated gas capacity, storage, interconnects, leases, and supply services agreements among Peoples, Peoples TWP, Equitable, and/or EQT; (7) certain changes in Peoples’ tariff necessary to carry out the proposed transactions. By their Application, the Applicants request the Commission’s approval of the Proposed Acquisition, under Chapters 11, 13, 21 and 22 of the Public Utility Code, 66 Pa. C.S. Ch. 11, 13, 21 and 22.

2. The OSBA filed a Notice of Intervention and Protest on April 10, 2013.

A Notice of Intervention and Protest was also filed by the Office of Consumer Advocate (“OCA”) on April 11, 2013; and by Peoples-Equitable Merger Intervenors (“PEMI”) on April 15, 2013.

3. Petitions to Intervene were also filed on behalf of United Steelworkers Local 12050, Snyder Brothers, Inc., Dominion Transmission, Inc., Dominion Retail Inc., and Interstate Gas Supply, International Brotherhood of Electrical Workers Local 1956, Utility Workers Union of America Local 666, Citizens for Pennsylvania’s Future (“PennFuture”) and The Pennsylvania State University (“Penn State”).

4. The Bureau of Investigations and Enforcement (“I&E”) filed a notice of appearance on April 8, 2013.

5. Administrative Law Judge (“ALJ”) Mark A Hoyer, held a prehearing conference with the active parties on May 9, 2013, at which time the schedule for this proceeding was agreed upon.

6. By Order entered May 14, 2013 (“Prehearing Order”), ALJ Hoyer set the procedural schedule, which provided for Applicants’ Supplemental Direct Testimony (limited to the Goodwin Tombaugh Pipeline transfers)¹, Non-Company Direct Testimony, Rebuttal Testimony, Surrebuttal Testimony, Rejoinder Outlines, Evidentiary Hearings, Main Briefs, and Reply Briefs. The Prehearing Order also directed that parties work together to coordinate dates and details for the subsequent scheduling of a telephonic public input hearing.

7. The Joint Applicants submitted and served the Direct Testimony of their witnesses, identified as Joint Applicants Statements Nos. 1-9, on April 17, 2013.

8. The Joint Applicants submitted and served Supplemental Direct Testimony, identified as Joint Applicants Statements 1-S and 5-S, on May 29, 2013, consistent with the Prehearing Order.

9. The Joint Applicants submitted and served the Direct Testimony of Christine S. Mayernik, identified as Joint Applicants Statement No. 11, on June 7, 2013.

II Basis for Motion to Strike
Procedurally Defective

10. The Direct Testimony filed by the Joint Applicants on June 7, 2013 is procedurally defective, in that it was not provided for in the schedule of these proceedings. The Prehearing Order does not allow for subsequent rounds of direct testimony to be filed by the Joint Applicants. The Joint Applicants did not seek permission from ALJ Hoyer to file the additional Direct Testimony. The subject matter of the testimony submitted is not an update for, or correction to, direct testimony that was submitted and served on April 17, 2013. Furthermore, the other parties to the proceeding, including the OSBA, are almost two months into the evaluation of the Joint Applicants’ testimony, discovery, and preparation of the direct testimony which is due July 24, 2013. Therefore, the testimony should be stricken.

¹ Transcript at 18, lines 13-18.

WHEREFORE, for all of the reasons stated herein, the OSBA respectfully requests that Joint Applicants Statement No. 11 be stricken and not permitted to become a part of the record in this proceeding. In the alternative, the OSBA respectfully requests an expansion of the litigation schedule for a period of time equal to the delayed filing of the Joint Applicants Statement No. 11 to allow other parties the opportunity to evaluate and respond to the issues raised therein.

Respectfully submitted,



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For:

John R. Evans
Small Business Advocate

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Dated: June 11, 2013

VERIFICATION

I, Sharon E. Webb, hereby state that the facts set forth herein above are true and correct to the best of my knowledge, information and belief and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. §4904 (relating to unsworn falsification to authorities).

Date: June 11, 2013



(Signature)

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