

June 27, 2013

VIA E-FILING

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor
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; A-2013-2353651

Dear Secretary Chiavetta:

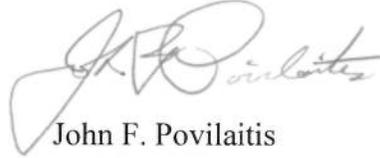
On behalf of Peoples Natural Gas Company, LLC, Peoples TWP LLC and Equitable Gas Company, LLC ("Joint Applicants"), enclosed for electronic filing is the Answer of Joint Applicants to Dominion Transmission Inc.'s Motion to Dismiss Objection and Compel Production of Documents ("Answer"). Please note that the Answer refers to an Attachment 2. Attachment 2 is a Highly Confidential discovery response. It is not attached to the Answer the Joint Applicants are filing with the Pennsylvania Public Utility Commission because discovery responses are not typically made a part of the record of a proceeding during the discovery process and to file Attachment 2 would require maintenance of this document under seal due to its Highly Confidential nature. However copies of Attachment 2 are being provided to the Presiding Officer in this case, Administrative Law Judge Mark M. Hoyer, as well as to counsel on the service list who have agreed to abide by the Confidentiality Agreement applicable to this proceeding.

June 27, 2013

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Copies of the Answer have been served as indicated in the attached Certificate of Service. Please contact the undersigned if you have any questions regarding this filing.

Very truly yours,

A handwritten signature in black ink, appearing to read "John F. Povilaitis". The signature is fluid and cursive, with a large initial "J" and "P".

John F. Povilaitis

JFP/kra

Enclosure

cc: The Honorable Mark A. Hoyer (via email and first class mail)
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	:	Docket Nos. A-2013-2353647;
Public Convenience 1) to Transfer all of the	:	A-2013-2353649;
Issued and Outstanding Limited Liability	:	A-2013-2353651
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	:	

**ANSWER OF THE JOINT APPLICANTS TO DOMINION TRANSMISSION INC.’S
MOTION TO DISMISS OBJECTION AND COMPEL PRODUCTION OF
DOCUMENTS**

Peoples Natural gas Company LLC (“Peoples”), Peoples TWP LLC (“Peoples TWP”), and Equitable Gas Company, LLC (“Equitable”) (hereinafter collectively referred to as the “Joint Applicants”) hereby submit their Answer to Dominion Transmission Inc.’s (“DTI”) Motion to Dismiss Objection and Compel Production of Documents (“Motion”), pursuant to Section 5.61 of the Pennsylvania Public Utility Commission’s (“Commission”) regulations, 52 Pa. Code §5.61, and the Prehearing Order in this proceeding dated May 14, 2013.

DTI propounded the following written interrogatory to the Joint Applicants on June 7, 2013:

2. Referencing Joint Applicants Statement No. 5 (Nehr Direct) at 5:17,

* * *

- c. Please provide copies of documents, including without limitation communications between Joint Applicants, evidencing or referring or relating to the negotiation of the “negotiated rates for service under the Sunrise Transportation Agreement” were negotiated.

Pursuant to an agreement of counsel, the Joint Applicants were provided an extension of time to noon, June 14, 2013 to lodge an Objection to this interrogatory due to the efforts of counsel to resolve the matter informally. The Joint Applicants served an Objection to DTI Set 1-2(c) on June 14, 2013. (See Attachment 1 – Objection of the Joint Applicants to Dominion Transmission Inc.’s Written Interrogatory Set I-2(c)).

Pursuant to an agreement of counsel, DTI was given an extension of time to file a Motion to Compel. On June 24, 2013, DTI filed the Motion with the Commission seeking an order from the Presiding Officer “dismissing the Joint Applicants’ objection to DTI Discovery Request No. 2c., and compelling DTI [the Joint Applicants] to provide documents responsive to the request.” (Motion, p. 9).

Despite the Objection, on June 25, 2013, the Joint Applicants served a substantive response to DTI Set I-2(c) in the form of a Highly Confidential Attachment, which provided DTI with a complete draft of a Draft Non-Binding High-Level Term Sheet (“Term Sheet”) dated October 23, 2013 that was exchanged between Peoples Natural Gas (“PNG”) and Equitrans. (See Attachment 2 – Highly Confidential Attachment DTI-I-2c-A). The Term Sheet predated the Agreement and is a written communication exchanged between the Joint Applicants during the Agreement’s negotiation process that refers to the negotiated rates for service under the Agreement. The Agreement displaces a current agreement between DTI and PNG. Counsel for

DTI indicated to the Joint Applicants that the response was insufficient and that DTI intended to continue to pursue its Motion. Accordingly, the Joint Applicants have submitted this Answer to the Motion.

I. Basis for Objection

The Joint Applicants objected to DTI Set I-2(c) on the ground that documents revealing negotiations and related communications on the Sunrise Transportation Agreement (“Agreement”) are irrelevant to any issue associated with the Agreement pending before the Commission in this proceeding and are not reasonably likely to lead to the discovery of admissible evidence. As such, the subject interrogatory exceeds the permissible scope of discovery authorized by Section 5.321(c) of the Commission’s regulations, 52 Pa. Code § 5.321(c).

As noted on the record of the Prehearing Conference of this proceeding, the standing of DTI to participate in this matter is questionable, and counsel for PNG noted that the purpose of this proceeding is not to protect DTI’s commercial interests. Tr. 13. As will be explained in the responsive argument below, the matter DTI seeks to pursue through discovery, i.e. the level of the rates negotiated in the Agreement, is not at issue in this case. The statutory gas purchase standards, Sections 1307(f), 1317 and 1318, raised by DTI in its Motion will not be applied in this proceeding. DTI is responsible for the only formal discovery dispute that has occurred to date in this case. Prophetically, counsel for PNG stated at the prehearing conference that “we are going to be careful to make sure the participation of all parties is relevant to the standards in this case.” Tr. 14. The matter DTI seeks to pursue is not relevant to those standards.

II. Argument

1. In its Motion to Compel (“Motion”), DTI seeks all documents including communications between the Joint Applicants “evidencing or referring or relating to the negotiation of the ‘negotiated rates for service under the Sunrise Transportation Agreement’ were negotiated” DTI Set I-2(c). As noted by DTI in its Motion, the Joint Applicants objected to this particular subpart of written interrogatory Set I-2 because the information sought was neither relevant to any finding the Commission must make in this proceeding on the Sunrise Transportation Agreement (“Agreement”) nor likely to lead to the discovery of any admissible evidence. See Attachment 1 – Objection of the Joint Applicants to Dominion Transmission Inc.’s Written Interrogatory Set I-2(c).

2. As pointed out in the Joint Applicants’ Objection, the regulatory authorization sought by the Joint Applicants with respect to the Agreement is limited. Under Section 2204 of the Public Utility Code (“Code”), the Commission must determine if this contract is “necessary to ensure sufficient capacity to meet current and projected customer requirements”. 66 Pa.C.S. §2204(e)(4). The rates for services provided under this new Agreement are not submitted for approval under Code Section 1307(f) in this case, nor is the Agreement’s role as an element of a gas supply procurement plan under Sections 1317 or 1318 at issue in this proceeding. 66 Pa.C.S. §§1307(f), 1317, 1318. Nevertheless, in an attempt to manufacture relevancy for DTI interrogatory Set I-2(c), DTI suggests those statutory standards should be brought into this case under the guise of some general public interest determination that DTI mistakenly believes it has the standing to raise.

3. While the relevance standard for discovery under Commission practice is clearly expansive and broad, it is not boundless or unrestrained. DTI’s attempt to discover all

manner of documents and information relating to the negotiations about the “rates” in the Agreement, when those rates are not in issue in this case and no ratemaking treatment is being sought in this proceeding, crosses the relevance line.¹

4. The Proposed Transaction has many components and agreements. In recognition of this fact, the Joint Applicants carefully tailored their requests for Commission approval in order to allow the Commission and the parties to focus on the actual requested relief. Here, the only Commission approval sought by the Joint Applicants for the Agreement is under Code Section 2204(e)(4), which requires Commission approval of contracts entered into by natural gas distribution companies to ensure there is sufficient “capacity” to meet current and projected customer requirements.

5. There is nothing in Code Section 2204 (e)(4) or in the Joint Application seeking Commission approval of the “rates” contained in the Agreement, let alone the “negotiations” leading up to the rates contained therein.

6. The issues articulated by DTI that it wants to explore via DTI Set 1-2(c), e.g., (i) whether there was a true negotiation between the Joint Applicants; (ii) whether Peoples accepted the Sunrise Pipeline’s rates as opposed to holding out for further costs savings; and (iii) whether the Agreement is merely serving as “additional consideration” for acquisition by

¹ In addition to having no relevance to the relief being sought in this proceeding, DTI Set 1-2(c) would require the Joint Applicants to conduct a time consuming and costly search of their electronically stored records that would be wholly disproportionate to the relevance and value of the material being sought by this interrogatory. It is precisely for this reason that the Pa Rules of Civil Procedure specifically notes, among other things, “[a]s with all other discovery, electronically stored information is governed by a proportionality standard in order that discovery obligations are consistent with the just, speedy and inexpensive determination and resolution of litigation disputes. Pa. R. C. Pro., 2012 Explanatory Comment – Electronically Stored Information. In addressing this proportionality standard, courts are required to evaluate, among other things, (i) the nature and scope of the litigation, (ii) *the relevance of the electronically stored information* and its importance to the court’s adjudication, (iii) the cost, burden, and delay that may be imposed by the parties to deal with electronically stored information; (iv) the ease of producing the information and (v) any other relevant factors. The application of these criteria confirms that the Joint Applicants should not be required to answer DTI Set- 1-2(c).

Peoples, have nothing to do with (i.e., are irrelevant to) the Code Section 2204(e)(4) requested finding that the Agreement provides sufficient capacity to meet Peoples' customers' current and projected requirements. (Motion, ¶ 10).

7. Even assuming, arguendo, the rates in Agreement are somehow relevant to the actual relief requested by the Joint Applicants, the Motion confuses "negotiations" with the result of that process, i.e., the contract's "final rates." DTI does *not* need any information about *how* the rates were negotiated to challenge the final contract rates as not being market based, or the best available rates for comparable services. The final contract speaks for itself and is the sole document on which Code Section 2204(e)(4) approval is being sought in this proceeding, albeit, not for purposes of any rate recovery or rate approvals.

8. If DTI believes that the Agreement's rates are not market based, it can pursue that line of attack, if otherwise relevant, *without* any need to obtain information from the Joint Applicants regarding their price negotiations leading up to the final rates in that agreement.

9. DTI's efforts to support its specious relevance claims by referring to selected sections of the Joint Application (Motion, ¶ 8) that address the multifaceted nature of the Proposed Transaction and the interrelated nature of its various components does not support its claimed right to engage in discovery of rate negotiations, which are undeniably not part of the relief sought in this proceeding for the Agreement.

10. DTI fails to recognize that the Joint Applicants' claim that the Agreement will produce annual savings of \$800,000 for Peoples' customers is based on the *final* rates specified in that agreement (which are below those contained in an existing transportation agreement with DTI) and not upon any *interim* rates that may have been discussed/negotiated by the Joint Applicants leading up to the completed agreement currently before the Commission.

This once again demonstrates that DTI's insistence on obtaining discovery of any matters related to price negotiations is not the "subject matter involved" in this proceeding. (Motion, ¶ 10).

11. In a thinly veiled attempt to find relevance where none exists, DTI unabashedly and without any support simply declares that the "Joint Applicants necessarily have placed at issue whether the [Sunrise Transportation] Agreement is in the public interest from a gas cost prudence perspective." (Motion, ¶ 13). As stated above, this assertion is not only unsupported but incorrect. No rate approval is being sought with respect to the Agreement and DTI's repeated statements to the contrary do and cannot make it otherwise.

12. DTI's efforts to recharacterize the relief requested for the Agreement, by suggesting that what is really being sought from the Commission are approvals under Code Sections 1307(f), 1317, and 1318, and then further analogizing the Agreement to the unrelated Peoples NAESB and Equitable Gas NAESB Agreements (for which totally different approvals are being sought in this proceeding), is clear evidence that its justification for the relevance of DTI Set 1-2(c) is patently erroneous. (Motion, ¶ 14).

13. There is no lawful basis on which DTI can justify its right to inquire into clearly irrelevant matters by unilaterally refocusing the relief requested by the Joint Applicants and turning this proceeding into a least cost gas proceeding, which is precisely what it is attempting to do by claiming that the Agreement should be evaluated under Code Sections 1307(f), 1317 and 1318. . (Motion, ¶ 14).

III. Conclusion

For the reasons specified above, the Joint Applicants respectfully request that the Motion be dismissed with prejudice.

Dated: June 27, 2013

Respectfully submitted,

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Counsel for Joint Applicants

Attachment 1

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	:	Docket Nos. A-2013-2353647;
Public Convenience 1) to Transfer all of the	:	A-2013-2353649;
Issued and Outstanding Limited Liability	:	A-2013-2353651
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	:	
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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	:	

**OBJECTION OF THE JOINT APPLICANTS TO DOMINION TRANSMISSION INC.'S
WRITTEN INTERROGATORY SET I-2(C)**

Peoples Natural gas Company LLC (“Peoples”), Peoples TWP LLC (“Peoples TWP”), and Equitable Gas Company, LLC (“Equitable”) (hereinafter collectively referred to as the “Joint Applicants”) hereby submit their Objection to Dominion Transmission Inc.’s (“DTI”) written interrogatory Set I-2(c), pursuant to Section 5.342(c) of the Pennsylvania Public Utility Commission’s (“Commission”) regulations, 52 Pa. Code §5.342(c) and the Prehearing Order in this proceeding dated May 14, 2013.

DTI propounded the following written interrogatory to the Joint Applicants on June 7, 2013:

2. Referencing Joint Applicants Statement No. 5 (Nehr Direct) at 5:17,

* * *

- c. Please provide copies of documents, including without limitation communications between Joint Applicants, evidencing or referring or relating to the negotiation of the “negotiated rates for service under the Sunrise Transportation Agreement” were negotiated.

Pursuant to an agreement of counsel, the Joint Applicants were provided an extension of time to noon, June 14, 2013 to lodge this written Objection due to the efforts of counsel to resolve the matter informally.

Ground for Objection

The Joint Applicants object to the foregoing written interrogatory on the ground that documents revealing negotiations and related communications on the Sunrise Transportation Agreement (“Agreement”) are irrelevant to any issue associated with the Agreement pending before the Commission in this proceeding and are not reasonably likely to lead to the discovery of admissible evidence. As such, the subject interrogatory exceeds the permissible scope of discovery authorized by Section 5.321(c) of the Commission’s regulations, 52 Pa. Code § 5.321(c).

Facts and Circumstances Justifying the Objection

The Agreement is one of the commercial agreements that are part of the Proposed Transaction. It is between Equitrans, L.P. (“Equitrans”) and Peoples and was attached as Exhibit B to Appendix A of the Joint Applicants Exhibit MKO-1 as a Highly Confidential document. Pursuant to a Confidentiality Agreement, Highly Confidential Exhibit B has been provided to counsel for DTI and their outside consultant.

Under the Agreement, Peoples is replacing approximately 251,700 Dth of firm transportation and storage on DTI with 251,700 Dth of new capacity on Equitrans at a negotiated

rate. The Agreement is addressed in the Direct Testimony of Jeffrey S. Nehr, Joint Applicants Statement No. 5, pp. 5-6, and the Direct Testimony of Fredrick K. Dalena, Joint Applicants Statement No. 3, pp. 18-23. According to Mr. Nehr's testimony, the Agreement is expected to produce annual gas cost savings to customers of approximately \$800,000. Joint Applicants Statement No. 5, p. 5.

In this proceeding, Peoples is seeking Commission approval of the Agreement pursuant to Section 2204(e)(4) of the Public Utility Code as a contract "necessary to ensure sufficient capacity to meet current and projected customer requirements". 66 Pa.C.S. §2204(e)(4). As explained above, this Agreement will simply replace 251,700 Dth of firm transportation and storage previously provided to Peoples by DTI with 251,700 Dth of new capacity on Equitrans. The documentary information sought by DTI in interrogatory Set I-2(c) on the negotiation process between Peoples and Equitrans leading up to the Agreement has no bearing on the Section 2204(e)(4) finding the Commission is being requested to make in this proceeding and is not likely to lead to the discovery of admissible evidence. The information sought by interrogatory Set I-2(c) may be commercially useful to DTI as a competitor of Equitrans, but it has no relevancy to this proceeding and therefore the Joint Applicants should not be required to answer this written interrogatory.

Wherefore, the Joint Applicants respectfully lodge the foregoing Objection to DTI written interrogatory Set I-2(c).

Dated: June 14, 2013

Respectfully submitted,

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Counsel for Joint Applicants

Attachment 2

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	:	
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2) to Merge Equitable Gas Company LLC with	:	
Peoples Natural Gas Company, LLC, 3) to	:	
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Assets of Peoples Natural Gas Company LLC	:	
to Affiliates of EQT Corporation, 4) to	:	
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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	:	

CERTIFICATE OF SERVICE

I hereby certify that I have this day served via first class mail, postage pre-paid, a true copy of the foregoing document upon the parties, listed below, in accordance with the requirements of § 1.54 (relating to service by a party).

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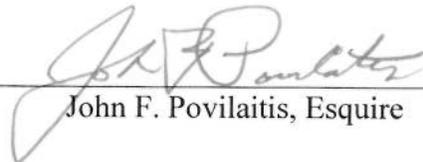
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Date: June 27, 2013

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John F. Povilaitis, Esquire