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April 23, 2013

VIA ELECTRONIC FILING

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

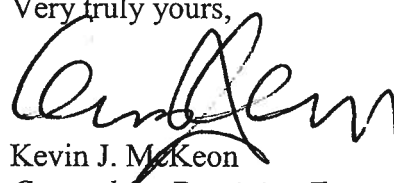
Re: Joint Application of Peoples Natural Gas Company LLC, Peoples TWP LLC, and Equitable Gas Company, LLC for All of the Authority and the Necessary Certificates of Public Convenience (1) to Transfer All of Issued and Outstanding Limited Liability Company Membership Interest of Equitable Gas Company, 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; **PETITION TO INTERVENE OUT OF TIME OF DOMINION TRANSMISSION, INC.**

Dear Secretary Chiavetta:

Enclosed for filing with the Commission is the original Petition to Intervene of Dominion Transmission, Inc. in the above-captioned docket. Copies of this Petition 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,



Kevin J. McKeon

Counsel for Dominion Transmission, Inc.

KJM/san

Enclosures

cc: 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 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

**PETITION TO INTERVENE
OUT OF TIME OF DOMINION TRANSMISSION, INC.**

Dominion Transmission, Inc. (“DTI”) hereby petitions to intervene out of time in the above-captioned proceeding. DTI will be directly and negatively affected by the merger, because Applicants propose as part of the merger to replace Peoples Natural Gas Company LLC’s (“Peoples”) existing interstate pipeline capacity and storage contract with DTI with a

significantly more costly interstate pipeline capacity contract with Sunrise Pipeline (“Sunrise”), an interstate pipeline operated by Applicant Equitable Gas Company, LLC ’s (“Equitable”) affiliate Equitrans, L.P. Moreover, since the proposed new contract appears to impose additional costs on Peoples’ ratepayers, DTI’s participation is relevant to the Commission’s determination whether the proposed contract is in the public interest.

In support of this petition to intervene out of time, DTI avers as follows:

1. On March 19, 2013, Peoples, Peoples TWP, and Equitable (“Applicants”) filed the above-captioned Application with the Commission seeking approval for Peoples and Peoples TWP’s indirect affiliate(s) to acquire substantially all of Equitable, in exchange for a monetary payment and transfer of Peoples’ storage and transmission assets to Equitable’s Federal Energy Regulatory Commission (“FERC”) regulated affiliate. The Application also seeks approval for Peoples to enter into a long term capacity agreement with the Sunrise Pipeline, an interstate pipeline operated by Equitable’s affiliate Equitrans, L.P., which would replace the 251,700 Dth of capacity Peoples presently purchases from DTI with 251,700 Dth of capacity on Equitrans’ new Sunrise Pipeline.

2. On March 30, 2013, notice of the Application was published in the Pennsylvania Bulletin, 43 Pa. B. 1814 (2013), and the intervention petition deadline was fixed at April 15, 2013.

3. The exact legal name of DTI is Dominion Transmission, Inc. DTI is a Delaware corporation with its principal place of business located at 701 East Cary Street, Richmond, Virginia 23219. DTI is engaged primarily in the business of storing and transporting natural gas in interstate commerce for customers principally in New York, Ohio, Pennsylvania, West Virginia, Virginia, and Maryland. DTI connects to other major interstate pipelines, and to

markets in the Midwest, Mid-Atlantic and Northeast regions of the United States. DTI operates seventeen underground natural gas storage pools comprising the nation's largest gas storage system, which is operated on an integrated basis and is relied upon as a "backstop" for pipelines serving East Coast markets when demand exceeds the pipelines' ability to transport gas from production areas. DTI is a subsidiary of Dominion Resources, Inc. ("DRI"), a fully integrated natural gas and electric company and a registered public utility holding company. Other subsidiaries of DRI are listed on the company's web site at www.dom.com.

4. DTI is represented in this proceeding by the following counsel. Please serve counsel with all documents previously filed and filed hereafter in this proceeding.

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Good Cause Exists To Permit DTI To Intervene

5. Rule 5.72 provides that a petition to intervene may be filed by a person claiming *either* "a right to intervene" *or* "an interest of such nature that intervention is necessary or appropriate to the administration of the statute under which the proceeding is brought." 52 Pa. Code § 5.72(a). The right or interest may be, *inter alia*, *either* an interest "which may be directly affected and which is not adequately represented by the existing participants, and as to which the petitioner may be bound by the action of the Commission in the proceeding," *id.* § 5.72(a)(2), *or*

an interest “of such nature that participation of the petitioner may be in the public interest,” *id.* § 5.72(a)(3).

6. Good cause exists to permit DTI to intervene *both* because it has a direct and substantial interest that cannot be adequately represented by any other party, as to which DTI will be bound by the outcome of this proceeding, *and* because DTI’s interest renders DTI’s intervention and participation necessary or appropriate to the Commission’s determination whether Peoples’ proposal, in particular the proposed agreement between Peoples and Sunrise, is in the public interest pursuant to 66 Pa. C.S. § 2204(e)(4).

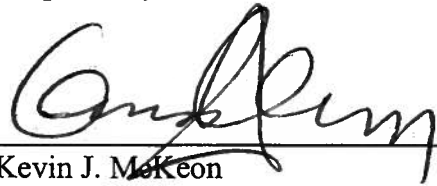
6. More specifically, DTI’s existing interstate pipeline capacity contract with Peoples which expires in 2014 provides Peoples an effective per Dth rate of 13.82 cents, whereas the comparable per Dth tariffed rate for Sunrise is 42 cents. Applicants have not permitted public access to the proposed agreement between Peoples and Sunrise, or to the particulars of any discounts Sunrise may have agreed to provide Peoples, but on its face the proposed contract will cost Peoples’ ratepayers significantly more for the same level of interstate pipeline capacity presently provided by DTI. Moreover, although DTI is always willing to discuss rate options – including discounted or negotiated rates--with its customers, Peoples made no attempt to negotiate with DTI before filing the Application. The proposed DTI contract termination and replacement with Sunrise has a direct and adverse effect on DTI and on the public interest, and provides DTI with eligibility to intervene to raise the issue pursuant to 52 Pa. Code § 5.72. DTI will continue to review the Application documents as this case progresses, including documents which may not currently be publically available, and therefore reserves the right to raise additional issues through testimony, or otherwise, as may be necessary.

Good Cause Exists to Permit DTI To Intervene Out of Time

7. Good cause exists to permit DTI to intervene out of time because DTI has acted promptly, six business days after the published deadline, and the prehearing conference, scheduled by order issued today, April 23, 2013, will not take place until May 9, 2013; neither the Applicants nor any other party will be prejudiced by allowance of late intervention. *See* 52 Pa. Code § 1.2.

WHEREFORE, DTI respectfully requests that the Pennsylvania Public Utility Commission grant its petition to intervene out of time, and to afford DTI full party status in the above-captioned matter.

Respectfully submitted,



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Dated: April 23, 2013

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).

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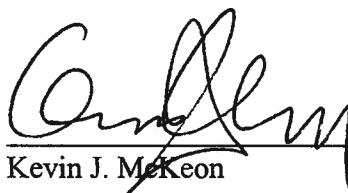
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Dated: April 23, 2013