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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 TRANSMISSION, INC.**

Dear Secretary Chiavetta:

Enclosed for filing in the referenced matter is the Prehearing Memorandum of Dominion Transmission, Inc. Copies of this Prehearing Memorandum have been served in accordance with the attached Certificate of Service.

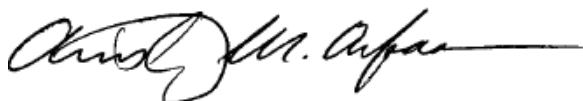
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MAILING ADDRESS: P.O. BOX 1778 HARRISBURG, PA 17105

Rosemary Chiavetta, Secretary  
Pennsylvania Public Utility Commission  
May 7, 2013  
Page 2

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 "Chris M. Arfaa", with a long horizontal flourish extending to the right.

Christopher M. Arfaa  
*Counsel for Dominion Transmission, Inc.*

CMA/das  
Encl.

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

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of Peoples Natural Gas :	A-2013-2353647
Company LLC, Peoples TWP LLC, and :	A-2013-2353649
Equitable Gas Company, LLC :	A-2013-2353651

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**PREHEARING MEMORANDUM  
OF  
DOMINION TRANSMISSION, INC.**

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Dominion Transmission, Inc. (“DTI”)<sup>1</sup> respectfully submits this prehearing memorandum pursuant to 52 Pa. Code § 5.222(d)(1) and the Prehearing Conference Order in the above-captioned proceeding dated April 24, 2013.

**1. History of the Proceeding**

The joint application that is the subject of this proceeding was filed on or about March 19, 2013.

On April 23, 2013, DTI filed a petition to intervene in this proceeding, which remains pending. DTI has sought intervention because Applicants propose 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

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<sup>1</sup> 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.

(“Sunrise”), an interstate pipeline operated by Applicant Equitable Gas Company, LLC ’s affiliate, Equitrans, L.P. DTI’s participation is relevant to the Commission’s approval of the proposed contract because DTI intends to show that the proposed new contract will impose additional costs on Peoples’ ratepayers.

On April 24, 2013, the presiding officer issued a Prehearing Conference Order scheduling an initial prehearing conference for Thursday, May 9, 2013, at 10:00 a.m.

## 2. **Service List**

DTI is represented in this proceeding by the following counsel, who should be served with all documents filed or served in this proceeding:

KEVIN J. MCKEON (Attorney I.D. No. 30428)  
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## 3. **Presently Identified Issues**

The issues DTI intends to address include: whether Commission approval of certain of the commercial transportation and storage agreements for which Applicants seek such approval,

including without limitation the “Sunrise Transportation Agreement” attached as Exhibit B to the Master Purchase Agreement attached to the Applications, is appropriate and in the public interest. DTI notes that its investigation is continuing and reserves the right to identify, raise or investigate other issues in this proceeding.

#### **4. Witnesses**

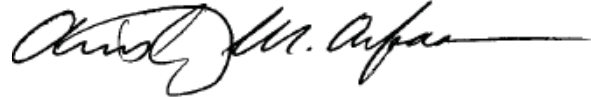
DTI does intend to submit testimony in this proceeding but has not yet selected the witness(es) who would provide such testimony. Upon doing so, DTI will immediately provide notice to the parties and the presiding officer of the identity of the witness(es) and the anticipated subject matter of the testimony.

#### **5. Proprietary Information**

DTI anticipates that the parties may disagree as to the protections afforded proprietary and other confidential information in this proceeding. Applicants have requested that DTI and other participants agree to a “Confidentiality and Nondisclosure Agreement” (“NDA”) as a condition of access to materials that Applicants deem to be “Proprietary Information” and “Highly Confidential Information.” Applicants’ NDA imposes restrictions that are substantially more severe than those contemplated by the Commission’s Rule 5.423. For example, the NDA provides that Highly Confidential Information will be produced only to a signatory’s counsel of record, and then only for inspection. The NDA also designates the commercial transportation and storage contracts for which Applicants seek approval, among other materials, as “Highly Confidential Information.” This means that under the NDA, DTI would not be entitled to copies of the very contracts challenged by DTI in this proceeding – the contracts would only be available for inspection, and even then only by DTI’s counsel of record. Such a restriction would significantly impede DTI’s ability to analyze the contracts in question and submit evidence relevant to the Commission’s approval determination. Further, DTI seriously questions

the need for such strict confidentiality restrictions on agreements that not only need to be filed at this Commission, but also publicly at the Federal Energy Regulatory Commission. Therefore, DTI is unable to agree to Applicants' proposed NDA, and DTI anticipates that the question of access to proprietary and confidential information may come before the presiding officer.

Respectfully submitted,



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*Counsel for Dominion Transmission, Inc.*

DATED: May 7, 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).

### VIA ELECTRONIC AND FIRST CLASS MAIL

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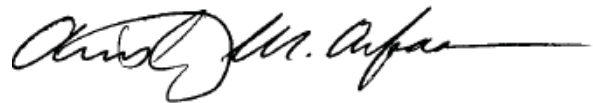
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Christopher M. Arfaa

Dated: May 7, 2013