



17 North Second Street
12th Floor
Harrisburg, PA 17101-1601
717-731-1970 Main
717-731-1985 Main Fax
www.postschell.com

Michael W. Gang

mgang@postschell.com
717-612-6026 Direct
717-731-1985 Direct Fax
File #: 3283-153762

May 7, 2013

VIA ELECTRONIC FILING

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor North
P.O. Box 3265
Harrisburg, PA 17105-3265

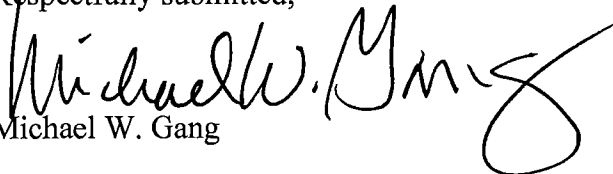
Re: Joint Application of Peoples Natural Gas Company LLC, Peoples TWP LLC, and Equitable Gas Company, LLC for All of the Authority and the Necessary Certificates of Public Convenience (1) to Transfer All of the Issued and Outstanding Limited Liability Company Membership Interest of Equitable Gas Company, 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 No. A-2013-2353647; A-2013-2353649; A-2013-2353651

Dear Secretary Chiavetta:

Enclosed please find the Prehearing Conference Memorandum of Applicants Peoples Natural Gas Company LLC, Peoples TWP LLC and Equitable Gas Company, LLC in the above-referenced proceeding. Copies will be provided as indicated on the Certificate of Service.

Rosemary Chiavetta, Secretary
May 7, 2013
Page 2

Respectfully submitted,


Michael W. Gang

MWG/skr
Attachment

cc: Honorable Mark A. Hoyer
Certificate of Service

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been served upon the following persons, in the manner indicated, in accordance with the requirements of § 1.54 (relating to service by a participant).

VIA EMAIL AND FIRST CLASS MAIL:

Sharon Webb, Esquire
Office of Small Business Advocate
300 North Second Street, Suite 1102
Harrisburg, PA 17101
E-mail: swebb@pa.gov

Allison Kaster, Esquire
Carrie B. Wright, Esquire
Bureau of Investigation & Enforcement
Commonwealth Keystone Building
400 North Street, 2nd Floor West
PO Box 3265
Harrisburg, PA 17105-3265
E-mail: akaster@pa.gov
cawright@pa.gov

Jennedy S. Johnson, Esquire
Darryl Lawrence, Esquire
Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1923
E-mail: DLawrence@paoca.org
JJohnson@paoca.org

Scott J. Rubin, Esquire
333 Oak Lane
Bloomsburg, PA 17815
E-mail: SCOTT.J.RUBIN@gmail.com
Counsel for UWUA and IBEW

Todd S. Stewart, Esquire
Hawke McKeon & Sniscak LLP
P.O. box 1778
100 N. Tenth Street
Harrisburg, PA 17105-1778
E-mail: tsstewart@hmslegal.com
*Counsel for Dominion Retail, Inc. and
Interstate Gas Supply, Inc.*

Carl J. Zwick, Esquire
Hopkins Heltzel LLP
100 Meadow Lane, Suite 5
Dubois, PA 15801
E-mail: cj@hopkinsheltzel.com
Counsel for Snyder Brothers, Inc.

Pamela C. Polacek, Esquire
Vasiliki Karandrikas, Esquire
Elizabeth P. Trinkle, Esquire
McNees Wallace & Nurick LLC
100 Pine Street
PO Box 1166
Harrisburg, PA 17108-1166
E-mail: ppolacek@mwn.com
vkarandrikas@mwn.com
etrinkle@mwn.com
*Counsel for Peoples-Equitable Merger
Intervenors*

Kevin J. Moody, Esquire
Vice President and General Counsel
Pennsylvania Independent Oil & Gas
Association
212 Locust Street, Suite 300
Harrisburg, PA 17101-1248
E-mail:kevin@pioga.org
Counsel for PIOGA

Thomas J. Sniscak, Esquire
William E. Lehman, Esquire
Hawke McKeon & Sniscak LLP
100 North Tenth Street
PO Box 1778
Harrisburg, PA 17105
E-mail:tisniscak@hmslegal.com
welehman@hmslegal.com
*Counsel for The Pennsylvania
State University*

Amanda M. Fisher, Esquire
Assistant General Counsel
United Steelworkers Legal Department
Five Gateway Center, Suite 807
60 Boulevard of the Allies
Pittsburgh, PA 15222
E-mail:afisher@usw.org
*Counsel for United Steelworkers
International Union*

Craig R. Burgraff, Esquire
Steven K. Haas, Esquire
Hawke McKeon & Sniscak LLP
Harrisburg Energy Center
100 North Tenth Street
PO Box 1778
Harrisburg, PA 17105-1778
E-mail:crburgraff@hmslegal.com
skhaas@hmslegal.com
Counsel for RESA

Derrick P. Williamson, Esquire
Barry A. Naum, Esquire
Spilman Thomas & Battle, PLLC
1100 Bent Creek Boulevard, Suite 101
Mechanicsburg, PA 17050
E-mail:dwilliamson@spilmanlaw.com
bnaum@spilmanlaw.com
*Counsel for United States Steel
Corporation*

Kevin J. McKeon, Esquire
Christopher M. Arfaa, Esquire
Hawke McKeon & Sniscak LLP
P.O. Box 1778
100 N. Tenth Street
Harrisburg, PA 17105-1778
E-mail:kjmckeon@hmslegal.com
cmarfaa@hmslegal.com
*Counsel for Dominion Transmission,
Inc.*

Brian Kalcic
Excel Consulting
225 S. Meramec Avenue, Suite 720-T
St. Louis, MO 63105
Consultant for OSBA

Joseph Kubas
Bureau of Investigation & Enforcement
Commonwealth Keystone Building
400 North Street, 2nd Floor West
PO Box 3265
Harrisburg, PA 17105-3265
Consultant for I&E

Debra J. Backer
Fixed Utility Financial Analyst
Bureau of Investigation & Enforcement
Commonwealth Keystone Building
400 North Street, 2nd Floor West
PO Box 3265
Harrisburg, PA 17105-3265
Consultant for I&E

Ethan Cline
Fixed Utility Valuation Engineer
Bureau of Investigation & Enforcement
Commonwealth Keystone Building
400 North Street, 2nd Floor West
PO Box 3265
Harrisburg, PA 17105-3265
Consultant for I&E

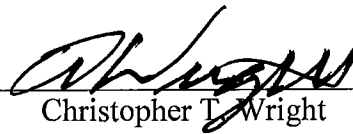
Richard Hahn
LaCapra Associates
One Washington Mall
9th Floor
Boston, MA 02108
Consultant for OCA

Melissa Whitten
LaCapra Associates
One Washington Mall, 9th Floor
Boston, MA 02108
Consultant for OCA

Nancy Brockway
10 Allen Street
Boston, MA 02131
Consultant for OCA

James L. Crist
Lumen Group, Inc.
4226 Yarmouth Drive, Suite 101
Allison Park, PA 15101
*Consultant for PSU, Dominion Retail
and IGS*

Dated: May 7, 2013


Christopher T. Wright

**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 : Docket Nos. A-2013-2353647
Transfer All of the Issued and Outstanding : A-2013-2353649
Limited Liability Company Membership : A-2013-2353651
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. :

**PREHEARING CONFERENCE MEMORANDUM OF
APPLICANTS PEOPLES NATURAL GAS COMPANY LLC,
PEOPLES TWP LLC, AND EQUITABLE GAS COMPANY, LLC**

**TO ADMINISTRATIVE LAW JUDGE
MARK A HOYER:**

Peoples Natural Gas Company LLC (“Peoples”), Peoples TWP LLC (“Peoples TWP”),
and Equitable Gas Company, LLC (“Equitable”) (hereinafter, collectively the “Applicants”)
hereby submit this Prehearing Conference Memorandum.

I. SERVICE OF DOCUMENTS

The Applicants requests that all documents be served on:

Counsel for Peoples and Peoples TWP

Michael W. Gang
Post & Schell, P.C.
17 North Second Street
12th Floor
Harrisburg, PA 17101-1601
Phone: 717.731.1970
Fax: 717.731.1985
E-mail: mgang@postschell.com

Counsel for Equitable

John F. Povilaitis
Buchanan Ingersoll & Rooney PC
409 North Second Street,
Suite 500
Harrisburg, PA 17101-1357
Phone: 717.237.4800
Fax: 717.233.0852
E-mail: john.povilaitis@bipc.com

The Applicants agree to receive service of documents electronically in this proceeding. Further, to the extent that materials are available electronically, it is requested that copies be served upon David W. Gray at dgray@eqt.com, Alan M. Seltzer at alan.seltzer@bipc.com, and Christopher T. Wright at cwright@postschell.com.

II. PROCEDURAL HISTORY

This proceeding was initiated on March 19, 2013, when the Applicants jointly filed the “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.” (“Joint Application”), which was docketed at Docket Nos. A-2013-2353647, A-2013-2353649, and A-2013-2353651.

Accompanying the Joint Application is a series of Appendices that further describe the Proposed Transaction. The Appendices in support of the Joint Application include the following:

- Appendix A: Master Purchase Agreement (“MPA”) attached hereto as “Appendix A,” which includes the buyer and seller disclosures attached as Schedules 1.1(a) through 5.12 **[HIGHLY CONFIDENTIAL TREATMENT IS REQUIRED FOR SCHEDULES 1.1(a) THROUGH 5.12 (ALL FILED UNDER SEAL)]**; an Asset Exchange Agreement (“AEA”) attached as Exhibit A to the MPA; and the following commercial documents attached as Exhibits B through Q to the MPA: Sunrise Transportation Agreement, Sunrise Transportation and Storage Agreement, Peoples NAESB, Derry Interconnect Agreement, Ginger Hill Interconnect, Derry Transportation Agreement, PTWP Northern Lateral Capacity Lease, PTWP Northern Lateral Transportation Agreement, Armstrong Interconnect Agreement, Peoples Asset Transportation and Storage Agreement, EQT Exchange Agreement, Equitable NAESB, Extension Agreement, Interim Operational Balancing Agreement, Master Tower Lease and Sublease Agreement, Transition Services Agreement. Pursuant to these agreements, Peoples, Peoples TWP, and Equitable will, among other things, receive various FERC regulated services from Equitrans related to the transferred assets and EQT’s Sunrise Pipeline. **[HIGHLY CONFIDENTIAL TREATMENT IS REQUIRED FOR EXHIBITS B THROUGH Q (ALL FILED UNDER SEAL)]**.
- Appendix B: Map of Peoples service territory.
- Appendix C: Map of Peoples TWP service territory.

- Appendix D: Map of Equitable service territory.
- Appendix E: Biography of Mr. Christopher P. Kinney, Chief Executive Officer of SRIFNA.
- Appendix F: The present ownership structure of the SRIFNA-related entities. **HIGHLY CONFIDENTIAL TREATMENT IS REQUIRED FOR APPENDIX F (FILED UNDER SEAL).**
- Appendix G: The ownership structure of the SRIFNA-related entities as contemplated by the Proposed Transaction. **HIGHLY CONFIDENTIAL TREATMENT IS REQUIRED FOR APPENDIX F (FILED UNDER SEAL).**
- Appendix H: The present corporate structure of EQT and its subsidiaries. **HIGHLY CONFIDENTIAL TREATMENT IS REQUIRED FOR APPENDIX H (FILED UNDER SEAL).**
- Appendix I: The corporate structure of EQT and its subsidiaries as contemplated by the Proposed Transaction. **HIGHLY CONFIDENTIAL TREATMENT IS REQUIRED FOR APPENDIX H (FILED UNDER SEAL).**
- Appendix J: Biographies of Morgan K. O'Brien, Chief Executive Officer, Ruth A. Delost, Chief Information Officer, and Kenneth J. Johnston, Chief Operating Officer.
- Appendix K: *Pro forma* tariff reflecting the proposed changes to Peoples' tariff.

On March 21, 2013, the Secretary's Bureau of the Pennsylvania Public Utility Commission ("Commission") directed the Applicants to publish a prescribed notice of the Joint Application once in a newspaper having general circulation in the area affected by the Joint Application. On April 2, 2013, the Applicants filed proofs of publication indicating that the required notices was published on March 25, 2013, in the *Pittsburgh Post-Gazette* and in the *Tribune Review*.

Notice of the Joint Application was published in the Pennsylvania Bulletin on March 30, 2013. Pursuant to the published notice, formal protests and petitions to intervene were required to be filed by April 15, 2013. *See* 43 Pa.B. 1814.

On April 8, 2013, the Commission's Bureau of Investigation and Enforcement entered a Notice of Appearance. On April 10, 2013, the Office of Small Business Advocate filed a Notice of Intervention, Protest, Public Statement, and Notice of Appearance. On April 11, 2013, the Office of Consumer Advocate filed a Notice of Intervention, Protest, and Public Statement.

Timely Protests and Petitions to Intervene were filed by the following: Dominion Retail, Inc. and Interstate Gas Supply, Inc.; Utility Workers Union of America, Local 666; The Pennsylvania State University; Snyder Brothers, Inc.; United Steelworkers International Union, Local 12050; International Brotherhood of Electrical Workers, Local 1956; Peoples-Equitable Merger Intervenors; Pennsylvania Independent Oil & Gas Association; and Retail Energy Supply Association filed a Petition to Intervene.

The United States Steel Corporation filed a Petition to Intervene on April 16, 2013, and Dominion Transmission Inc. filed a Petition to Intervene on April 23, 2013.

On April 17, 2013, the Applicants submitted the following Direct Testimony: Joint Applicants Statement No. 1 – Christopher P. Kinney; Joint Applicants Statement No. 2 – Morgan K. O'Brien; Joint Applicants Statement No. 3 – Fredrick K. Dalena; Joint Applicants Statement No. 4 – Joseph A. Gregorini; Joint Applicants Statement No. 5 – Jeffrey S. Nehr; Joint Applicants Statement No. 6 – Kenneth M. Johnston; Joint Applicants Statement No. 7 – Ruth Ann DeLost; Joint Applicants Statement No. 8 – James I. Warren; Joint Applicants Statement No. 9 – John M. Quinn.

On April 23, 2013, a Notice was issued scheduling a Prehearing Conference before the Honorable Administrative Law Judge Mark A Hoyer at 10:00 a.m. on Thursday, May 9, 2013, at Piatt Place, Room 220, Pittsburgh, Pennsylvania and in the Commonwealth Keystone Building, Hearing Room 4, Harrisburg, Pennsylvania.

III. ISSUES

The Applicants intend to demonstrate that the Proposed Transaction will better align the assets of PNG Companies LLC (“PNG”), an indirect subsidiary of SteelRiver Infrastructure Fund North America LP (“SRIFNA”), and EQT Corporation and its affiliates (“EQT”) with their respective principle business interests. Upon closing, PNG will focus on the regulated distribution utility businesses of Peoples, Peoples TWP, and Equitable; while EQT will focus on its transportation, storage, gathering, exploration, and production businesses.

The Applicants intend to demonstrate that, to accomplish this new focus, it is necessary for the Applicants to engage in a series of related transactions that transfer and realign assets and establish new contractual relationships so that, among other things, Applicants may continue to provide safe and reliable service to all distribution customers in a cost-effective manner after closing of the proposed transaction.

The Applicants intend to demonstrate that the realignment of Peoples’ and Equitable’s midstream assets with EQT, a company with midstream expertise, also will permit the development and operation of those assets in a manner that will enhance the further development and use of Pennsylvania produced natural gas.

The Applicants intend to demonstrate that the Proposed Transaction will result in numerous affirmative benefits, including, but not limited to: the unification of two natural gas distribution companies that have significant overlap in their service territories which historically has caused significant redundant expenditures and inefficiencies; substantial capital and rate base savings resulting from avoidance of duplicative pipeline replacement; substantial savings in operations and maintenance activities and costs for Peoples and Equitable; increasing the amount of Pennsylvania produced gas used on the systems of Peoples, Peoples TWP, and Equitable; improving supply competition for customers by creating a larger retail market for suppliers and

instituting Peoples' retail market policies on Equitable's distribution system; and encouraging greater production of Pennsylvania produced gas, resulting in more Pennsylvania employment and multiple beneficial effects for western Pennsylvania communities by, among other things, creating opportunities for Pennsylvania produced gas to reach the interstate market.

The Applicants intend to demonstrate that all criteria necessary for approval of the Proposed Transaction pursuant to the Public Utility Code have been met, and that the Proposed Transaction will benefit the customers, employees, and the communities served by Peoples, Peoples TWP, and Equitable.

IV. WITNESSES

The Applicants previously filed and served copies of the following statements in support of the above-captioned Application:

<u>Witness</u>	<u>Statement No.</u>	<u>Topics</u>
Christopher P. Kinney	1	Providing a description of SteelRiver; explaining the ownership changes and financing associated with the acquisition of Equitable by PNG and subsequent merger of Equitable with Peoples; explaining why SteelRiver and PNG possess the requisite financial, technical, and legal fitness to own and operate Equitable; and identifying the substantial affirmative benefits from the Proposed Transaction.

<u>Witness</u>	<u>Statement No.</u>	<u>Topics</u>
Morgan K. O'Brien	2	Providing an a description of the proposed acquisition of Equitable; describing the post-merger operation of Peoples with Equitable as a division; summarizing the effect of the Proposed Transaction on the employees of Equitable and Peoples; and describing the substantial affirmative benefits of the Proposed Transaction for customers and the communities in western Pennsylvania.
Fredrick K. Dalena	3	Identifying EQT and the various EQT entities that are involved in the Proposed Transaction; describing the general terms of the commercial agreements that are part of the Proposed Transaction; identifying the specific approvals Equitable is seeking in this case; describing the reasons why EQT elected to participate in the Proposed Transaction; and addressing the benefits of the Proposed Transaction from EQT's perspective.
Joseph A. Gregorini	4	Addressing the rate implications associated with the transfer of Peoples' transmission and storage assets to EQT, including the calculation of rate reduction amounts, the proposed method and formula to be used for assessment of charges back to Peoples for continued use of these assets and the associated rate recovery mechanism for these charges; explaining the various proposed revisions to Peoples' Retail and Supplier Tariff that are required as a result of the proposed transaction; explaining how the proposed transaction will provide opportunities to enhance retail competition; and explaining some of the steps that Peoples will employ to maintain separate accounting for the Peoples and Equitable divisions following closing.
Jeffrey S. Nehr	5	Describing the various commercial agreements that Peoples, Peoples TWP, and plan to enter into with EQT Corporation; and explaining the benefits of these commercial agreements from Peoples' and Peoples TWP's perspectives

<u>Witness</u>	<u>Statement No.</u>	<u>Topics</u>
Kenneth M. Johnston	6	Describing the proposed field operations of a combined utility following the merger of Peoples and Equitable and describing the expected benefits from that combination; and explaining the areas where we anticipate operating efficiencies and future capital cost avoidance opportunities.
Ruth Ann DeLost	7	Explaining the approach to combine Equitable Gas Company, LLC and Peoples into one entity and to describe the customer benefits that will be derived through the acquisition.
James I. Warren	8	Explaining how the structure of the Proposed Transaction influences the tax consequences; describing the potential tax consequences of the Proposed Transaction; describing the potential future impact of these tax consequences on Commission regulated rates ; and explaining the actions the Applicants intend to take after closing of the Proposed Transaction to determine the definitive tax consequences of the Proposed Transaction.
John M. Quinn	9	Discussing Equitable's current pipeline capacity contracts and interstate commodity purchases as well as providing some historical information regarding such contracts.

The Applicants may amend its pre-filed statements and exhibits, as appropriate, during the course of this proceeding, based upon more recent information, as such information becomes available. The Applicants also reserve the right to call additional witnesses to address any issues that may arise during the course of the proceeding.

V. DISCOVERY

The Applicants do not propose any special orders regarding discovery. The Applicants have received interrogatories from other parties, and have already begun to prepare responses to those questions. The Applicants are not aware of any outstanding discovery disputes. The

Applicants are willing to work with the parties, through informal discovery, to expedite discovery.

VI. LITIGATION SCHEDULE

The Applicants have discussed the schedule with the other parties but an agreement on the schedule has not been reached. The Applicants therefore propose that the following schedule be adopted for resolution of this proceeding:

Other Parties' Direct	June 20, 2013
Rebuttal	July 16, 2013
Surrebuttal	July 30, 2013
Outlines of Rejoinder	August 5, 2013
Evidentiary Hearings	August 7-9, 2013
Main Briefs	August 26, 2013
Reply Briefs	September 4, 2013

The Applicants note that the above-proposed schedule will allow for closing of the Proposed Transaction within one year of the date that the Master Purchase Agreement was executed. The Applicants are prepared to discuss the proposed litigation schedule with the parties at the Prehearing Conference.

VII. PUBLIC INPUT HEARINGS

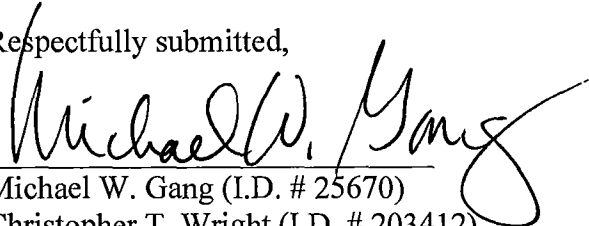
The Applicants are not aware of any substantial consumer interest with respect to the Joint Application. The Applicants do not propose that any public input hearings be held absent substantial public interest in the Joint Application.

VIII. PROTECTION OF CONFIDENTIAL INFORMATION

The Applicants have prepared and provided the parties with Confidentiality and Non-disclosure Agreements for the confidential and proprietary materials produced in this matter. Confidential and proprietary information has been provided to those parties that have executed the Confidentiality and Non-disclosure Agreements. If necessary and should the case proceed to hearing, the Applicants will timely submit an appropriate Motion for Protective Order.

IX. SETTLEMENT

The Applicants remain open and available for settlement discussions with the other parties. The Applicants do not perceive any need to include specific dates for settlement conferences in the procedural schedule.

Respectfully submitted,


Michael W. Gang (I.D. # 25670)
Christopher T. Wright (I.D. # 203412)
Post & Schell, P.C.
17 North Second Street
12th Floor
Harrisburg, PA 17101-1601
Phone: 717.731.1970
Fax: 717.731.1985
E-mail: mgang@postschell.com
E-mail: cwright@postschell.com

*Counsel for Peoples Natural Gas Company
LLC and Peoples TWP LLC*

John F. Povilaitis (I.D. # 28944)
Alan M. Seltzer (I.D. # 27890)
Buchanan Ingersoll & Rooney PC
409 North Second Street,
Suite 500
Harrisburg, PA 17101-1357
Phone: 717.237.4800
Fax: 717.233.0852
E-mail: john.povilaitis@bipc.com
E-mail: alan.seltzer@bipc.com

David W. Gray (I.D. # 76111)
General Counsel
Equitable Gas Company
225 North Shore Drive
Pittsburgh, PA 15212
Phone: 412.395.3634
Fax: 412.395.3155
E-mail: dgray@equitablegas.com

Counsel for Equitable Gas Company, LLC

Date: May 7, 2013