

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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

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.

**PETITION TO INTERVENE OUT OF TIME
OF CITIZENS FOR PENNSYLVANIA’S FUTURE**

Now comes Citizens for Pennsylvania’s Future (“PennFuture”), by counsel, Heather M. Langeland, and hereby Petitions to Intervene out of time in the above captioned matter. Petitioner requests that the Pennsylvania Public Utility Commission (“Commission”) grant Petitioner status as Intervenor in these proceedings.

Petitioner provides the following in support of its Petition to Intervene:

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”) affiliate.

2. Petitioner is PennFuture, a Pennsylvania nonprofit corporation with offices in Philadelphia, West Chester, Wilkes-Barre, Harrisburg, and Pittsburgh, Pennsylvania (www.pennfuture.org). PennFuture's principal business location is 610 North Third Street, Harrisburg, PA 17101, tel. (717) 214-7920. PennFuture has members who live in the subject service territories, are customers of the subject Applicants and/or receive service from the subject Applicants. PennFuture engages in policy development, public education, litigation and other strategies to achieve its goals, including promoting clean energy and energy efficiency.

3. The name and address of counsel for Petitioner is:

Heather M. Langeland, Staff Attorney
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4. On or about March 30, 2013, notice of the Application was published in the Pennsylvania Bulletin, 43 Pa. B. 1814 (2013), and the intervention period was given an abbreviated deadline until April 15, 2013.

5. The Petitioner, on behalf of its members and the public interest, have an interest in ensuring that the proposed merger does not adversely impact rates,

competition, reliability and energy efficiency. Petitioner has an interest in ensuring that the proposed merger will produce affirmative public benefits as required by 66 Pa.C.S. § 1102(a)(3) and as articulated by the Pennsylvania Supreme Court's decision in *York v. Pennsylvania Public Utilities Commission*, 295 A.2d 835 (Pa. 1972). Such benefits should include rate reductions and rate stability that can be achieved through increased investment in gas energy efficiency programs to all customer classes. Petitioner also has an interest in ensuring availability of natural gas as an alternative transportation fuel.

6. Petitioner has a right and interest in assuring that safe, reliable, clean and affordable public utility service, and participation in these Proceedings is an appropriate way to protect these rights and interests. Petitioner may intervene in this proceeding pursuant to 52 Pa. Code §§ 5.71-74.

7. Petitioner has interests in and perspectives on issues in this proceeding that are not adequately represented by other parties of record.

8. 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 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," or an interest "of such nature that participation of the petitioner may be in the public interest." *Id.*

9. Good cause exists to permit PennFuture to intervene because it has a direct and substantial interest that cannot be adequately represented by any other party, and

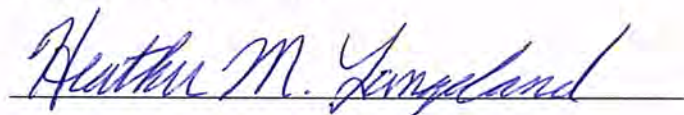
because PennFuture's interest renders intervention and participation necessary or appropriate to the Commission's decision as to whether the proposal is in the public interest pursuant to 66 Pa. C.S. §2204(e)(4).

10. Good cause exists to permit PennFuture to intervene out of time. As noted, this matter was given an abbreviated amount of time in which to intervene. Petitioner acted promptly upon learning of this matter in filing this Petition. Moreover, the Commission has yet to schedule a Procedural Schedule in this matter. Accordingly, neither Applicants, nor any other Party to this matter will be prejudiced by allowance of a late intervention.

11. Petitioner reserves the right to raise other issues as necessary and appropriate during the course of the proceeding and to respond to issues raised by other parties.

For the foregoing reasons, Petitioner requests that the Commission grant this Petition and confer status as Intervenor in this Proceeding.

Respectfully submitted,

A handwritten signature in blue ink that reads "Heather M. Langeland". The signature is written in a cursive style and is positioned above a horizontal line.

Heather M. Langeland, Staff Attorney

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Counsel for Petitioner PennFuture

DATED: May 7, 2013

VERIFICATION

I, Courtney Lane, am a Senior Energy Policy Analyst for Citizens for Pennsylvania's Future's Center for Energy, Enterprise and the Environment. I hereby state facts set forth herein 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 have registered to use the Public Utility Commission's electronic filing system in accordance with the registration instructions available on the Commission's web site and have obtained a user ID and password. I understand that the statements made herein are subject to the penalties of 18 Pa.C.S. Section 4904 concerning unsworn falsification to authorities.

DATED: May 7, 2013



Courtney Lane, Senior Energy Policy Analyst
PennFuture

CERTIFICATE OF SERVICE

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.

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I, Heather M. Langeland, do hereby certify that a true and accurate copy of the foregoing **PETITION TO INTERVENE OUT OF TIME OF CITIZENS FOR PENNSYLVANIA’S FUTURE** was served upon the following this 7th day of May, 2013, by depositing a copy of the same in the United States mail, postage prepaid and addressed to:

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