

**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.

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**PREHEARING MEMORANDUM OF  
CITIZENS FOR PENNSYLVANIA’S FUTURE**

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Now comes Citizens for Pennsylvania’s Future (“PennFuture”), by counsel,  
Heather M. Langeland, and pursuant to 52 Pa. Code §5.222(d)(1), submits the following  
Prehearing Memorandum:

**1. History of the Proceedings:**

On March 19, 2013, Peoples Natural Gas Co LLC (“Peoples”), Peoples  
TWP LLC (“Peoples TWP”), and Equitable Gas Company (“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. PennFuture filed a Petition to Intervene in this matter on May 7, 2013.

**2. Representation:**

PennFuture is represented by:

Heather M. Langeland  
Citizens for Pennsylvania's Future  
200 First Avenue, Suite 200  
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All documents in this matter should be served on the above noted counsel.

**3. Presently identified issues:**

PennFuture has not yet identified the specific issues it will address. Nonetheless, PennFuture expects to present evidence into the following issues: PennFuture, 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. PennFuture is concerned with 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. PennFuture also has an interest in ensuring availability of natural gas as an alternative transportation fuel. PennFuture reserves the right

to address additional issues as they arise throughout discovery and at the hearing of this matter.

**4. The Names and Address of the Witnesses:**

PennFuture has not yet determined who it will present as witnesses in this matter. Upon making this determination, PennFuture will immediately notify the other parties. However, PennFuture is considering presenting the following witnesses at this time: Courtney Lane. Ms. Lane is a Senior Energy Policy Analyst for PennFuture and she can be reached through counsel; Tim Woolf, Vice-President, Synapse Energy Economics, Inc., 485 Massachusetts Avenue, Ste. 2, Cambridge, MA 02139; individual(s) from ACEEE. Although the precise area of their testimony is yet to be determined, it is anticipated that they will present evidence as to the issues set forth *supra* as well as any that arise through the discovery process.

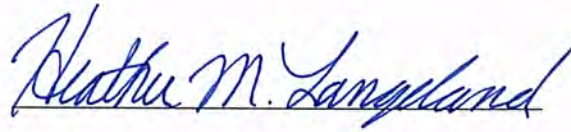
**5. Proposed Schedule and Discovery Rules:**

PennFuture will cooperate with the ALJ and all parties to formulate a reasonable procedural schedule and discovery rules in accordance with Commission regulations. Nonetheless, PennFuture believes that the schedule proposed by the Applicants is too aggressive and does not afford the parties a reasonable amount of time to engage in discovery. For these reasons, PennFuture does not object to the procedural schedule suggested by the Office of Consumer Advocate and the Office of Small Business Advocate.

**6. Settlement:**

PennFuture is willing to participate in settlement discussions so as to narrow or resolve issues in dispute among the parties.

Respectfully submitted,

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

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Counsel for Petitioner 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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: A-2013-2353651

I, Heather M. Langeland, do hereby certify that a true and accurate copy of the foregoing **PREHEARING MEMORANDUM OF CITIZENS FOR PENNSYLVANIA’S FUTURE** was served upon the following this 8th 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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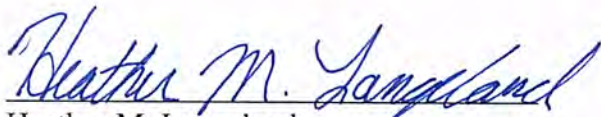
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