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May 7, 2013

Via Hand Delivery

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor (filing room)
Harrisburg, PA 17120

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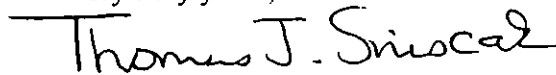
RE: Joint Application of Peoples Natural Gas Company LLC, Peoples TWP LLC and Equitable Gas Company, LLC for All of the Authority and the Necessary Certificates of Public Convenience (1) to Transfer All of the Issued and Outstanding Limited Liability Company Membership Interest of Equitable Gas Company, 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 Nos. A-2013-2353647, A-2013-2353649, and A-2013-2353651;
PREHEARING CONFERENCE MEMORANDUM OF THE PENNSYLVANIA STATE UNIVERSITY

Dear Secretary Chiavetta:

Attached for filing with the Pennsylvania Public Utility Commission is the Prehearing Conference Memorandum of the Pennsylvania State University in the above-captioned matter. Copies of this document have been served in accordance with the attached Certificate of Service.

If you have any questions regarding this filing, please do not hesitate to contact me.

Very truly yours,



Thomas J. Sniscak

Counsel to The Pennsylvania State University

TJS/WEL/bes

Attachment

cc: Honorable Mark A. Hoyer

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

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**PREHEARING CONFERENCE MEMORANDUM OF
THE PENNSYLVANIA STATE UNIVERSITY**

TO: THE HONORABLE MARK A. HOYER

On April 23, 2013, a Notice was issued by the Commission setting a Prehearing Conference in the above-captioned proceeding for Thursday, May 9, 2013, at 10:00 a.m. before the Honorable Mark A. Hoyer. On April 24, 2013, Your Honor issued a Prehearing Conference Order directing the parties to submit Prehearing Conference Memoranda.

The Pennsylvania State University ("PSU"), by and through its attorneys in this matter, Hawke McKeon & Sniscak LLP, hereby submits its Prehearing Conference Memorandum.

I. ACCEPTANCE OF SERVICE

Service of paper documents in this proceeding shall be accepted on behalf of PSU by:

Thomas J. Sniscak, Esq.
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Counsel for PSU also requests that any electronic service list utilized by the parties in this proceeding include Thomas J. Sniscak (tjsniscak@hmslegal.com) and William D. Lehman (wlehman@hmslegal.com). PSU is willing to extend the same courtesy upon request of any other party for any e-mails or electronic service to the parties.

II. SETTLEMENT

There have been no settlement discussions to date, but PSU is willing to participate in settlement discussions with the other parties.

III. DISCOVERY

PSU will work with all parties to this proceeding to develop a mutually-agreeable discovery plan and schedule, including but not limited to modifications to regulations or procedures.

IV. SCHEDULE

PSU is willing to work with the parties to develop a proposed schedule that gives sufficient time for necessary discovery and submission of testimony.

V. WITNESSES

At this time, PSU's witness in this matter will be James L. Crist. Mr. Crist's business address, telephone number and e-mail address are:

James L. Crist
The Lumen Group, Inc.
4226 Yarmouth Drive, Suite 101
Allison Park, PA 15101
(412) 487-9708
JLCrist@aol.com

If called, Mr. Crist will testify about whether the merger should be granted, granted with condition(s), or denied. PSU requests that copies of all interrogatories, testimony and answers to interrogatories be e-mailed directly to Mr. Crist at JLCrist@aol.com.

PSU may offer direct testimony of a member of its Office of Physical Plant - Energy and Engineering Division regarding rate and service issues created or raised by the filing and its offered supporting information. PSU may have additional direct witnesses should its discovery or its review of responses to the discovery of other parties raise additional issues.

PSU reserves the right to adopt any testimony of other witnesses, in whole or in part, and to offer additional witnesses and exhibits as may be necessary to address the testimony, exhibits, or evidence that may be presented by any party in this proceeding.

VI. ISSUES

At this juncture, and subject to discovery and issues raised by other parties, PSU intends to address the following issues and sub-issues in this proceeding:

- a. Whether the proposed Merger, if approved, would impede competition in the retail market, thereby negatively impacting the price ratepayers, specifically PSU, must pay for energy. Peoples and Equitable currently have neighboring service territories with significant overlap.
- b. Whether the proposed Merger provides affirmative public benefits that are substantial.


PSU's position will be finalized in its evidence and briefs submitted under the schedule developed in this case.

VII. EVIDENCE

PSU reserves the right to submit pre-filed direct testimony and associated exhibits addressing each issue identified in the preceding section. PSU may also present additional testimony and exhibits after discovery or in response to testimony or exhibits introduced by any party or witness in this proceeding.

WHEREFORE, the Pennsylvania State University respectfully submits this Prehearing Conference Memorandum in satisfaction of Your Honor's Prehearing Conference Order dated April 24, 2013.

Respectfully submitted,



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*Counsel to
The Pennsylvania State University*

Date: May 7, 2013

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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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CERTIFICATE OF SERVICE

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Joint Application of Peoples Natural Gas Company, LLC, Peoples TWP, LLC,
and Equitable Gas Co., LLC

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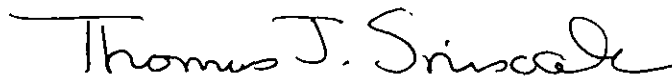
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Thomas J. Sniscak

Dated: May 7, 2013

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