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File #: 3283-153762

September 10, 2013

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 Motion for Protective Order on behalf of Peoples Natural Gas Company LLC, Peoples TWP LLC and Equitable Gas Company, LLC ("Joint Applicants") for the above-referenced proceeding. Copies will be provided as indicated on the Certificate of Service.

Respectfully submitted,



Christopher T. Wright

CTW/skr

Attachments

cc: Honorable Mark A. Hoyer
Certificate of Service

ALLENTOWN HARRISBURG LANCASTER PHILADELPHIA PITTSBURGH PRINCETON WASHINGTON, D.C.

A PENNSYLVANIA PROFESSIONAL CORPORATION

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).

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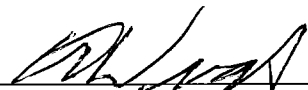
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Dated: September 10, 2013



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.	:	

MOTION FOR PROTECTIVE ORDER

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 requests that Administrative Law Judge Mark A. Hoyer (“ALJ”) enter a Protective Order in this proceeding pursuant to the provisions of 52 Pa. Code § 5.423(a), and in support thereof represents as follows:

1. On March 19, 2013, 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.

2. Throughout the course of this proceeding, the parties have filed testimony and exhibits supporting their positions.

3. Highly confidential and proprietary information has been sought in discovery and presented in exhibits and testimony in this proceeding. Such information includes commercially-sensitive data that is highly confidential to the Applicants and their customers.

4. The parties to this proceeding previously have entered in Confidentiality and Non-Disclosure Agreements that provide for the protection of highly confidential and proprietary information.

5. Proprietary Information within the definition of 52 Pa. Code § 5.423 may be requested during the course of this proceeding, which justifies the issuance of a Protective Order. For example, parties may seek information that is customarily treated as sensitive, proprietary, or highly confidential, including but not limited to specific pricing information, highly sensitive contract terms or other information. Treatment of such information as set forth in the attached

proposed Protective Order is justified because unrestricted disclosure of such information would not be in the public interest. These considerations constitute cause for the restrictions specified in 52 Pa. Code § 5.423 and in Administrative Law Judge or Commission Orders granting relief pursuant to said regulation.

6. Under 52 Pa. Code §§ 5.362(a)(7) and 5.423, the Office of Administrative Law Judge or the Commission may issue a Protective Order to limit or prohibit disclosure of confidential commercial information where the potential harm to a participant would be substantial and outweighs the public's interest in having access to the confidential information. In applying this standard, relevant factors to be considered include: The extent to which disclosure would cause unfair economic or competitive damage; the extent to which the information may already be known by others; and the potential value of such information to the party and the party's competitors. 52 Pa. Code §§ 5.423(a)(1) – (3).

7. The attached proposed Protective Order defines two categories of protected information. The first is "Proprietary" or "Confidential," which is defined in Paragraph 3 of the attached proposed Protective Order as "those materials which customarily are treated by that Party as sensitive or proprietary, which are not available to the public, and which, if disclosed freely, would subject that Party or its clients to risk of competitive disadvantage or other business injury." The second is "Highly Confidential," which is defined in Paragraph 4 of the attached proposed Protective Order as "those materials that are of such a commercially sensitive nature or of such a private, personal nature that the producing Party is able to justify a heightened level of confidential protection with respect to those materials."

8. Paragraph 25 of the attached proposed Protective Order protects against overly broad designations of protected information by giving all parties the right to question or

challenge the confidential or proprietary nature of the “Confidential” or “Highly Confidential” information.


9. Limitation on the disclosure of “Confidential” or “Highly Confidential” information will not prejudice the rights of the participants, nor will such limitation frustrate the prompt and fair resolution of this proceeding. The proposed Protective Order balances the interests of the parties, the public, and the Commission.

10. The attached suggested Protective Order sought by the Applicants will protect the proprietary nature of competitively valuable information while allowing the parties to use such information for purposes of the instant litigation. The proposed Protective Order applies the least restrictive means of limitation that will provide the necessary protections from disclosure.

11. The attached suggested Protective Order is consistent with and incorporates the Confidentiality and Non-Disclosure Agreements previously entered by the parties to this proceeding. The Applicants consulted with all other active parties to this proceeding, and none of them have an objection to the granting of this Motion.

WHEREFORE, for all the reasons set forth above, the Applicants, with the concurrence of the other parties in this proceeding, respectfully requests that Your Honors issue the attached Protective Order.

Respectfully submitted,


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**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	:	
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Transfer Certain Storage and Transmission	:	
Assets of Peoples Natural Gas Company	:	
LLC to Affiliates of EQT Corporation, (4)	:	
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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.	:	

PROTECTIVE ORDER

Upon consideration of the Motion for a Protective Order that was filed by Peoples Natural Gas Company LLC (“Peoples”), Peoples TWP LLC (“Peoples TWP”), and Equitable Gas Company, LLC (“Equitable”) (hereinafter, collectively the “Applicants”);

IT IS ORDERED THAT:

1. The Motion is hereby granted with respect to all materials and information identified in Paragraphs 3 and 4 below.
2. That the materials subject to this Protective Order are all correspondence, documents, data, information, studies, methodologies and other materials, furnished in this

proceeding, which are believed by the producing party to be of a proprietary or confidential nature and which are so designated by being stamped “Confidential” or “Highly Confidential.” Such materials will be referred to below as “Proprietary Information.”

3. That the parties may designate as “Confidential” those materials which customarily are treated by that party as sensitive or proprietary, which are not available to the public or which, if disclosed freely, would subject that party or others to risk of competitive disadvantage or other business injury.

4. That the parties may designate as “Highly Confidential” those materials that are of such a commercially sensitive or of such a private, personal nature that the producing party is able to justify a heightened level of confidential protection with respect to those materials. For example but without limitation, “Highly Confidential” information may include: (i) Proprietary Information under the Public Utility Confidential Security Information Disclosure Protection Act, 35 P.S. §§ 2141.1 *et seq.*; (ii) financial, strategic or business planning or marketing information not disclosed to the public investment market; (iii) the Schedules 1.1(a) through 5.12 and Exhibits B through Q attached to the Master Purchase Agreement December 19, 2012, by and between PNG, as buyer, and EQT and Holdco, as sellers; (iv) marketing materials that have not yet been used; (v) ownership or corporate structure diagrams; (vi) commercially sensitive information, such as financing terms and conditions and analyses related to the transaction. Highly Confidential information shall also include: (i) customers’ names or customer prospects’ names, addresses, annual volumes of gas usage, or other customer-identifying information; (ii) competitive pricing or discounting information; (iii) individual gas supply contracts, with production from, or prices paid to specific producers. Other information involving customers or gas supply producers, including but not limited to competitive pricing or discounting information

provided on an aggregate or average basis, may be provided as Highly Confidential Information to the extent the foregoing information is redacted.

5. That Proprietary Information shall be made available to counsel for the non-producing party, subject to the terms of this Protective Order and the Confidentiality and Non-Disclosure Agreements previously entered by the parties. Such counsel shall use or disclose the Proprietary Information only for purposes of preparing or presenting evidence, cross examination, argument or for settlement discussions in this proceeding. To the extent required for participation in this proceeding, counsel for a non-producing party may afford access to Proprietary Information subject to the conditions set forth herein.

6. Proprietary Information produced in this proceeding shall be made available to the Pennsylvania Public Utility Commission (“Commission”) and its Staff. For purposes of filing, to the extent that Proprietary Information is placed in the Commission’s report folders, such information shall be handled in accordance with routine Commission procedures inasmuch as the report folders are not subject to public disclosure. To the extent that Proprietary Information is placed in the Commission’s testimony or document folders, such information shall be separately bound, conspicuously marked, and accompanied by a copy of this Protective Order. Public inspection of Protected Information shall be permitted only in accordance with this Protective Order.

7. That “Confidential” information may be made available to a “Reviewing Representative” who is a person who has signed the Confidentiality and Non-Disclosure Agreement and who is: (i) an attorney for one of the parties who has entered an appearance in this proceeding; (ii) an attorney, paralegal, or other employee associated for purposes of this proceeding with an attorney described in subparagraph (i); (iii) an expert or an employee of an

expert retained by a party for the purpose of advising, preparing for or testifying in this proceeding; or, (iv) an employee or other representative of a party with significant responsibility in this proceeding.

8. Provided, however, that no Reviewing Representative may be a “Restricted Person.” For the purpose of this Protective Order, “Restricted Person” shall mean: (i) an officer, director, stockholder, partner, or owner of any competitor of a party to this Protective Order or an employee of such an entity if the employee's duties involve marketing or pricing of the competitor’s products or services; (ii) an officer, director, stockholder, partner, or owner of any affiliate of a competitor of a party to this Protective Order (including any association of competitors of a party) or an employee of such an entity if the employee's duties involve marketing or pricing of the competitor’s products or services; (iii) an officer, director, stockholder, owner or employee of a competitor of a customer of a party to this Protective Order if the Proprietary Information concerns any specific, identifiable customer of a party; and (iv) an officer, director, stockholder, owner or employee of an affiliate of a competitor of a customer of a party to this Protective Order if the Proprietary Information concerns a specific, identifiable customer of the party; provided, however, that no expert shall be disqualified on account of being a stockholder, partner, or owner unless that expert’s interest in the business would provide a significant motive for violation of the limitations of permissible use of the Proprietary Information. For purposes of this Protective Order, stocks, partnership or other ownership interests valued at more than \$10,000 or constituting more than a 1 percent interest in a business establishes a significant motive for violation.

9. If an expert for a party to this Protective Order, another member of the expert’s firm or the expert’s firm also serves as an expert for, or as a consultant or advisor to, a Restricted

Person, said expert must: (i) identify for the other party to this Protective Order each Restricted Person and each expert or consultant; (ii) make reasonable attempts to segregate those personnel assisting in the expert's participation in this proceeding from those personnel working on behalf of a Restricted Person; and (iii) if segregation of such personnel is impractical, the expert shall give to the producing party written assurances that the lack of segregation will in no way jeopardize the interests of the party or its customers. The parties retain the right to challenge the adequacy of the written assurances that the parties or their customers' interests will not be jeopardized.

10. That "Highly Confidential" information may be made available to a "Reviewing Representative" who has signed the Confidentiality and Non-Disclosure Agreement and who is: (i) an attorney for one of the parties who has entered an appearance in this proceeding; (ii) an attorney, paralegal, or other employee associated for purposes of this proceeding with an attorney described in subparagraph (i); or (iii) an expert or an employee of an expert retained by a party for the purpose of advising, preparing for or testifying in this proceeding.

11. Provided, however, that a Reviewing Representative of Highly Confidential information shall not be a "Restricted Person" as defined in Paragraph 8 or include any employee or agent of a competitor of a party subject to this Protective Order or a competitor of a customer of the party whose duties include the marketing, sale or purchase of natural gas; management regarding or supervision of any employee whose duties include the marketing, sale or purchase of natural gas for a competitor of a party subject to this Protective Order or a customer of the party; consulting services for a competitor of a party subject to this Protective Order or a customer of the party regarding the marketing, sale or purchase of natural gas; or responsibility

regarding other strategic business activities in which use of market sensitive information could be reasonably expected to cause competitive harm to a party subject to this Protective Order.

12. If any person who has had access to Proprietary Information subsequently is assigned to perform any duties which would make that person ineligible to be a Reviewing Representative of “Confidential” or “Highly Confidential” information, that person shall immediately inform the producing party of his or her new duties, shall dispose of any Proprietary Information and any information derived therefrom in his or her possession and shall continue to comply with the requirements of this Protective Order with regard to the Proprietary Information to which that person previously had access.

13. That no other persons may have access to the Proprietary Information except as authorized by order of the Commission or the Presiding Administrative Law Judges.

14. That qualified “Reviewing Representatives of Highly Confidential” information may review and discuss “Highly Confidential” information with their client or with the entity with which they are employed or associated, to the extent that the client or entity is not a “Restricted Person,” but may not share with or permit the client or entity to review the “Highly Confidential” information. Such discussions must be general in nature and not disclose specific “Highly Confidential” information material, provided however that counsel for the Bureau of Investigation and Enforcement (“I&E”), Office of Consumer Advocate and Office of Small Business Advocate may share Proprietary Information with the I&E Director, Consumer Advocate and Small Business Advocate, respectively, without obtaining the Confidentiality and Non-Disclosure Agreement from these individuals, provided however, that these individuals otherwise abide by the terms of the Protective Order.

15. That Proprietary Information shall be treated by non-producing parties subject to this Protective Order and by all Reviewing Representatives in accordance with the Confidentiality and Non-Disclosure Agreement. Information deemed Proprietary Information shall not be used except as necessary for the conduct of this proceeding, nor shall it be disclosed in any manner to any person except a Reviewing Representative who is engaged in the conduct of this proceeding and who needs to know the information in order to carry out that person's responsibilities in this proceeding.

16. That Reviewing Representatives may not use information contained in any Proprietary Information obtained through this proceeding to give any commercial advantage. If a party wishes to designate as a Reviewing Representative a person not described in Paragraphs 7 and 10 above, the party shall seek agreement from the party providing the Proprietary Information. If an agreement is reached, that person shall be a Reviewing Representative with respect to those materials. If no agreement is reached, the party shall submit the disputed designation to the presiding Administrative Law Judges for resolution.

17. That a Reviewing Representative shall not be permitted to inspect, participate in discussions regarding, or otherwise be permitted access to Proprietary Information pursuant to this Protective Order unless that Reviewing Representative has first executed the Confidentiality and Non-Disclosure Agreement provided that if an attorney qualified as a Reviewing Representative has executed the Confidentiality and Non-Disclosure Agreement, the paralegals, secretarial and clerical personnel under the attorney's instruction, supervision or control need not do so. A copy of the Confidentiality and Non-Disclosure Agreement shall be provided to counsel for the party asserting confidentiality prior to disclosure of any Proprietary Information to that Reviewing Representative.

18. That attorneys and outside experts qualified as Reviewing Representatives are responsible for ensuring that persons under their supervision or control comply with this Protective Order.

19. That none of the parties waive their right to pursue any other legal or equitable remedies that may be available in the event of actual or anticipated disclosure of Proprietary Information.

20. That the producing party shall designate data or documents as constituting or containing Proprietary Information by stamping the documents "Confidential" or "Highly Confidential." Where only part of data compilations or multi-page documents constitutes or contains Proprietary Information, the parties, insofar as reasonably practicable within discovery and other time constraints imposed in this proceeding, shall designate only the specific data or pages of documents which constitute or contain Proprietary Information. The Proprietary Information shall be served in an envelope separate from the nonproprietary materials, and the envelope shall be conspicuously marked "Confidential" or "Highly Confidential."

21. That the non-producing party will consider and treat the Proprietary Information as within the definition of "confidential information" in Section 102 of the Pennsylvania Right-to-Know Law of 2008, 65 P.S. § 67.102 and subject to exemptions from disclosure as provided for in Section 708 of the Pennsylvania Right-to-Know Law of 2008, 65 P.S. § 67.708, until the information is found by a tribunal with jurisdiction to be not confidential or subject to one or more exemptions.

22. That any public reference to Proprietary Information by a party shall be to the title or exhibit reference in sufficient detail to permit persons with access to the Proprietary Information to understand fully the reference and not more. The Proprietary Information shall

remain a part of the record, to the extent admitted, for all purposes of administrative or judicial review.

23. That, when a statement or exhibit is identified for the record, the portions thereof that constitute Proprietary Information shall be designated as such for the record.

24. That any part of the record of this proceeding containing Proprietary Information, including but not limited to all exhibits, writings, testimony, cross examination and argument, and including reference thereto as mentioned in Paragraph 22 above, shall be sealed for all purposes, including administrative and judicial review, unless such Proprietary Information is released from the restrictions of this Protective Order, either through the agreement of the parties to this Protective Order or pursuant to an order of the Commission.

25. That the parties shall retain the right to question or challenge the confidential or proprietary nature of Proprietary Information and to question or challenge the admissibility of Proprietary Information. If a party challenges the designation of a document or information as proprietary, the party providing the information retains the burden of demonstrating that the designation is appropriate.

26. That the parties shall retain the right to object to the production of Proprietary Information on any proper ground; to refuse to produce Proprietary Information pending the adjudication of the objection; and to seek additional measures of protection of Proprietary Information beyond those provided in this Protective Order.

27. That within 30 days after a Commission final order is entered in the above-captioned proceeding, or in the event of appeals, within thirty days after appeals are finally decided, the non-producing party, upon request, shall either destroy or return to the producing party all copies of all documents and other materials not entered into the record, including notes,

which contain any Proprietary Information. In the event that the non-producing party elects to destroy all copies of documents and other materials containing Proprietary Information instead of returning the copies of documents and other materials containing Proprietary Information to the producing party, the non-producing party shall certify in writing to the other party that the Proprietary Information has been destroyed.

Dated: _____

Mark A Hoyer