**BEFORE THE**

**PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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| 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 |

**PROTECTIVE ORDER**

On September 10, 2013, Peoples Natural Gas Company LLC (“Peoples”), Peoples TWP LLC (“Peoples TWP”), and Equitable Gas Company, LLC (“Equitable”) (hereinafter, collectively the “Joint Applicants”) filed a Motion for Protective Order in this proceeding pursuant to the provisions of 52 Pa. Code § 5.423(a). In the Motion, the Joint Applicants represented that they consulted with all other active parties to this proceeding, and none of them objected to the granting of this Motion.

The initial hearing in this proceeding began as scheduled on September 11, 2013. At the outset of the hearing, I asked the parties in attendance if there were any objections to the Motion for Protective Order. No parties objected. I orally granted the Motion for Protective Order on the hearing record and directed the parties to submit a complete list of all the evidence to be protected as proprietary or confidential in the records of the Commission by the Commission’s Secretary’s Bureau. There was no cross-examination in the hearing record of any witness regarding evidence subject to this Protective Order. All of the evidence subject to this Protective Order was entered into the hearing record pursuant to a stipulation of all parties in attendance. As each party’s evidence was admitted into the hearing record, I designated specifically which evidence was subject to the Protective Order and not to be placed in the public file in the Commission’s records. The list of evidence subject to Protective Order is attached hereto as Appendix A and made a part hereof. This Protective Order memorializes my rulings at the hearing on September 11, 2013.

AND NOW, to wit, this 13th day of September, 2013, upon consideration of the Motion for Protective Order pursuant to Section 5.423 of the Commission’s Rules of Administrative Practice and Procedure, 52 Pa. Code § 5.423(a), requesting restrictions on the disclosure of sensitive and/or proprietary materials, and/or confidential information filed or otherwise disclosed in this case and having received no objection thereto from any party in interest, IT IS HEREBY ORDERED:

1. That the Motion for Protective Order is hereby granted with respect to all materials and information identified in Appendix A attached hereto and made a part hereof.

2. That the evidence listed in Appendix A 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 (Appendix A) 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.

3. That Proprietary Information (Evidence listed in Appendix A) produced in this proceeding shall be made available to the Pennsylvania Public Utility Commission (“Commission”) and Commission 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.

4. That no other persons may have access to the evidence listed in Appendix A except as authorized by order of the Commission or the Presiding Administrative Law Judge.

5. That information deemed Proprietary Information (Appendix A) 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.

6. That any public reference to Proprietary Information (evidence listed in Appendix A) 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.

7. That any part of the record of this proceeding containing Proprietary Information (evidence listed in Appendix A), including but not limited to all exhibits, writings, testimony, cross examination and argument, 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 presiding officer or Commission.

8. That the parties shall retain the right to question or challenge the confidential or proprietary nature 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.

9. 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.

10. **That when filing the evidence listed in Appendix A with the Secretary’s Bureau, the sponsoring party of any such evidence shall submit said Confidential and/or Proprietary Information on a separate Compact Disc (CD) pursuant to the Commission’s Implementation Order entered at Docket No. M-2012-2331973 governing electronic access to testimony and exhibits, specifically ordering paragraph no. 5 on or before October 4, 2013.** **Each sponsoring party of evidence listed in Appendix A shall store, transmit and file said evidence separate and apart from the remaining testimony, evidence and exhibits to be filed electronically.** All hard copies of evidence listed in Appendix A shall be marked as Confidential and sealed in accordance with the terms of this Protective Order and the Commission’s Rules of Administrative Practice and Procedure, relating to restrictions on the disclosure of sensitive, confidential and/or proprietary materials, and shall not be subject to public disclosure, subject to the terms of this Protective Order.

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Mark A. Hoyer

Administrative Law Judge

**APPENDIX A**

*Joint Application of Peoples Natural Gas Company LLC,*

*Peoples TWP LLC and Equitable Gas Company, LLC*

Docket Nos. A-2013-2353647, et al.

**CONFIDENTIAL MATERIALS ENTERED INTO RECORD**

**Joint Applicants**

1. The following Exhibits attached to Joint Applicants Exhibit MKO-1:

Schedules 1.1(a) through 5.12

Exhibit A - Asset Exchange Agreement

Exhibit B - Sunrise Transportation Agreement

Exhibit C - Sunrise Transportation and Storage Agreement

Exhibit D - Peoples NAESB

Exhibit E - Derry Interconnect Agreement

Exhibit F - Ginger Hill Interconnect

Exhibit G - Derry Transportation Agreement

Exhibit H - PTWP Northern Lateral Capacity Lease

Exhibit I - PTWP Northern Lateral Transportation Agreement

Exhibit J - Armstrong Interconnect Agreement

Exhibit K - Peoples Asset Transportation and Storage Agreement

Exhibit L - EQT Exchange Agreement

Exhibit M - Equitable NAESB

Exhibit N - Extension Agreement

Exhibit O - Interim Operational Balancing Agreement

Exhibit P - Master Tower Lease and Sublease Agreement

Exhibit Q - Transition Services Agreement

2. The following Appendices attached to Joint Applicants Exhibit MKO-1:

Appendix F: The present ownership structure of the SRIFNA-related entities.

Appendix G: The ownership structure of the SRIFNA-related entities as contemplated by the Proposed Transaction.

Appendix H: The present corporate structure of EQT and its subsidiaries.

Appendix I: The corporate structure of EQT and its subsidiaries as contemplated by the Proposed Transaction.

3. Joint Applicants Exhibit CPK-2

4. Joint Applicants Exhibit JSN-5

5. Joint Applicants Exhibit MKO-1, Updated Appendix G

**Office of Consumer Advocate (OCA)**

1. Direct Testimony of Richard Hahn, OCA Statement No. 1, Highly Confidential Version

**Snyder Brothers, Inc.**

1. Direct Testimony of Benjamin Snyder, Snyder Brothers Statement No. 1, Highly Confidential Version

2. Snyder Brothers Exhibit No. BTS-5 (which is attached to Snyder Brothers Statement No. 1, Highly Confidential Version)

**PA Independent Oil & Gas Association (PIOGA)**

1. Direct Testimony of Louis D. D’Amico, PIOGA Statement No. 1, Highly Confidential Version

2. PIOGA Exhibit No. LDD-16 (which is attached to PIOGA Statement No. 1, Highly Confidential Version)

3. PIOGA Exhibit No. LDD-17 (which is attached to PIOGA Statement No. 1, Highly Confidential Version)