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October 7, 2013

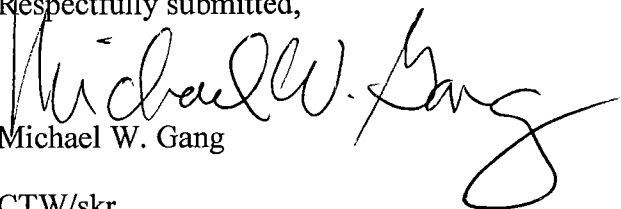
Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor North
P.O. Box 3265
Harrisburg, PA 17105-3265

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 for filing please find the Unopposed Petition to Withdraw Settlements for the above-referenced proceeding. Copies will be provided as indicated on the Certificate of Service.

Respectfully submitted,


Michael W. Gang

CTW/skr
Enclosures

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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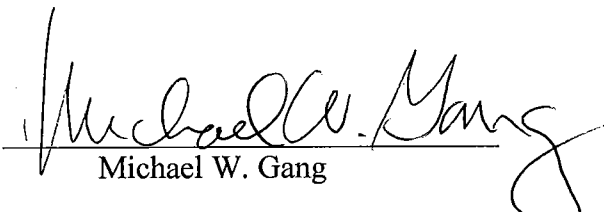
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Dated: October 7, 2013


Michael W. Gang

**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.	:	

UNOPPOSED PETITION TO WITHDRAW SETTLEMENTS

TO THE HONORABLE MARK A. HOYER, ADMINISTRATIVE LAW JUDGE (“ALJ”):

I. INTRODUCTION

Peoples Natural Gas Company LLC (“Peoples”), Peoples TWP LLC (“Peoples TWP”), and Equitable Gas Company, LLC (“Equitable”),¹ hereby file this Unopposed Petition to Withdraw Settlements pursuant to Section 5.94(a) of the Pennsylvania Public Utility Commission’s (“Commission”) regulations and respectfully request, on behalf of all active

¹ Hereinafter, Peoples, Peoples TWP, and Equitable will collectively be referred to as the “Joint Applicants.”

parties to this proceeding, that the “Joint Petition for Approval of Non-Unanimous Settlement” (“Non-Unanimous Settlement”) filed on September 25, 2013, and the “Joint Petition for Approval of Settlement Between the Joint Applicants and Citizens for Pennsylvania’s Future” (“PennFuture Settlement”) filed on October 2, 2013, be withdrawn in their entirety and replaced with the “Joint Application for Settlement of All Issues” (“Full Settlement”) filed on October 7, 2013. In support, the Joint Applicants represent as follows:

II. REQUEST TO WITHDRAW

1. On March 19, 2013, the Joint Applicants filed with the Commission the Joint Application requesting all necessary approvals, pursuant to Sections 1102(a)(3), 1317(d), 2102(a), and 2204(e)(4) of the Public Utility Code (“Code”), 66 Pa.C.S. §§ 1102(a)(3), 1317(d), 2102(a), and 2204(e)(4), authorizing and approving: (1) the transfer of 100% of the issued and outstanding limited liability company membership interests in Equitable, an indirect subsidiary of EQT Corporation (“EQT”),² to PNG Companies LLC (“PNG”), an indirect subsidiary of SteelRiver Infrastructure Fund North America LP (“SRIFNA”); (2) the merger of Equitable with Peoples, a wholly-owned subsidiary of PNG, and the operation of Equitable as an operating division of Peoples; (3) the transfer of certain storage and transmission assets of Peoples to EQT; (4) the transfer of certain assets and/or the exchange of certain services between EQT and Equitable; (5) certain PNG ownership changes associated with the transaction; (6) the associated gas capacity, storage, interconnects, leases, and supply service agreements among Peoples, Peoples TWP, Equitable, and/or EQT set forth in the Joint Application; and (7) certain changes in Peoples’ tariff necessary to carry out the transactions (hereinafter, collectively, the “Transaction”).

² Unless otherwise specified in this Joint Application, all references to “EQT” shall be deemed to also include all of its subsidiaries and affiliates.

2. The following parties either protested the Joint Application or intervened in the proceeding: the Bureau of Investigation and Enforcement (“I&E”) of the Commission; the Office of Consumer Advocate (“OCA”); the Office of Small Business Advocate (“OSBA”); Pennsylvania Independent Oil & Gas Association (“PIOGA”); Dominion Retail, Inc. and Interstate Gas Supply, Inc. (collectively, “NGS Parties”); Utility Workers Union of America, Local 666 (“UWUA”); The Pennsylvania State University (“PSU”); Snyder Brothers, Inc. (“Snyder Brothers”); United Steelworkers International Union, Local 12050 (“Steelworkers”); International Brotherhood of Electrical Workers, Local 1956 (“IBEW”); Peoples-Equitable Merger Intervenors (“PEMI”); United States Steel Corporation (“US Steel”); and Citizens for Pennsylvania’s Future (“PennFuture”).

3. The active parties engaged in extensive discovery, held numerous settlement conferences, and exchanged numerous settlement proposals and counter-proposals. As a result of these conferences and efforts, all active parties other than PennFuture reached a settlement in principle prior to the September 11, 2013 evidentiary hearing that fully resolved all issues related to the Transaction (“Transaction Issues”), except for PennFuture’s proposal that the Joint Applicants be required to implement a five-year, \$220 million demand side management (“DSM”) plan as a condition of the Commission’s approval of the Transaction (“PennFuture Issues”).³ PennFuture was the only active party that took no position on the settlement in principle of the Transaction Issues.

4. On September 25, 2013, the Joint Applicants, I&E, OCA, OSBA, PIOGA, NGS Parties, Snyder Brothers, and US Steel filed the Non-Unanimous Settlement, together with their respective Statements in Support.

³ PSU, PEMI, UWUA, IBEW, and the United Steelworkers were not parties to the settlement of the Transaction Issues but did not oppose settlement.

5. An evidentiary hearing was held on September 11, 2013, at which the remaining PennFuture Issues were litigated.⁴

6. Following the conclusion of the evidentiary hearing, the Joint Applicants and PennFuture continued to engage in additional settlement discussions in an effort to resolve the PennFuture Issues. As a result of these efforts, the Joint Applicants and PennFuture reached a settlement in principle that fully resolved the PennFuture Issues.⁵

7. On October 2, 2013, the Joint Applicants and PennFuture filed the PennFuture Settlement, together with their respective Statements in Support.

8. Combined, the Non-Unanimous and PennFuture Settlements represent a full resolution of all issues raised by the active parties in this proceeding.

9. On October 7, 2013, the Joint Applicants, I&E, OCA, OSBA, PIOGA, NGS Parties, Snyder Brothers, US Steel, and PennFuture filed the Full Settlement, together with their respective Statements in Support.⁶ For the reasons more fully explained therein, the Full Settlement is in the public interest and, therefore, the Transaction, as modified by the Full Settlement, should be approved.

10. The Full Settlement combines both the Non-Unanimous and PennFuture Settlements into one, unopposed full settlement that, if approved, will resolve all of the issues raised by the active parties in this proceeding. Accordingly, the replacement of those previously filed settlements with the Full Settlement is intended to improve the record in this proceeding

⁴ The proposed DSM plan was not part of the Transaction presented by the Joint Applicants, nor did the Joint Applicants support PennFuture's proposal. Therefore, PennFuture bore the burden to demonstrate that its proposed DSM plan is reasonable and in the public interest. *Pa. PUC v. Metropolitan Edison Company, et al.*, Docket Nos. R-00061366, et al., 2007 Pa. PUC LEXIS 5 at *184-87 (Jan. 11, 2007).

⁵ I&E, OCA, OSBA, PIOGA, NGS Parties, Snyder Brothers, US Steel, PSU, PEMI, UWUA, IBEW, and the Steelworkers were not parties to the settlement of the PennFuture Issues but did not oppose the settlement.

⁶ PSU, PEMI, UWUA, IBEW, and the Steelworkers are not parties to the Full Settlement but have indicated they do not object to it.

and otherwise help streamline the requested approval of the Transaction, as modified by the Full Settlement.

11. The Full Settlement supersedes and replaces both the Non-Unanimous and PennFuture Settlements in their entirety. As a result, the Non-Unanimous and PennFuture Settlements are no longer necessary.

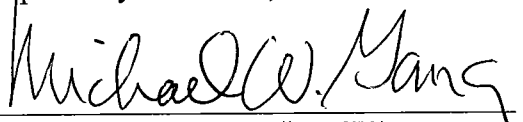
12. On behalf of all active parties in this proceeding, the Joint Applicants respectfully request that this unopposed Petition be granted, and that the Non-Unanimous Settlement and the PennFuture Settlement be withdrawn in their entirety and replaced with the Full Settlement.

13. The Joint Applicants have been authorized by all active parties to this proceeding to represent that the active parties do not oppose this Petition, waive their right to object to this Petition within twenty days, and join in the request that the Non-Unanimous Settlement and the PennFuture Settlement be withdrawn in their entirety and replaced with the Full Settlement.

III. CONCLUSION

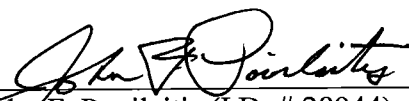
WHEREFORE, Peoples Natural Gas Company LLC, Peoples TWP LLC, and Equitable Gas Company, LLC respectfully request that the Honorable Administrative Law Judge Mark A. Hoyer (i) grant this Unopposed Petition to Withdraw Settlements, (ii) withdraw the Joint Petition for Approval of Non-Unanimous Settlement filed on September 25, 2013, (iii) withdraw the Joint Petition for Approval of Settlement Between the Joint Applicants and Citizens for Pennsylvania's Future filed on October 2, 2013, and (iv) accept the Joint Application for Settlement of All Issues filed on October 7, 2013.

Respectfully submitted,


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October 7, 2013


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PROPOSED ORDER

On October 7, 2013, Peoples Natural Gas Company LLC, Peoples TWP LLC, and Equitable Gas Company, LLC (collectively “Joint Applicants”) filed an Unopposed Petition to Withdraw Settlements (“Petition”). The Petition requests that the Joint Petition for Approval of Non-Unanimous Settlement (“Non-Unanimous Settlement”) filed on September 25, 2013, and the Joint Petition for Approval of Settlement Between the Joint Applicants and Citizens for Pennsylvania’s Future (“PennFuture Settlement”) filed on October 2, 2013, be withdrawn and replaced by the Joint Application for Settlement of All Issues (“Full Settlement”) filed on October 7, 2013. The Petition states that the Full Settlement combines both the Non-Unanimous and PennFuture Settlements into one, unopposed full settlement that, if approved, will resolve all of the issues raised by the active parties in this proceeding. As a result, the Non-Unanimous and PennFuture Settlements are no longer necessary.

The Commission’s Rules of Practice and Procedure permit the withdrawal of a pleading in a contested matter, after considering any objections. 52 Pa. Code § 5.94(a). In the Petition, the Joint Applicants stated that they were authorized by all active parties to represent that the active parties do not oppose the Petition and join in the request that the Non-Unanimous Settlement and PennFuture Settlement be withdrawn in their entirety and replaced with the Full Settlement. All parties have waived their right to object to the granting of this Petition. The Petition will therefore be granted.

THEREFORE,

IT IS ORDERED:

1. The Unopposed Petition to Withdraw Settlements filed by the Joint Applicants is granted;
2. The Joint Petition for Approval of Non-Unanimous Settlement filed on September 25, 2013, is withdrawn in its entirety;
3. The Joint Petition for Approval of Settlement Between the Joint Applicants and Citizens for Pennsylvania's Future filed on October 2, 2013, is withdrawn in its entirety; and
4. The Joint Application for Settlement of All Issues filed on October 7, 2013, is accepted for purposes of filing and further disposition in this proceeding.

Date

Mark A. Hoyer
Administrative Law Judge