

ORIGINAL

UNITED STATES OF AMERICA  
BEFORE FEDERAL TRADE COMMISSION

nonresidential end users within their service territories. Equitable and Peoples both provide local distribution services to end users in western Pennsylvania.

The Commission issued an administrative complaint on March 14, 2007, alleging that the acquisition of Peoples by Equitable violates the antitrust laws. The complaint alleges that a relevant product market is the local distribution of natural gas to individual nonresidential end

users, and that the relevant geographic market is the individual service location of each nonresidential end user that benefits or could benefit in the future from competition between Equitable and Dominion in western Pennsylvania.

In their answers dated April 9, 2007, Respondents deny certain allegations regarding the

of competition, in violation of section 5 of the FTC Act, 15 U.S.C. § 45.

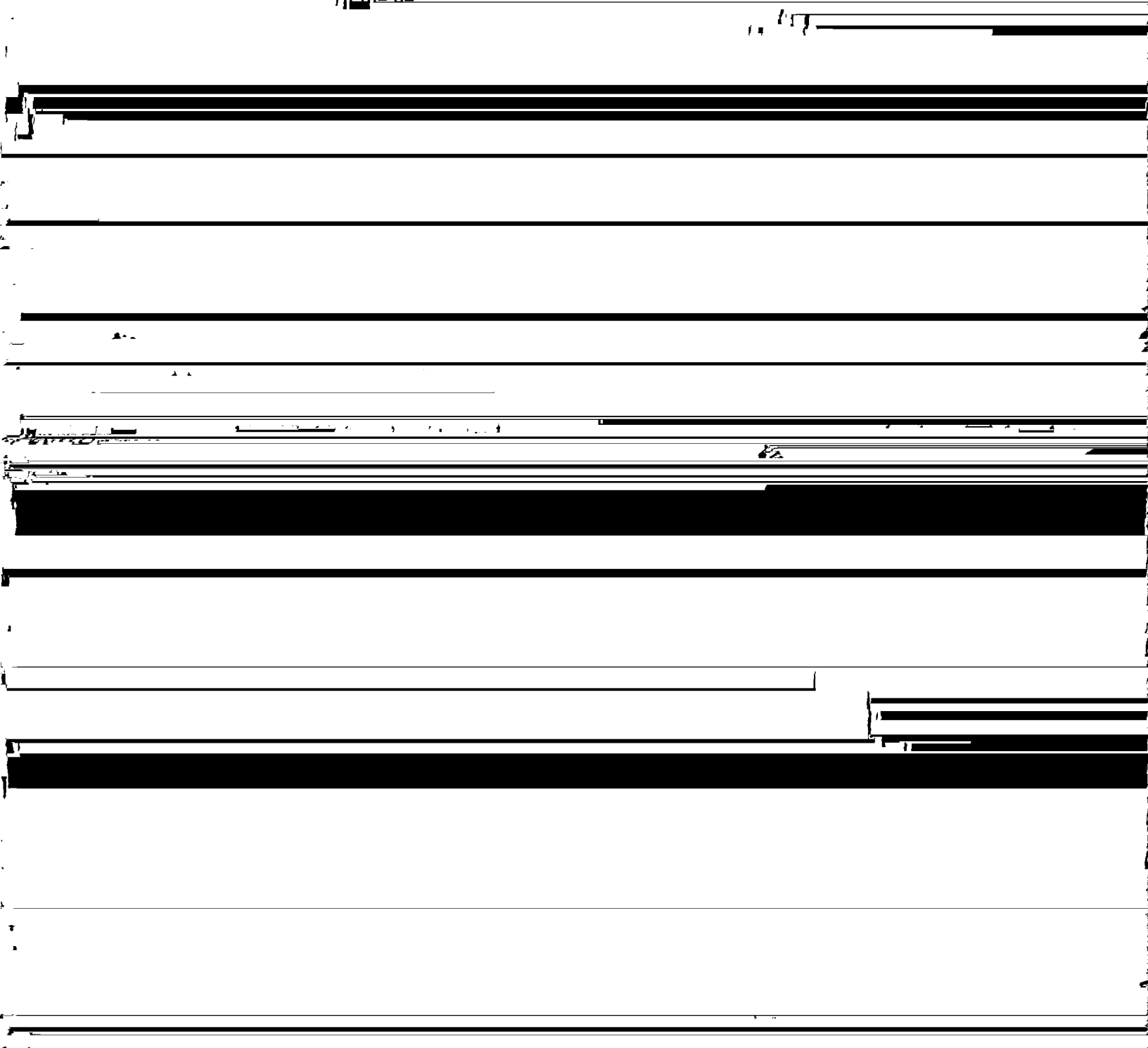
Respondents contend that the transaction is lawful and cite in that regard the merger specific efficiencies that would result from this transaction, which they contend would far outweigh the costs of any alleged loss of competition.

- b. Respondents contend that the FTC's claims are barred by the state action immunity doctrine, enunciated by the United States Supreme Court in *Parker v. Brown*, 317 U.S. 341 (1943), and *California Retail Liquor Dealers Ass'n v. Midcal Aluminum, Inc.* 445 U.S. 97 (1980). In that regard, Respondents cite the April 13, 2007, decision of the Pennsylvania Public Utility Commission approving the acquisition of Peoples by Equitable, the clear articulation of the Commonwealth's policy to displace

2007, the Commission issued an Order staying all briefing on Complaint Counsel's motion until further notice. Each party may file a motion for summary disposition of the case pursuant to Rule 3.24 after the close of discovery.

4. Amendment of the Pleadings. Complaint Counsel and Respondents do not

interrogatories and requests for admissions will be permitted only for good cause. To the extent possible, any interrogatories and requests for admissions issued between the entry of this Order and the end of the stay of discovery and all other obligations in this administrative proceeding that shall extend from June 1, 2007, to five business days after the completion of the hearing in the related case identified in Paragraph 7 shall be the



d. Timing of Responses. For all interrogatories and requests for production served prior to this Order's issuance, objections to the interrogatories and requests for production shall be due within fifteen (15) days of the date of this Order, and the documents and materials shall be produced within forty-five (45) days of the date of this Order.

For interrogatories, requests for production, and requests for admissions

(10) days of service of the discovery request, and responses, documents and materials shall be produced within thirty (30) days of service of the discovery request.

e. Electronically Stored Information. Disclosure and discovery of

particular, Judge Schwab established a briefing schedule for defendants' motion to dismiss the complaint on state action grounds in which the parties will fully brief the motion by May 1, 2007,

and the Court expects to issue its decision on the motion by May 15, 2007. If the parties have any questions regarding the briefing schedule, they should contact the Court's clerk, Ms. [REDACTED], at [REDACTED].

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

- July 30, 2007 - Complaint Counsel provides expert witness list and expert witness reports.
- August 3, 2007 - Status report due and, if requested by either party, conference with the Commission.
- August 7, 2007 - Respondents provide expert witness list and expert witness reports.

August 14, 2007 - Complaint Counsel provides rebuttal expert witness list and

rebuttal expert reports. Any such report is to be limited to rebuttal of matters set forth in the Respondents' expert reports. If material outside the scope of fair rebuttal is presented, the Respondents will have the right to seek appropriate relief (such as striking part or all of Complaint Counsel's rebuttal expert report(s) or seeking leave to



September 5, 2007 - Exchange and serve courtesy copy on the Commission objections to final proposed witness lists and exhibits lists. Exchange objections to the designated testimony to be presented by deposition and counter designations.

September 7, 2007 - Exchange proposed stipulations of law, facts, and authenticity. Parties file pretrial briefs, not to exceed fifty (50) pages.

September 14, 2007 - Deadline for filing responses to motions for summary disposition, motions in limine, motions to strike, and

motions for in camera treatment of proposed trial exhibits

September 17, 2007 - Deadline for filing reply to response to motions for summary disposition, motions in limine, motions to strike, and motions for in camera treatment of proposed trial

- a. Service on the parties shall be deemed effective on the date of delivery by electronic mail (formatted in Adobe Acrobat), and three days shall be added to the time for any responsive action, consistent with the provisions

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

For Respondents Dominion Resources, Inc., Consolidated Natural Gas Company, and  
The Peoples Natural Gas Company:

Howard Feller, Esq.  
McGuire Woods LLP  
One James Center  
901 East Cary Street  
Richmond, VA 23219-4030  
[Hfeller@mcguirewoods.com](mailto:Hfeller@mcguirewoods.com)  
(804) 775-4393

b. Memoranda in support of, or in opposition to, any non-dispositive motion,

c. If papers filed with the Office of the Secretary contain in camera or

stenographic means at least two (2) days in advance of the deposition.

- e. No deposition of a non-party shall be scheduled between the time of production in response to a subpoena duces tecum and three (3) days after copies of the production are provided to the non-issuing party, unless a shorter time is required by unforeseen logistical issues in scheduling the deposition. ~~the documents are produced at the time of the deposition or as~~

agreed to by all parties involved.

- f. At the time an expert is first listed as a witness by a party, the listing party

h. The preliminary and revised witness lists shall represent the parties' good faith designation of all potential witnesses the parties reasonably expect may be called at the hearing. A party shall notify the other parties promptly of changes in preliminary and revised witness lists to facilitate completion of discovery within the dates specified by the scheduling order. After the submission of the final witness lists, additional witnesses may be added only: (a) by order of the Commission, upon a showing for good cause; (b) by agreement of the parties, with notice to the Commission; or (c) if needed to authenticate, or provide the evidentiary foundation for.

§ 3.34 must demonstrate that the subject is located in the United States

and must be served on opposing counsel. Oppositions to applications for issuance of subpoenas shall be due within three (3) business days after the filing of the application.

- k. At least five days prior to the commencement of the case-in-chief, Complaint Counsel shall provide Respondents with a schedule of witnesses expected to be called each day during the case-in-chief. At least five days prior to the commencement of the Respondents' defense case.

a consecutive control number. Additionally, all exhibit numbers must be accounted for, even if a particular number is not actually used at the hearing.

- m. At the final pre-hearing conference, the parties shall introduce all exhibits they intend to introduce at the hearing. The parties further shall give the originals of exhibits to the court reporter, which the court reporter will maintain as part of the record

Patricia V. Hahn

George S. Casey by Patricia Hahn



**CERTIFICATE OF SERVICE**

I, Robert E. LaRocca, hereby certify that on **April 24, 2007**:

I caused twelve (12) hard copies of the attached **Revised Joint Case Management Statement** to be served by hand delivery and one (1) copy by electronic mail upon the following person:

Office of the Secretary  
Federal Trade Commission  
H-135  
600 Pennsylvania Avenue, N.W.  
Washington, D.C. 20580

I caused one (1) copy of the **Revised Joint Case Management Statement** to be served by electronic mail to the following persons:

Arnold & Porter LLP  
555 12<sup>th</sup> Street, N.W.  
Washington, D.C. 20004  
[William.baer@aporter.com](mailto:William.baer@aporter.com)

George S. Cary, Esq.  
Cleary Gottlieb Steen and Hamilton LLP  
2000 Pennsylvania Avenue, N.W.  
Washington, D.C. 20006  
[Gcary@cgsh.com](mailto:Gcary@cgsh.com)

Howard Feller, Esq.  
McGuireWoods LLP  
One James Center  
901 East Cary Street  
Richmond, VA 23219-4030  
[Hfeller@mcguirewoods.com](mailto:Hfeller@mcguirewoods.com)