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**BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO**

In the Matter of the Application of The East)
Ohio Gas Company d/b/a Dominion East) Case No. 13-2203-GA-AIS
Ohio for Consent and Authority to Issue)
Long-Term Notes)

**APPLICATION OF
THE EAST OHIO GAS COMPANY D/B/A DOMINION EAST OHIO GAS**

In accordance with R.C. 4905.40 and 4905.41, The East Ohio Gas Company d/b/a Dominion East Ohio (DEO) respectfully requests the Commission's authorization to enter into certain financing arrangements involving the issuance of long-term notes as set forth below:

1. DEO is an Ohio corporation providing natural gas service to customers in various municipalities and communities in northern and eastern Ohio and is a public utility subject to the jurisdiction of the Commission in accordance with R.C. 4905.02(A) and 4905.03(E).

2. Effective September 30, 2013, DEO is a wholly-owned subsidiary of Dominion Gas Holdings, LLC (DGH). DGH is a newly formed and wholly-owned subsidiary of Dominion Resources, Inc. (DRI) and now serves as the intermediate parent company for the majority of Dominion's regulated natural gas operating companies engaged primarily in the transmission and local distribution of natural gas. As such, DGH will be the primary financing entity for Dominion's regulated natural gas businesses. This structure is intended to create an efficient, transparent entity to finance capital investments closer to the assets and cash flow of Dominion's regulated gas businesses. DGH has assumed the existing long-term notes issued by DEO to DRI. The formation of DGH and associated changes will have no effect on the management or control of DEO.

3. DEO requests the Commission's authority to issue and sell to DGH long-term notes, with an aggregate principal amount not to exceed \$600 million.

4. The purpose of the issuance is to finance the acquisition of property; to finance the construction, completion, extension, renewal, and improvement of DEO's facilities; for the improvement of DEO's service to its customers; and for reorganization or readjustment of DEO's indebtedness and capitalization to more closely align DEO's actual capital structure and the capital structure approved by the Commission in DEO's most recent rate case.

5. The first proposed note will have a principal amount not to exceed \$300 million, including \$200 million that DEO will issue on or before December 31, 2013, and up to an additional \$100 million that DEO may issue on or before July 1, 2014. The full amount will become due at maturity, which will occur on March 31, 2044. Interest will be payable semiannually at an annual rate of 4.90 percent. The proposed interest rate is based upon the effective yield of 30-year notes recently issued by DGH.

6. The second proposed note will have a principal amount not to exceed \$300 million, including \$200 million that DEO will issue on or before December 31, 2013, and up to an additional \$100 million that DEO may issue on or before July 1, 2014. The full amount will be due at maturity, which will occur on March 31, 2024. Interest will be payable semiannually at an annual rate of 3.80 percent. The proposed interest rate is based upon the effective yield of 10-year notes recently issued by DGH.

7. In accordance with R.C. 4905.41, DEO submits the following as a part of this Application:

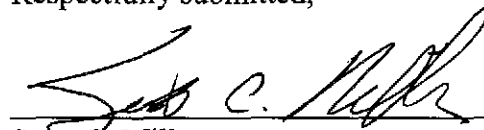
- Exhibit A: A balance sheet as of September 30, 2013;
- Exhibit B: An income statement for the 12-month period ended September 30, 2013; and
- Exhibit C: A schedule of projected capital expenditures by category for 2014.

8. To enable the timely consummation of the proposed transactions, DEO respectfully requests that the Commission approve this Application on or before December 20, 2013.

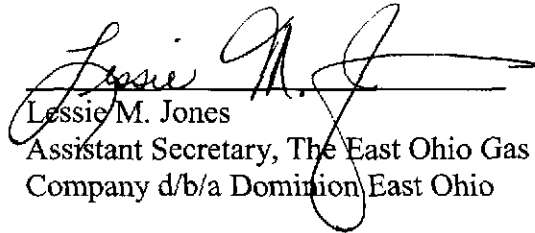
WHEREFORE, DEO respectfully requests that the Commission approve this Application according to the terms set forth above.

Dated: November 12, 2013

Respectfully submitted,



Scott C. Miller,
Vice President, The East Ohio Gas
Company d/b/a Dominion East Ohio



Lessie M. Jones
Assistant Secretary, The East Ohio Gas
Company d/b/a Dominion East Ohio


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ATTORNEYS FOR
THE EAST OHIO GAS COMPANY D/B/A
DOMINION EAST OHIO

STATE OF OHIO)
) ss.:
COUNTY OF CUYAHOGA)

Scott C. Miller personally appeared before me, a Notary Public, in and for said State, and being first duly sworn said that he is a Vice President of The East Ohio Gas Company d/b/a Dominion East Ohio, and that the statements in the foregoing Application are true.



Vice President – The East Ohio Gas
Company d/b/a Dominion East Ohio

Sworn to before me and subscribed in my presence this 12th day of November, 2013.

Jessie K J
Notary Public
My Commission Expires
Section 147.05

STATE OF OHIO)
) ss.:
COUNTY OF CUYAHOGA)

Lessie M. Jones personally appeared before me, a Notary Public, in and for said State, and being first duly sworn said that she is a Secretary of The East Ohio Gas Company d/b/a Dominion East Ohio, and that the statements in the foregoing Application are true.


Assistant Secretary – The East Ohio Gas
Company d/b/a Dominion East Ohio

Sworn to before me and subscribed in my presence this 12TH day of November, 2013.

SHERRY JONES
NOTARY PUBLIC - STATE OF OHIO
 Recorded in Lake County
 My commission expires Jan. 22, 2018

Sherry Jones
Notary Public

DOMINION EAST OHIO
Balance Sheet
As of September 30, 2013
\$(000) Omitted

<u>ASSETS</u>	<u>FERC Account</u>	
Property, Plant & Equipment		
Property Plant & Equipment	101-107,117	3,107,522
Accumulated Depreciation, Depletion, and Amortization	108-111	<u>(896,828)</u>
Total Property, Plant and Equipment (Net)		2,210,694
Other Property and Investments		
Nonutility Property	121	757
Other Investments	124	<u>3,727</u>
Total Other Property and Investments		4,484
Current Assets		
Cash and cash equivalents	131	4,783
Customer Accounts Receivable, Net	142,144	138,186
Accounts Receivable, Other	143	754
Receivables From Affiliates	146	796
Gas Stored Underground-Current	164	35,455
Regulatory Assets - Current	182-191	29,216
Prepayments	165	13,695
Accumulated Deferred Taxes - Current	190	77,648
Other Current Assets	134,154,155,174	<u>7,694</u>
Total Current Assets		308,227
Deferred Charges & Other Assets		
Other Regulatory Assets	182	169,230
Prepaid Pension Costs	165	841,079
Deferred Income Taxes	190	21,389
Other Miscellaneous Non-Current Assets	186	<u>8,989</u>
Total Deferred Charges and Other Assets		<u>1,040,687</u>
TOTAL ASSETS		<u>3,564,092</u>

DOMINION EAST OHIO
Balance Sheet
As of September 30, 2013
\$(000) Omitted

<u>TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES</u>	<u>FERC Account</u>	
Shareholders' Equity		
Common Stock, No Par	201	584,968
Other Paid-In Capital	211	150,359
Retained Earnings	216, 219	<u>520,691</u>
Total Shareholders' Equity		<u>1,256,018</u>
Current Liabilities		
Accounts Payable	232	109,906
Affiliated Accounts Payable	234	24,172
Advances from Associated Companies - Current	233	406,719
Accrued Liabilities	242	72,816
Customer Deposits	235	14,927
Accumulated Deferred Income Taxes - Current	281-283	23,682
Regulatory Liabilities - Current	254	143,565
Other Current Liabilities	242	<u>17,866</u>
Total Current Liabilities		813,653
Long - Term Debt		
Advances from Associated Companies	223	441,386
Deferred Credits and Other Liabilities		
Accumulated Deferred Income Taxes	281-283	815,944
Accumulated Deferred Investment Tax Credits	255	213
Regulatory Liabilities	254	145,775
Asset Retirement Obligations	230	72,455
Other Deferred Credits and Liabilities	253	<u>18,648</u>
Total Deferred Credits and Other Liabilities		<u>1,053,035</u>
Total Liabilities		<u>2,308,074</u>
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES		<u>3,564,092</u>

EXHIBIT B

DOMINION EAST OHIO
Statement of Income
For the Twelve Months Ended September 30, 2013
\$(000) Omitted

Operating Revenues		
Gas	143,454	
Transportation and Storage	570,197	
Other Operating Revenues	<u>50,741</u>	
Total Operating Revenues		764,392
Operating Expenses		
Purchased Gas	146,192	
Operation and Maintenance	257,699	
Depreciation and Amortization	68,640	
Other Taxes	<u>101,116</u>	
Total Operating Expenses		<u>573,647</u>
Operating Income (Loss)		190,745
Other Income (Deductions)		
Other Income (Net)	(341)	
Interest Expense (Net)	<u>(17,223)</u>	
Total Other Income (Deductions)		<u>(17,564)</u>
Income (Loss) Before Income Taxes		173,181
Income Taxes		<u>60,504</u>
Net Income (Loss)		<u><u>112,677</u></u>

EXHIBIT C

DOMINION EAST OHIO
Estimated Capital Expenditures for 2014
\$(000) Omitted

Description

Distribution Infrastructure	180,142
Gathering / Production Infrastructure	12,505
General Infrastructure	37,707
Information Technology / Telecommunications	9,297
Metering	7,822
New Customer Facilities	15,275
Storage Infrastructure	10,808
Transmission Infrastructure	<u>97,380</u>
Total	<u><u>370,934</u></u>