

BEFORE THE PUBLIC SERVICE COMMISSION OF WYOMING

IN THE MATTER OF THE JOINT)	
APPLICATION OF QUESTAR GAS COMPANY)	
AND DOMINION RESOURCES, INC. FOR)	Docket No. 30010-150-GA-16
APPROVAL OF PROPOSED MERGER OF)	Docket No. 30025-1-GA-16
QUESTAR CORPORATION AND DOMINION)	(Record No. 14335)
RESOURCES, INC.)	

NOTICE OF JOINT APPLICATION
(Issued March 10, 2016)

Pursuant to the Wyoming Administrative Procedure Act and the Wyoming Public Service Commission's (Commission) Procedural Rules and Special Regulations, notice is hereby given of the Joint Application of Questar Gas Company ("Questar Gas") and Dominion Resources, Inc. ("Dominion") for approval of a merger and reorganization ("Merger") which will result in Questar Corporation, the parent of Questar Gas, a gas utility in Wyoming, becoming a subsidiary of Dominion, as more fully described below.

1. Questar Gas is a public utility as defined in W.S. § 37-1-101(a)(vi)(D), and as such, is subject to the Commission's jurisdiction pursuant to W.S. § 37-2-112.

2. On March 3, 2016, the Parties filed the Joint Application with the Commission. Upon the acquisition of Questar Corporation, if approved, Dominion will continue to operate Questar Gas as a jurisdictional utility in Wyoming under the name Dominion Questar Gas, pursuant to Questar Gas's approved Certificate of Public Convenience and Necessity.

3. On January 31, 2016, Dominion, Diamond Beehive Corp ("Beehive")¹ and Questar Corporation entered into an Agreement and Plan of Merger ("Merger Agreement") setting forth the terms of the Merger. The Merger, which is explained in detail in the Merger Agreement, provides that Beehive and Questar Corporation will merge, with Questar Corporation being the surviving entity (which will then be known as "Dominion Questar").

4. Specifically, the Questar Corporation exchange of shares will cost approximately \$4.4 billion. Dominion has executed bridge and term loan acquisition financing agreements that, combined with Dominion's existing credit facility availability, cumulatively will satisfy 100 percent of the amount required to fund the exchange of shares for cash. In addition, Dominion Questar will assume the Questar Corporation and Questar Corporation's subsidiaries' existing indebtedness at the time of closing, which, as of December 31, 2015, totaled approximately \$1.7 billion. The existing debt will remain outstanding at Questar Corporation, Questar Gas and Questar Pipeline, respectively, all of which will become direct or indirect subsidiaries of Dominion.

5. The Joint Application states Questar Gas and Dominion are both financially sound. Additionally, the Parties assert that they do not expect the Merger to have any adverse impact on services to Questar Gas' customers. The Joint Application also states that after the acquisition, the rates charged for the services to Questar Gas' customers will be the same as those currently charged those customers.

6. This is not a complete description of the Joint Application. Interested persons may inspect the Joint Application at the offices of Questar Gas, 1005 D Street, Rock Springs, Wyoming; 38 Allegiance Circle, Evanston, Wyoming; and 333 South State Street, Salt Lake City, Utah, and at the Commission's offices in Cheyenne, Wyoming, during regular business hours.

7. Anyone desiring to file a public comment, statement, intervention petition, protest or request for a public hearing in this matter must file with the Commission in writing on or before April 8, 2016. Any intervention request filed with the Commission shall set forth the grounds of the proposed intervention or request for hearing as well as the position and the interest of the petitioner in this proceeding.

8. If you wish to intervene in this matter or request a public hearing which you will attend and you require reasonable accommodation for a disability, call the Commission at (307) 777-7427 or write the Commission, 2515 Warren Avenue, Suite 300, Cheyenne, Wyoming 82002. Communications-impaired persons may contact the Commission through Wyoming Relay at 711. Please mention Docket Nos. 30010-150-GA-16 and/or 30025-1-GA-16 in your communications.

Dated: March 10, 2016.

9. Published notice in this matter shall consist of paragraphs 1 through 8 hereof.

10. This *Notice of Application* is effective immediately.

MADE and ENTERED at Cheyenne, Wyoming, on March 10, 2016.



BY ORDER OF THE COMMISSION

SARA A. MILLER, Assistant Secretary
Wyoming Public Service Commission
2515 Warren Avenue, Suite 300
Cheyenne, WY 82002

¹ Beehive is a Utah corporation and a wholly-owned subsidiary of Dominion created solely to accomplish the Merger.