



CERTIFICATE OF FINANCIAL FITNESS

I, _____, do hereby certify that I am an officer or duly authorized representative of _____, (hereinafter "Pool Operator"), which operates or wishes to operate a pool on the natural gas distribution system for Peoples Natural Gas Company LLC and/or Peoples Gas Company LLC (hereinafter "Peoples"), and do hereby certify the following:

1. Pool Operator is not operating under any chapter of the bankruptcy laws and is not subject to liquidation under any state law;
2. Pool Operator is not subject to the uncertainty of pending or threatened litigation in state or federal courts or regulatory proceedings which could (1) cause a substantial deterioration in its financial condition, (2) cause a condition of insolvency, or (3) endanger its ability to exist as an ongoing business;
3. Pool Operator does not have outstanding lawsuits, actions or judgments, which, individually or in the aggregate, could jeopardize its ability to remain solvent;
4. Pool Operator has the power and authority to transact the business it transacts and proposes to transact, has obtained and holds a Natural Gas Suppliers License from the Pennsylvania Public Utility Commission reflecting that it is authorized to operate in Peoples' service area, and is in good standing in each jurisdiction in which such qualification is required by law, other than those jurisdictions as to which failure to be in good standing would not, individually or in the aggregate, reasonably be expected to jeopardize its ability to transact the business it transacts or to remain solvent;
5. Pool Operator has no delinquent balances outstanding for billings made previously by Peoples or its affiliate, and Pool Operator has paid its account in the past according to the established terms and not made deductions or withheld payment for claims not authorized by contract;
6. Pool Operator intends to notify Peoples in writing, within two business days, of the occurrence of any event which would render the Pool Operator unable to meet the conditions of this Certificate set forth, above, and within two business days of any other significant deterioration of its financial fitness or creditworthiness; and
7. Pool Operator hereby agrees to provide Peoples a copy of its financial statement, annual report, or Form 10-K for the most recent fiscal year-end; current interim financial statements; a listing of its parent company, affiliates and subsidiaries; any reports from credit reporting and bond rating agencies that are available; a bank reference and at least two trade references.

Signature: _____

Title: _____

Date: _____