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April 3, 2018

**VIA ELECTRONIC FILING**

Rosemary Chiavetta, Secretary  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
400 North Street, Filing Room  
Harrisburg, PA 17120


RE: Joint Application of UGI Utilities, Inc., UGI Penn Natural Gas, Inc. and UGI Central Penn Gas, Inc. for All of the Necessary Authority, Approvals, and Certificates of Public Convenience; Docket Nos. A-2018-3000381, A-2018-3000382, and A-2018-3000383; **PETITION TO INTERVENE OF SHIPLEY CHOICE, LLC, DOMINION RETAIL, INC., INTERSTATE GAS SUPPLY, INC. AND RHOADS ENERGY**

Dear Secretary Chiavetta:

Enclosed for filing with the Commission is the Petition to Intervene of Shipley Choice, LLC, Dominion Retail, Inc., Interstate Gas Supply, Inc. d/b/a IGS Energy and Rhoads Energy (the "NGS Parties") in the above-captioned docket. Copies of this Petition have been served in accordance with the attached Certificate of Service.

Thank you for your attention to this matter. If you have any questions related to this filing, please do not hesitate to contact my office.

Very truly yours,



Todd S. Stewart  
*Counsel for Shipley Choice, LLC d/b/a Shipley Energy, Dominion Energy Solutions Interstate Gas Supply, Inc. d/b/a IGS Energy, and Rhoads Energy ("Rhoads") (the "NGS Parties")*

TSS/jld

Enclosure

cc: Per Certificate of Service

**CERTIFICATE OF SERVICE**

I hereby certify that I have this day served a true copy of the foregoing document upon the parties, listed below, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a party).

**VIA ELECTRONIC AND FIRST-CLASS MAIL**

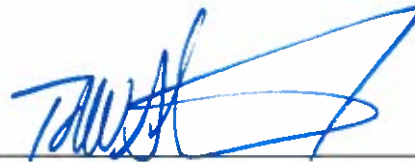
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DATED: April 3, 2018

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Todd S. Stewart

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of UGI Utilities, Inc., UGI :  
Penn Natural Gas, Inc. and UGI Central Penn :  
Gas, Inc. for All of the Necessary Authority, :  
Approvals, and Certificates of Public :  
Convenience for (1) an Agreement and Plan :  
of Merger; (2) the Merger of UGI Penn : Docket Nos. A-2018-3000381  
Natural Gas, Inc. and UGI Central Penn Gas, : A-2018-3000382  
Inc. into UGI Utilities, Inc.; (3) the initiation : A-2018-3000383  
by UGI Utilities, Inc. of natural gas service in :  
all territory in this Commonwealth where UGI :  
Penn Natural Gas, Inc. and UGI Central Penn :  
Gas do or may provide natural gas service; (4) :  
the abandonment by UGI Penn Natural Gas, :  
Inc. of all natural gas service in this :  
Commonwealth; (5) the abandonment by UGI :  
Central Penn Gas, Inc. of all natural gas :  
service in this Commonwealth; (6) the :  
adoption by UGI Utilities, Inc. of UGI Penn :  
Natural Gas, Inc.'s and UGI Central Penn :  
Gas, Inc.'s Existing Tariffs and their :  
Application within New Service and Rate :  
Districts of UGI Utilities, Inc. Corresponding :  
to their Existing Service Territories as UGI :  
North and UGI Central, respectively; (7) the :  
adoption by UGI Utilities of its Existing :  
Tariff to be applied to a new UGI South :  
Service and Rate District; (8) Where :  
Necessary, Associated Affiliated Interest :  
Agreements; and (9) any Other Approvals :  
Necessary to Complete the Contemplated :  
Transaction :

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**PETITION TO INTERVENE  
OF SHIPLEY CHOICE LLC,  
DOMINION ENERGY SOLUTIONS, INC.,  
INTERSTATE GAS SUPPLY, INC. AND RHOADS ENERGY**

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NOW COMES Shipley Choice, LLC d/b/a Shipley Energy (“Shipley”), and Dominion Energy Solutions, Inc. (“DES”), Interstate Gas Supply, Inc. d/b/a IGS Energy (“IGS”), and Rhoads Energy (“Rhoads”)(collectively “NGS Parties”), and hereby petition the Pennsylvania Public Utility Commission (“Commission”) to intervene in the above- proceeding pursuant to 52 Pa. Code §5.71. *et. seq.* As discussed more fully below, the NGS Parties all are licensed natural gas suppliers (“NGS”) providing natural gas supply service using the jurisdictional facilities of at least one each of the territories of UGI Utilities, Inc. – Gas Division, UGI Penn Natural Gas Company or UGI Central Penn Gas, Inc. In support of their Petition to Intervene, the NGS Parties state and aver as follows:

1. On or about March 8, 2018, UGI Utilities, Inc. (“UGI U”), UGI Penn Natural Gas Company, Inc. (“UGI P”) and UGI Central Penn Gas, Inc. (“UGI CP”) submitted a Joint Application to Merge UGI P and UGI CP into UGI U (collectively “UGI Inc.”). Currently, UGP P and UGI CP are affiliates of UGI U. The Application seeks all authority necessary to accomplish that merger, including the authority to abandon service currently provided under the UGI P and UGI CP corporate identities, and the authority to transfer the certificates of public convenience into UGI U. In determining whether to approve this merger, the Commission must determine that the re-shuffling of the corporate status of these entities and the restructuring of their individual tariffs is in the public interest, and whether the transaction will produce positive public benefits. The NGS Parties do not believe that as proposed the Application meets that standard.

2. The NGS Parties are represented in the above-captioned matter by the following counsel:

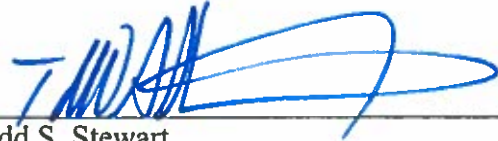
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3. The NGS Parties currently serve customers in one or several of the UGI U, UGI P or UGI CP service territories. Because the transactions include reassigning corporate responsibility for tariffs -- Supplier Tariffs in particular -- and because the NGS Parties serve customers on the various systems, the NGS Parties have a direct and immediate interest in this matter in which those tariffs, and the service provided thereunder, are considered by the Commission, as it seeks to determine if the merger creates any benefit, and whether it is in the public interest. The NGS Parties submit that the proposed tariff reshuffle is not in the public interest. The NGS Parties have a direct interest in the outcome of any proceeding involving UGI U, UGI P and UGI CP's tariffs, because any tariff changes may directly impact their ability to compete for and serve customers on the combined UGI systems.

4. Because they have a direct and immediate interest in the outcome of the determination the status of tariffs, the NGS Parties' intervention satisfies the requirements of 52 Pa. Code § 5.71 *et. seq.* in that their interest is immediate and substantial, cannot be represented by any other parties, and the NGS Parties clearly will be bound by any decision of the Commission with regard to the status of tariffs and whether any proposed merger is in the public interest. Accordingly, the NGS Parties request that their intervention be granted and that they be allowed full party status in this matter.

**WHEREFORE**, the NGS Parties hereby petition the Pennsylvania Public Utility Commission to intervene in the above-captioned matter and request full party status.

Respectfully submitted,



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*Counsel for Shipley Choice, LLC d/b/a Shipley Energy, Dominion Energy Solutions Interstate Gas Supply, Inc. d/b/a IGS Energy, and Rhoads Energy ("Rhoads") (the "NGS Parties")*

DATED: April 3, 2018