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April 9, 2018

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor
Harrisburg, PA 17120

VIA ELECTRONIC FILING

**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**

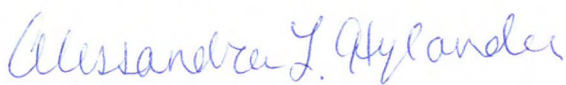
Dear Secretary Chiavetta:

Enclosed for filing with the Pennsylvania Public Utility Commission is the Petition to Intervene of the UGI Industrial Intervenors ("UGIII"), in the above-referenced proceedings.

As shown by the attached Certificate of Service, all parties to these proceedings are being duly served. Thank you.

Sincerely,

McNEES WALLACE & NURICK LLC

By 
Alessandra L. Hylander

Counsel to the UGI Industrial Intervenors

ALH/leh
Enclosures

c: Chief Administrative Law Judge Charles E. Rainey, Jr. (via E-mail and First-Class Mail)
Certificate of Service

CERTIFICATE OF SERVICE

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

VIA FIRST CLASS MAIL AND E-MAIL

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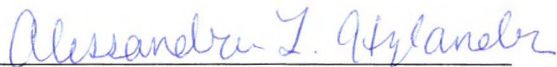
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Alessandra L. Hylander

Counsel to UGI Industrial Intervenors

Dated this 9th day of April, 2018, at Harrisburg, Pennsylvania.

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of UGI Utilities, Inc., UGI	:	Docket Nos. A-2018-3000381
Penn Natural Gas, Inc. and UGI Central Penn	:	A-2018-3000382
Gas, Inc. for All of the Necessary Authority,	:	A-2018-3000383
Approvals, and Certificates of Public	:	
Convenience for (1) an Agreement and Plan of	:	
Merger; (2) the Merger of UGI Penn Natural	:	
Gas, Inc. and UGI Central Penn Gas, Inc. into	:	
UGI Utilities, Inc.; (3) the initiation 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.	:	

**PETITION TO INTERVENE OF THE
UGI INDUSTRIAL INTERVENORS**

TO THE HONORABLE, THE PENNSYLVANIA PUBLIC UTILITY COMMISSION:

Pursuant to the provisions of 52 Pa. Code §§ 5.71-5.74 of the Pennsylvania Public Utility Commission's ("PUC" or "Commission") Regulations, the UGI Industrial Intervenors ("UGIII")

hereby file this Petition to Intervene in the above-captioned proceedings filed by UGI Utilities, Inc. ("UGI Utilities"), UGI Penn Natural Gas, Inc. ("PNG") and UGI Central Penn Gas, Inc. ("CPG") (collectively, "Companies").

1. For purposes of these proceedings, UGIII includes the companies listed in Appendix A attached hereto. UGIII will update Appendix A throughout the course of this proceeding as needed to reflect changes in its membership.

2. The names and address of UGIII's attorneys are:

Pamela C. Polacek (I.D. No. 78276)
Vasiliki Karandrikas (I.D. No. 89711)
Alessandra L. Hylander (I.D. No. 320967)
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UGIII respectfully requests that the names and address of its attorneys be added to the Commission's official service list, and that all correspondence in this proceeding from the Commission be directed to the attention of Vasiliki Karandrikas at the address listed above.

3. On March 8, 2018, UGI Utilities, PNG, and CPG filed with the Commission a Joint Application requesting all necessary authority, approvals and certificates of public convenience ("CPC") from the Commission, pursuant to 66 Pa. C.S. §§ 1102(a)(1)-(3), 2102(a) and 2210, authorizing: (1) an Agreement and Plan of Merger; (2) the merger of PNG and CPG with and into UGI Utilities; (3) the initiation by UGI Utilities of natural gas service in all territories of the Commonwealth where PNG and CPG do or may provide natural gas service; (4) the abandonment by PNG of all natural gas service in the Commonwealth; (5) the abandonment

by CPG of all natural gas service in the Commonwealth; (6) adoption by UGI Utilities of PNG's and CPG's existing tariffs and their application within new service and rate districts of UGI Utilities 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; and (8) to the extent necessary, associated affiliated interest agreements ("Joint Application").¹ The Companies further requested that the Commission grant the authorizations by no later than August 23, 2018, so that the proposed transaction may close and become effective on October 1, 2018.²

4. Through the Joint Application, the Companies propose, through a one-step merger, to merge PNG and CPG with and into UGI Utilities, with UGI Utilities being the surviving entity.³ Upon closing of the proposed transaction, all of PNG's and CPG's assets will be owned by UGI Utilities, and the UGI Gas Division of UGI Utilities ("UGI Gas") will have three rate districts, including: (1) UGI South (formerly, UGI Gas); (2) UGI North (formerly, PNG); and (3) UGI Central (formerly, CPG).⁴ Therefore, UGI Utilities will acquire all of the service rights and CPCs of PNG and CPG, as well as ownership interests in PNG's and CPG's property.⁵

5. Following the closing of the proposed transaction, UGI Utilities will provide natural gas distribution service and supplier coordination service to existing and new customers and natural gas suppliers within the former service territories of UGI Gas, PNG, and CPG

¹ Joint Application at ¶ 1.

² *Id.*

³ *Id.* at ¶ 32.

⁴ *Id.*

⁵ *Id.*

through the application of the then existing tariffs, which UGI Utilities shall adopt and apply within the corresponding rate districts.⁶

6. UGIII is an *ad hoc* association of energy-intensive industrial customers receiving gas service in UGI's and CPG's service territories. UGIII members purchase service from the Companies primarily under Rates LFD, XD, and IS, as well as through available riders. UGIII members collectively consume substantial volumes of natural gas annually in their manufacturing and other operational processes, and gas costs comprise a significant portion of their cost of doing business. The Commission's final disposition of these proceedings may adversely impact the rates, terms, and conditions under which UGIII members receive service.

7. Therefore, consistent with 52 Pa. Code § 5.72(a), UGIII has a significant interest in these proceedings that is not represented by any other party of record. Accordingly, UGIII should be granted intervenor status in these proceedings.

⁶ *Id.* at ¶ 39.

WHEREFORE, the UGI Industrial Intervenors respectfully request that the Pennsylvania Public Utility Commission grant this Petition to Intervene and provide the UGI Industrial Intervenors with full-party status in these proceedings.

Respectfully submitted,

McNEES WALLACE & NURICK LLC

By *Alessandra L. Hylander*

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Vasiliki Karandrikas (I.D. No. 89711)
Alessandra L. Hylander (I.D. No. 320967)
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Counsel to the UGI Industrial Intervenors

Dated: April 9, 2018

APPENDIX A

UGI INDUSTRIAL INTERVENORS

East Penn Manufacturing Co.

Glen Gery Corporation

Hydro Extrusion USA, LLC

United Corrstack, LLC

UPMC Pinnacle Health