

Exhibit TUS I-5(B)

Copies of EDC Notice, As Sent to Each EDC

(See attached.)



July 31, 2013

VIA EXPRESS MAIL

Duquesne Light Company
Attn: Contact Administrator
Rates & Tariff Services Department
N3-ES
2841 New Beaver Avenue
Pittsburgh, PA 15233

Re: Letter Agreement Concerning Electric Generation Supplier's Conversion from Corporation to Limited Liability Company

To Whom It May Concern:

UGI Energy Services, Inc. d/b/a UGI EnergyLink ("UGIES, Inc." or "Supplier") is an Electric Generation Supplier ("EGS") licensed by the Pennsylvania Public Utility Commission ("Commission"), at Docket No. A-110076, to serve residential, commercial and industrial customers in the Commonwealth of Pennsylvania. UGIES, Inc. currently operates as an EGS in the service territory of Duquesne Light Company (the "Company").

As described in more detail below, by this letter agreement ("Letter Agreement"), (1) Supplier hereby notifies Company of its impending conversion from a Pennsylvania corporation to a Pennsylvania limited liability company ("LLC") (the "*LLC Conversion*"), and (2) Company consents to Supplier's assignment of certain contract(s) to the Successor LLC Entity (as defined below).

(1) Notification of Supplier's LLC Conversion

The *LLC Conversion* will not result in any change to Supplier's operations, management, technical personnel, financial strength or terms of service, nor will the *LLC Conversion* involve a transfer of control. Following the completion of the *LLC Conversion*, the new LLC entity will be the successor entity of UGIES, Inc., and UGIES, Inc.'s name will be **UGI Energy Services, LLC** ("UGIES, LLC" or "Successor LLC Entity"). UGIES, LLC will maintain the same financial strength and managerial, operational and technical capability that Supplier enjoys currently.

Under Pennsylvania law, the process for converting an existing corporation into an LLC requires the incorporation of a new LLC and the merger of the existing corporation into the new LLC. Under this process, UGIES, Inc. will be merged into a newly formed entity named

UGIES, LLC, which will remain the wholly-owned subsidiary of UGI Corporation. As a result of the intra-corporate merger, UGIES, LLC will be the successor entity of UGIES, Inc., responsible for all of the debts and liabilities of and holding the assets currently held under UGIES, Inc. The *LLC Conversion* will necessitate the assignment and assumption of all existing agreements.

Supplier will complete the *LLC Conversion* promptly after receiving approval from the Commission to transfer its EGS license to UGIES, LLC. Supplier filed a petition on May 3, 2013, at Docket Nos. A-110076 and A-2013-2369288, seeking Commission approval to transfer its EGS license to UGIES, LLC, in accordance with the requirements of 66 Pa.C.S. § 2809(d) and 52 Pa. Code § 54.41.

(2) Company's Consent to Assignment of Certain Contracts to Successor LLC Entity

Supplier and Company are parties to one or more agreements related to supplier coordination, electronic data interchange, billing services and/or purchase of receivables (whether one or more, the "Contracts") that require Company's consent to assignment. By signing below, Company hereby (A) consents to the assignment of the Contracts by UGI Energy Services, Inc. ("Assignor") to UGI Energy Services, LLC ("Assignee"), the effectiveness of which is conditioned upon (i) the successful completion of the *LLC Conversion*, and (ii) Assignee's assumption of the responsibility for performance of the Contracts and agreement to comply with all of the terms and conditions set forth in the Contracts; and (B) agrees that Supplier may provide a copy of this Letter Agreement to the Commission.

Supplier hereby agrees to provide notice to Company promptly following the completion of the *LLC Conversion* and to use reasonable efforts to promptly furnish to Company any documentation reasonably requested by Company in connection therewith.

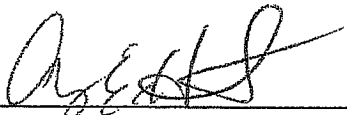
(remainder of page left intentionally blank)

Please respond within five (5) business days of the date of this letter. Enclosed are two sets of originals for your signature. Please sign both and return one executed set to me.

If you have any questions or would like to discuss further, please feel free to contact me via phone at 610.373.7999 x 161 or via email at ahunt@ugies.com.

Respectfully yours,

UGI ENERGY SERVICES, INC.

By: 
Name: Amy E. Hunt
Title: Vice President – Operations

Agreed to and accepted by **DUQUESNE LIGHT COMPANY** this ___ day of _____ 2013.

By: _____

Name:

Title:



July 31, 2013

VIA EXPRESS MAIL

Metropolitan Edison Company
Attn: Ms. Angela Harris
Supervisor, Supplier Services
FirstEnergy Corp.
76 S. Main St.
Akron, OH 44308

Re: Letter Agreement Concerning Electric Generation Supplier's Conversion from Corporation to Limited Liability Company

Dear Ms. Harris:

UGI Energy Services, Inc. d/b/a UGI EnergyLink ("UGIES, Inc." or "Supplier") is an Electric Generation Supplier ("EGS") licensed by the Pennsylvania Public Utility Commission ("Commission"), at Docket No. A-110076, to serve residential, commercial and industrial customers in the Commonwealth of Pennsylvania. UGIES, Inc. currently operates as an EGS in the service territory of Metropolitan Edison Company (the "Company").

As described in more detail below, by this letter agreement ("Letter Agreement"), (1) Supplier hereby notifies Company of its impending conversion from a Pennsylvania corporation to a Pennsylvania limited liability company ("LLC") (the "*LLC Conversion*"), and (2) Company consents to Supplier's assignment of certain contract(s) to the Successor LLC Entity (as defined below).

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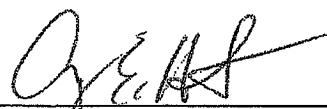
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Respectfully yours,

UGI ENERGY SERVICES, INC.

By: 
Name: Amy E. Hunt
Title: Vice President – Operations

Agreed to and accepted by **METROPOLITAN EDISON COMPANY** this ___ day of _____ 2013.

By: _____

Name:

Title:



July 31, 2013

VIA EXPRESS MAIL

PECO Energy Company
Attn: Carol Reilly, Manager, Energy Acquisition
2301 Market Street / S14-2
Philadelphia, PA 19103

Re: Letter Agreement Concerning Electric Generation Supplier's Conversion from Corporation to Limited Liability Company

Dear Ms. Reilly:

UGI Energy Services, Inc. d/b/a UGI EnergyLink ("UGIES, Inc." or "Supplier") is an Electric Generation Supplier ("EGS") licensed by the Pennsylvania Public Utility Commission ("Commission"), at Docket No. A-110076, to serve residential, commercial and industrial customers in the Commonwealth of Pennsylvania. UGIES, Inc. currently operates as an EGS in the service territory of PECO Energy Company (the "Company").

As described in more detail below, by this letter agreement ("Letter Agreement"), (1) Supplier hereby notifies Company of its impending conversion from a Pennsylvania corporation to a Pennsylvania limited liability company ("LLC") (the "*LLC Conversion*"), and (2) Company consents to Supplier's assignment of certain contract(s) to the Successor LLC Entity (as defined below).

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Under Pennsylvania law, the process for converting an existing corporation into an LLC requires the incorporation of a new LLC and the merger of the existing corporation into the new LLC. Under this process, UGIES, Inc. will be merged into a newly formed entity named UGIES, LLC, which will remain the wholly-owned subsidiary of UGI Corporation. As a result

of the intra-corporate merger, UGIES, LLC will be the successor entity of UGIES, Inc., responsible for all of the debts and liabilities of and holding the assets currently held under UGIES, Inc. The *LLC Conversion* will necessitate the assignment and assumption of all existing agreements.

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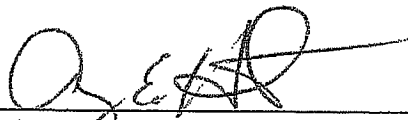
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If you have any questions or would like to discuss further, please feel free to contact me via phone at 610.373.7999 x 161 or via email at ahunt@ugies.com.

Respectfully yours,

UGI ENERGY SERVICES, INC.

By: 
Name: Amy E. Hunt
Title: Vice President – Operations

Agreed to and accepted by **PECO ENERGY COMPANY** this ___ day of _____ 2013.

By: _____

Name:

Title:



July 31, 2013

VIA EXPRESS MAIL

Pennsylvania Electric Company
Attn: Ms. Angela Harris
Supervisor, Supplier Services
FirstEnergy Corp.
76 S. Main St.
Akron, OH 44308

Re: Letter Agreement Concerning Electric Generation Supplier's Conversion from Corporation to Limited Liability Company

Dear Ms. Harris:

UGI Energy Services, Inc. d/b/a UGI EnergyLink ("UGIES, Inc." or "Supplier") is an Electric Generation Supplier ("EGS") licensed by the Pennsylvania Public Utility Commission ("Commission"), at Docket No. A-110076, to serve residential, commercial and industrial customers in the Commonwealth of Pennsylvania. UGIES, Inc. currently operates as an EGS in the service territory of Pennsylvania Electric Company (the "Company").

As described in more detail below, by this letter agreement ("Letter Agreement"), (1) Supplier hereby notifies Company of its impending conversion from a Pennsylvania corporation to a Pennsylvania limited liability company ("LLC") (the "*LLC Conversion*"), and (2) Company consents to Supplier's assignment of certain contract(s) to the Successor LLC Entity (as defined below).

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Respectfully yours,

UGI ENERGY SERVICES, INC.

By: _____



Name: Amy E. Hunt

Title: Vice President – Operations

Agreed to and accepted by **PENNSYLVANIA ELECTRIC COMPANY** this ___ day of _____ 2013.

By: _____

Name:

Title:



July 31, 2013

VIA EXPRESS MAIL

Pennsylvania Power Company
Attn: Ms. Angela Harris
Supervisor, Supplier Services
FirstEnergy Corp.
76 S. Main St.
Akron, OH 44308

Re: Letter Agreement Concerning Electric Generation Supplier's Conversion from Corporation to Limited Liability Company

Dear Ms. Harris:

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As described in more detail below, by this letter agreement ("Letter Agreement"), (1) Supplier hereby notifies Company of its impending conversion from a Pennsylvania corporation to a Pennsylvania limited liability company ("LLC") (the "*LLC Conversion*"); and (2) Company consents to Supplier's assignment of certain contract(s) to the Successor LLC Entity (as defined below).

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Respectfully yours,

UGI ENERGY SERVICES, INC.

By: 

Name: Amy E. Hunt

Title: Vice President – Operations

Agreed to and accepted by **PENNSYLVANIA POWER COMPANY** this ___ day of _____
2013.

By: _____

Name:

Title:



July 31, 2013

VIA EXPRESS MAIL

PPL Electric Utilities, Inc.
Attn: Susan Scheetz
Two North Ninth Street, GENN5
Allentown, PA 18101-1179
Tel: 610-774-6396

Re: Letter Agreement Concerning Electric Generation Supplier's Conversion from Corporation to Limited Liability Company

Dear Ms. Scheetz:

UGI Energy Services, Inc. d/b/a UGI EnergyLink ("UGIES, Inc." or "Supplier") is an Electric Generation Supplier ("EGS") licensed by the Pennsylvania Public Utility Commission ("Commission"), at Docket No. A-110076, to serve residential, commercial and industrial customers in the Commonwealth of Pennsylvania. UGIES, Inc. currently operates as an EGS in the service territory of PPL Electric Utilities, Inc. (the "Company").

As described in more detail below, by this letter agreement ("Letter Agreement"), (1) Supplier hereby notifies Company of its impending conversion from a Pennsylvania corporation to a Pennsylvania limited liability company ("LLC") (the "*LLC Conversion*"), and (2) Company consents to Supplier's assignment of certain contract(s) to the Successor LLC Entity (as defined below).

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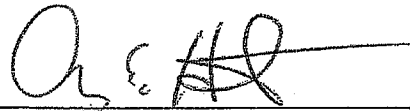
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Respectfully yours,

UGI ENERGY SERVICES, INC.

By: 
Name: Amy E. Hunt
Title: Vice President – Operations

Agreed to and accepted by **PPL ELECTRIC UTILITIES, INC.** this ___ day of _____
2013.

By: _____

Name:

Title:



July 31, 2013

VIA EXPRESS MAIL

UGI Utilities, Inc. – Electric Division
David C. Beasten
P.O. Box 12677
Reading, PA 19612-2677

Re: Letter Agreement Concerning Electric Generation Supplier's Conversion from Corporation to Limited Liability Company

Dear Mr. Beasten:

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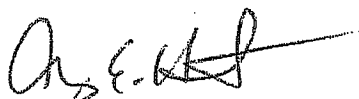
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Respectfully yours,

UGI ENERGY SERVICES, INC.

By: 
Name: Amy E. Hunt
Title: Vice President – Operations

Agreed to and accepted by **UGI UTILITIES, INC. – ELECTRIC DIVISION** this ___ day of _____ 2013.

By: _____

Name:

Title:



July 31, 2013

VIA EXPRESS MAIL

West Penn Power
Attn: Ms. Angela Harris
Supervisor, Supplier Services
FirstEnergy Corp.
76 S. Main St.
Akron, OH 44308

Re: Letter Agreement Concerning Electric Generation Supplier's Conversion from Corporation to Limited Liability Company

Dear Ms. Harris:

UGI Energy Services, Inc. d/b/a UGI EnergyLink ("UGIES, Inc." or "Supplier") is an Electric Generation Supplier ("EGS") licensed by the Pennsylvania Public Utility Commission ("Commission"), at Docket No. A-110076, to serve residential, commercial and industrial customers in the Commonwealth of Pennsylvania. UGIES, Inc. currently operates as an EGS in the service territory of West Penn Power (the "Company").

As described in more detail below, by this letter agreement ("Letter Agreement"), (1) Supplier hereby notifies Company of its impending conversion from a Pennsylvania corporation to a Pennsylvania limited liability company ("LLC") (the "*LLC Conversion*"), and (2) Company consents to Supplier's assignment of certain contract(s) to the Successor LLC Entity (as defined below).

(1) Notification of Supplier's LLC Conversion

The *LLC Conversion* will not result in any change to Supplier's operations, management, technical personnel, financial strength or terms of service, nor will the *LLC Conversion* involve a transfer of control. Following the completion of the *LLC Conversion*, the new LLC entity will be the successor entity of UGIES, Inc., and UGIES, Inc.'s name will be **UGI Energy Services, LLC** ("UGIES, LLC" or "Successor LLC Entity"). UGIES, LLC will maintain the same financial strength and managerial, operational and technical capability that Supplier enjoys currently.

Under Pennsylvania law, the process for converting an existing corporation into an LLC requires the incorporation of a new LLC and the merger of the existing corporation into the new LLC. Under this process, UGIES, Inc. will be merged into a newly formed entity named

UGIES, LLC, which will remain the wholly-owned subsidiary of UGI Corporation. As a result of the intra-corporate merger, UGIES, LLC will be the successor entity of UGIES, Inc., responsible for all of the debts and liabilities of and holding the assets currently held under UGIES, Inc. The *LLC Conversion* will necessitate the assignment and assumption of all existing agreements.

Supplier will complete the *LLC Conversion* promptly after receiving approval from the Commission to transfer its EGS license to UGIES, LLC. Supplier filed a petition on May 3, 2013, at Docket Nos. A-110076 and A-2013-2369288, seeking Commission approval to transfer its EGS license to UGIES, LLC, in accordance with the requirements of 66 Pa.C.S. § 2809(d) and 52 Pa. Code § 54.41.

(2) Company's Consent to Assignment of Certain Contracts to Successor LLC Entity

Supplier and Company are parties to one or more agreements related to supplier coordination, electronic data interchange, billing services and/or purchase of receivables (whether one or more, the "Contracts") that require Company's consent to assignment. By signing below, Company hereby (A) consents to the assignment of the Contracts by UGI Energy Services, Inc. ("Assignor") to UGI Energy Services, LLC ("Assignee"), the effectiveness of which is conditioned upon (i) the successful completion of the *LLC Conversion*, and (ii) Assignee's assumption of the responsibility for performance of the Contracts and agreement to comply with all of the terms and conditions set forth in the Contracts; and (B) agrees that Supplier may provide a copy of this Letter Agreement to the Commission.

Supplier hereby agrees to provide notice to Company promptly following the completion of the *LLC Conversion* and to use reasonable efforts to promptly furnish to Company any documentation reasonably requested by Company in connection therewith.

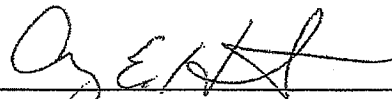
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Please respond within five (5) business days of the date of this letter. Enclosed are two sets of originals for your signature. Please sign both and return one executed set to me.

If you have any questions or would like to discuss further, please feel free to contact me via phone at 610.373.7999 x 161 or via email at ahunt@ugies.com.

Respectfully yours,

UGI ENERGY SERVICES, INC.

By: 
Name: Amy E. Hunt
Title: Vice President – Operations

Agreed to and accepted by **WEST PENN POWER** this ___ day of _____ 2013.

By: _____

Name:

Title: