



August 30, 2013

VIA E-FILING AND FIRST CLASS MAIL

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

Re: Petition of UGI Energy Services, Inc. for Approval to Transfer the Electric Generation Supplier License of UGI Energy Services, Inc. to UGI Energy Services, LLC; Docket Nos. A-110076 and A-2013-2369288;

Supplemental Replies to Data Requests

Dear Secretary Chiavetta:

Enclosed for filing are the Supplemental Replies of UGI Energy Services, Inc. d/b/a UGI EnergyLink ("Supplier") to the Data Requests of the Bureau of the Technical Utility Services ("TUS"), dated July 23, 2013 (Set I), in connection with the above-captioned petition.

Should you have any questions concerning this filing, please contact me at (610)-992-3750.

Respectfully yours,

Melanie J. El Atieh
Counsel for UGI Energy Services, Inc.

Enclosure

cc: James R. Shurskis, Bureau of TUS (via e-mail)

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Re: Petition of UGI Energy Services, Inc. for :
Approval to Transfer the Electric Generation : **Docket Nos. A-110076; A-2013-**
Supplier License of UGI Energy Services, : **2369288**
Inc. to UGI Energy Services, LLC :

Responses of Supplier to TUS Data Requests (Set I)

TUS I-6

Data Request:

Are there any open issues regarding contracts, agreements or other arrangements which UGIES may have with any party under its license that affects or may affect the flow of electricity at retail? Provide a summary of each and its current status. Provide copies of all contracts, agreements or other arrangements that are involved.

Supplemental Response:

Except as updated or modified herein, Supplier restates the Replies filed on August 6, 2013.

As an update to the Replies filed on August 6, 2013, Supplier has obtained all of the Pennsylvania EDCs', with the exception of PECO's, written consent to assignment of any existing supplier coordination, electronic data interchange, billing services and/or purchase of receivables agreements from UGIES, Inc. to UGIES, LLC. Copies of such consents to assignment are attached hereto as **Exhibit TUS I-6(A)**. The FirstEnergy EDCs – Penelec, Met-Ed, Penn Power and West Penn Power – do not require Supplier to obtain their consent to assignment of contracts but have instead instructed Supplier to complete the "Supplier Communication Detail Form" and submit it after the *LLC Conversion* is completed, which will serve to update existing agreements. The email evidencing such instruction and a copy of the Supplier Communication Detail Form are attached.

Below is a chart summarizing the status of the EDC approvals:

EDC	Consent to Assignment of Contracts?	Date of Consent:
Duquesne Light Company	Yes	8/13

Penn Power (FE)	Yes	8/13, via email instructing Supplier to complete Supplier Communication Detail Form after LLC conversion is complete
Met-Ed (FE)	Yes	Same as above
Penelec (FE)	Yes	Same as above
West Penn Power (FE)	Yes	Same as above
PPL Electric Utilities	Yes	8/15
PECO Energy Company	Yes	Pending Receipt
UGI Utilities, Inc. – Electric Division	Yes	8/19

We will file a copy of PECO's consent once available.

As a further update to the Replies filed on August 6, 2013, Supplier has learned that its DUNS number, in fact, will not change as a result of the *LLC Conversion*. Therefore, no action is needed with respect to EDI transactions.

Supplier is not aware of any open issues regarding contracts, agreements or other arrangements which UGIES may have with any party under its EGS license that may affect the flow of electricity at retail.

UGIES Witness: Craig S. Blume, Director – Power Marketing

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Re: Petition of UGI Energy Services, Inc. :
for Approval to Transfer the Electric : Docket Nos. A-110076; A-2013-2369288
Generation Supplier License of UGI :
Energy Services, Inc. to UGI Energy :
Services, LLC

VERIFICATION

I, Craig S. Blume, hereby state that the facts set forth in the foregoing document are true and correct to the best of my knowledge, information and belief and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa.C.S. §4904 (relating to unsworn falsification to authorities).

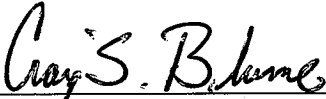
By: 
Name: Craig S. Blume
Title: Director – Power Marketing

Exhibit TUS I-6(A)

Copies of EDC Consent to Assignment of Contracts

DUQUESNE LIGHT COMPANY



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.

Commission approval and the subsequent 

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 13 day of AUGUST 2013.

By: 
Name: William V. Pfrommer
Title: Senior Manager, Rates & Tariff Services

PENN POWER



Supplier Communication Details Form

FirstEnergy Service Territory

Please Note: A separate form must be completed for each state franchise, except where noted below. Please complete all unshaded areas.

- | | |
|---|---|
| <ul style="list-style-type: none"> * Ohio Edison Company (OE) * Cleveland Electric Illuminating Company (CEI) * The Toledo Edison Company (TE) Pennsylvania Power Company (PP) West Penn Power (WPP) | <ul style="list-style-type: none"> ** Metropolitan Edison Company (ME) ** Pennsylvania Electric Company (PN) Potomac Edison (PE) Jersey Central Power & Light (JCP&L) Penelec-Waverly (New York) |
|---|---|

- * Only one Supplier Communication Detail Form and EDI DUNS+4 needs to be submitted for OE, CEI, and TE.
- ** Only one Supplier Communication Detail Form and EDI DUNS+4 needs to be submitted for ME & PN.

Operating Company <small>(Please identify the operating company(s) with the format above):</small>			
Legal Company Name:			
Website URL:			
Mailing Address:			
Main Contact Person & Email Address:			
Main Telephone No.:			
Main Fax No.:			
Bill Method: <small>(Circle Yes or No in each column)</small>	Dual Bill Yes / No	Rate Ready Yes / No	Bill Ready Yes / No
	Dun & Bradstreet No.:	EDI DUNS + 4 <small>(Any alpha-numeric combination is accepted for the +4):</small>	Federal Tax ID No <small>(Must match your W-9 Form):</small>
	Bank Name:	Bank Account Number:	Bank Routing Number:

Information to Appear on Customer Bills:	
Brand/Trade Name:	
Address:	
Telephone (Only one):	

Contact Information:			
	Name	Telephone No.	Email Address
Primary Contact:			
Billing Contact:			
Customer Service:			
Energy & Capacity:			
Scheduling Coordinator:			
Creditworthiness:			
Legal Counsel:			

EDI Information:			
Supplier EDI Contact:			
Do you plan to utilize the services of an EDI Service Provider? If so, please provide the following information.			
EDI Service Provider:			
Contact Name:			

Prepared by: _____
Date Prepared: _____

All inquiries should be directed to the FirstEnergy Supplier Services Hotline at 330-761-4348.
You may submit this form by email to SupplierSupport@firstenergycorp.com or by Fax to 330-315-8664.

From: mathiee@firstenergycorp.com
Sent: Tuesday, August 13, 2013 10:49 AM
To: El Atieh, Melanie
Cc: agharris@firstenergycorp.com; Amy Hunt; esshaw@firstenergycorp.com;
 krenzi@firstenergycorp.com; Patrick Asare; tgiesler@firstenergycorp.com
Subject: RE: Fw: UGI Energy Services - Conversion to LLC

If the information to appear on our invoices and/or phone number is changing then please send a revised Supplier Communication Details Form for each of the DUNS+4 numbers UGI is certified with FirstEnergy for. If any banking information is changing we will need your new banking information on signed UGI letterhead along with a revised Supplier Communication Details Form indicating the new banking information. I would send this as soon as possible after the approval so we can get the information updated as quickly as possible.

For your second question the revised Supplier Communication Details Form will serve to update those agreements, as well.

Ernie Mathie - FirstEnergy Supplier Services
 Advanced Business Analyst
 P (330) 384-5757

From: "El Atieh, Melanie" <ElatiehM@ugicorp.com>
 To: "krenzi@firstenergycorp.com" <krenzi@firstenergycorp.com>, "tgiesler@firstenergycorp.com" <tgiesler@firstenergycorp.com>
 Cc: "agharris@firstenergycorp.com" <agharris@firstenergycorp.com>, "esshaw@firstenergycorp.com" <esshaw@firstenergycorp.com>, "mathiee@firstenergycorp.com" <mathiee@firstenergycorp.com>, Amy Hunt <ahunt@ugies.com>, Patrick Asare <pasare@ugies.com>
 Date: 08/13/2013 09:51 AM
 Subject: RE: Fw: UGI Energy Services - Conversion to LLC

We have a couple of questions:

First, do you agree we should submit the completed Supplier Communication Detail Form after the LLC conversion is completed (which will occur promptly after we receive PUC approval to transfer the EGS license from UGIES, Inc. to UGIES, LLC)?

Second, will this form serve to update the existing agreements between the FE EDCs and UGIES (meaning no consent to assignment is required)?

Thank you.

Mel

Melanie J. El Atieh
 Associate Counsel, Energy & Regulation
 UGI Corporation
 460 North Gulph Road
 King of Prussia, PA 19406
 Direct: 610.992.3750 Fax: 610.992.3258
 Email: Elatiehm@ugicorp.com

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From: El Atieh, Melanie
Sent: Monday, August 12, 2013 1:36 PM
To: 'krenzi@firstenergycorp.com'
Cc: agharris@firstenergycorp.com; tgiesler@firstenergycorp.com; esshaw@firstenergycorp.com; mathiee@firstenergycorp.com
Subject: RE: Fw: UGI Energy Services - Conversion to LLC

Correction – our DUNS number will not change. D&B has confirmed that they can and will assign UGIES, Inc.'s existing DUNS number to UGIES, LLC. As a result, we do not need to go through the registration process and abbreviated EDI testing. We will submit a completed Supplier Communication Detail Form.

Please let me know if you have any questions.

Thanks.

Mel

Melanie J. El Atieh
 Associate Counsel, Energy & Regulation
 UGI Corporation
 460 North Gulph Road
 King of Prussia, PA 19406
 Direct: 610.992.3750 Fax: 610.992.3258
 Email: Elatiehm@ugicorp.com

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From: krenzi@firstenergycorp.com [<mailto:krenzi@firstenergycorp.com>]
Sent: Thursday, August 08, 2013 1:00 PM
To: El Atieh, Melanie
Cc: agharris@firstenergycorp.com; tgiesler@firstenergycorp.com; esshaw@firstenergycorp.com; mathiee@firstenergycorp.com
Subject: RE: Fw: UGI Energy Services - Conversion to LLC

Hello -

Since the DUNS number is changing, you will have to go through the registration process and abbreviated EDI testing.

The registration paperwork can be found at:

ME/PN: https://www.firstenergycorp.com/content/fecorp/supplierservices/pa/me_pn/supplier_registration.html

PP: https://www.firstenergycorp.com/content/fecorp/supplierservices/pa/pp/supplier_registration.html

WP: https://www.firstenergycorp.com/content/fecorp/supplierservices/pa/wpp/supplier_registration.html

Please let me know if you have any questions.

Thanks,

Kimberly A. Renzi
Associate Business Analyst
Mail Stop: A-GO-10
External: (330) 384-4674
Internal: 825-4674

From: "El Atieh, Melanie" <ElatiehM@ugicorp.com>
To: "krenzi@firstenergycorp.com" <krenzi@firstenergycorp.com>
Cc: "agharris@firstenergycorp.com" <agharris@firstenergycorp.com>, "tgiesler@firstenergycorp.com" <tgiesler@firstenergycorp.com>
Date: 08/08/2013 11:19 AM
Subject: RE: Fw: UGI Energy Services - Conversion to LLC

Kimberly,

Yes, upon completion of the conversion from INC to LLC, we will have a new DUNS number for UGIES, LLC, as follows: 078802309. The current DUNS number for UGIES, Inc. is as follows: 883504581.

We will complete and return to you the Supplier Communication Detail Form as soon as we can.

Thank you.

Mel

Melanie J. El Atieh
Associate Counsel, Energy & Regulation
UGI Corporation
460 North Gulph Road
King of Prussia, PA 19406
Direct: 610.992.3750 Fax: 610.992.3258
Email: Elatiehm@ugicorp.com

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From: krenzi@firstenergycorp.com [<mailto:krenzi@firstenergycorp.com>]
Sent: Thursday, August 08, 2013 10:58 AM
To: El Atieh, Melanie
Cc: agharris@firstenergycorp.com; tgiesler@firstenergycorp.com

Subject: Re: Fw: UGI Energy Services - Conversion to LLC

Hello -

We have received the letters attached informing us that you are changing your name from UGIES, Inc. to UGIES, LLC. Is there going to be a change with the DUNS number:

In order to make these changes on the website & the customer's bill, please fill out a new Supplier Communication Detail Form. Once we have this form, we can update your name. The form can be found at:

https://www.firstenergycorp.com/content/fecorp/supplierservices/pa/pp/supplier_registration.html (#6)

Please let me know if you have any additional questions.

Thanks,

Kimberly A. Renzi
Associate Business Analyst
Mail Stop: A-GO-10
External: (330) 384-4674
Internal: 825-4674

Tori Giesler | **FirstEnergy** | Attorney | 2800 Pottsville Pike Reading PA 19612 |
office: 610.921.6658 | fax: 610.939.8655 | tgiesler@firstenergycorp.com

----- Forwarded by Tori Giesler/FirstEnergy on 08/06/2013 07:57 PM -----

From: "El Atieh, Melanie" <ElatiehM@ugicorp.com>
To: "tgiesler@firstenergycorp.com" <tgiesler@firstenergycorp.com>
Date: 08/01/2013 12:35 PM
Subject: UGI Energy Services - Conversion to LLC

Tori,

UGI Energy Services, Inc. (UGI Utilities' NGS/EGS affiliate) is converting from an Inc. to an LLC. While this is a simple conversion of legal status, PA PUC approval is required (we filed a petition to transfer the EGS license from UGIES, Inc. to the new LLC entity, UGIES, LLC, and served a copy of such petition on all EDCs).

Attached is a letter that UGIES has sent to the FirstEnergy EDCs seeking the necessary consents to assignment of contracts.

This is a very time sensitive matter for UGIES. Any assistance that you can offer in getting the EDCs to act promptly on the request would be greatly appreciated.

Please don't hesitate to call me with any questions.

Thanks.

Best regards,

Mel

Melanie J. El Atieh

Associate Counsel

UGI Corporation

460 North Gulph Road

King of Prussia, PA 19406

Direct: 610.992.3750 Fax: 610.992.3258

Email: Elatiehm@ugicorp.com

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MET-ED



Supplier Communication Details Form

FirstEnergy Service Territory

Please Note: A separate form must be completed for each state franchise, except where noted below. Please complete all unshaded areas.

- | | |
|---|---|
| <ul style="list-style-type: none"> * Ohio Edison Company (OE) * Cleveland Electric Illuminating Company (CEI) * The Toledo Edison Company (TE) Pennsylvania Power Company (PP) West Penn Power (WPP) | <ul style="list-style-type: none"> ** Metropolitan Edison Company (ME) ** Pennsylvania Electric Company (PN) Potomac Edison (PE) Jersey Central Power & Light (JCP&L) Penelec-Waverly (New York) |
|---|---|

- * Only one Supplier Communication Detail Form and EDI DUNS+4 needs to be submitted for OE, CEI, and TE.
- ** Only one Supplier Communication Detail Form and EDI DUNS+4 needs to be submitted for ME & PN.

Operating Company <small>(Please identify the operating company(s) with the format above):</small>			
Legal Company Name:			
Website URL:			
Mailing Address:			
Main Contact Person & Email Address:			
Main Telephone No.:			
Main Fax No.:			
Bill Method: <small>(Circle Yes or No in each column)</small>	Dual Bill Yes / No	Rate Ready Yes / No	Bill Ready Yes / No
	Dun & Bradstreet No.:	EDI DUNS + 4 <small>(Any alpha-numeric combination is accepted for the +4)</small>	Federal Tax ID No <small>(Must match your W-9 Form)</small>
	Bank Name:	Bank Account Number:	Bank Routing Number:

Information to Appear on Customer Bills:	
Brand/Trade Name:	
Address:	
Telephone (Only one):	

Contact Information:			
	Name	Telephone No.	Email Address
Primary Contact:			
Billing Contact:			
Customer Service:			
Energy & Capacity:			
Scheduling Coordinator:			
Creditworthiness:			
Legal Counsel:			

EDI Information:			
Supplier EDI Contact:			
Do you plan to utilize the services of an EDI Service Provider? If so, please provide the following information.			
EDI Service Provider:			
Contact Name:			

Prepared by: _____
Date Prepared: _____

All inquiries should be directed to the FirstEnergy Supplier Services Hotline at 330-761-4348.
You may submit this form by email to SupplierSupport@firstenergycorp.com or by Fax to 330-315-8664.

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Sent: Tuesday, August 13, 2013 10:49 AM
To: El Atieh, Melanie
Cc: agharris@firstenergycorp.com; Amy Hunt; esshaw@firstenergycorp.com;
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Subject: RE: Fw: UGI Energy Services - Conversion to LLC

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Ernie Mathie - FirstEnergy Supplier Services
Advanced Business Analyst
P (330) 384-5757

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Cc: "agharris@firstenergycorp.com" <agharris@firstenergycorp.com>, "esshaw@firstenergycorp.com" <esshaw@firstenergycorp.com>, "mathiee@firstenergycorp.com" <mathiee@firstenergycorp.com>, Amy Hunt <ahunt@ugies.com>, Patrick Asare <pasare@ugies.com>
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PP: https://www.firstenergycorp.com/content/fecorp/supplierservices/pa/pp/supplier_registration.html

WP: https://www.firstenergycorp.com/content/fecorp/supplierservices/pa/wpp/supplier_registration.html

Please let me know if you have any questions.

Thanks,

Kimberly A. Renzi
Associate Business Analyst
Mail Stop: A-GO-10
External: (330) 384-4674
Internal: 825-4674

From: "El Atieh, Melanie" <ElatiehM@ugicorp.com>
To: "krenzi@firstenergycorp.com" <krenzi@firstenergycorp.com>
Cc: "agharris@firstenergycorp.com" <agharris@firstenergycorp.com>, "tgiesler@firstenergycorp.com" <tgiesler@firstenergycorp.com>
Date: 08/08/2013 11:19 AM
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Kimberly,

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We will complete and return to you the Supplier Communication Detail Form as soon as we can.

Thank you.

Mel

Melanie J. El Atieh
Associate Counsel, Energy & Regulation
UGI Corporation
460 North Gulph Road
King of Prussia, PA 19406
Direct: 610.992.3750 Fax: 610.992.3258
Email: Elatiehm@ugicorp.com

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Sent: Thursday, August 08, 2013 10:58 AM
To: El Atieh, Melanie
Cc: agharris@firstenergycorp.com; tgiesler@firstenergycorp.com

Subject: Re: Fw: UGI Energy Services - Conversion to LLC

Hello -

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https://www.firstenergycorp.com/content/fecorp/supplierservices/pa/pp/supplier_registration.html (#6)

Please let me know if you have any additional questions.

Thanks,

Kimberly A. Renzi
Associate Business Analyst
Mail Stop: A-GO-10
External: (330) 384-4674
Internal: 825-4674

Tori Giesler | [FirstEnergy](#) | Attorney | 2800 Pottsville Pike Reading PA 19612 |
office: 610.921.6658 | fax: 610.939.8655 | tgiesler@firstenergycorp.com

----- Forwarded by Tori Giesler/FirstEnergy on 08/06/2013 07:57 PM -----

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To: "tgiesler@firstenergycorp.com" <tgiesler@firstenergycorp.com>
Date: 08/01/2013 12:35 PM
Subject: UGI Energy Services - Conversion to LLC

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Please don't hesitate to call me with any questions.

Thanks.

Best regards,

Mel

Melanie J. El Atieh

Associate Counsel

UGI Corporation

460 North Gulph Road

King of Prussia, PA 19406

Direct: 610.992.3750 Fax: 610.992.3258

Email: Elatiehm@ugicorp.com

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PENELEC



Supplier Communication Details Form

FirstEnergy Service Territory

Please Note: A separate form must be completed for each state franchise, except where noted below. Please complete all unshaded areas.

- | | |
|---|---------------------------------------|
| * Ohio Edison Company (OE) | ** Metropolitan Edison Company (ME) |
| * Cleveland Electric Illuminating Company (CEI) | ** Pennsylvania Electric Company (PN) |
| * The Toledo Edison Company (TE) | Potomac Edison (PE) |
| Pennsylvania Power Company (PP) | Jersey Central Power & Light (JCP&L) |
| West Penn Power (WPP) | Penelec-Waverly (New York) |

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Operating Company <small>(Please identify the operating company(s) with the format above):</small>			
Legal Company Name:			
Website URL:			
Mailing Address:			
Main Contact Person & Email Address:			
Main Telephone No:			
Main Fax No:			
Bill Method: <small>(Circle Yes or No in each column)</small>	Dual Bill Yes / No	Rate Ready Yes / No	Bill Ready Yes / No
	Dun & Bradstreet No:	EDI DUNS + 4 <small>(Any alpha-numeric combination is accepted for the +4):</small>	Federal Tax ID No <small>(Must match your W-9 Form):</small>
	Bank Name:	Bank Account Number:	Bank Routing Number:

Information to Appear on Customer Bills:

Brand/Trade Name:	
Address:	
Telephone (Only one):	

Contact Information:

	Name	Telephone No.	Email Address
Primary Contact:			
Billing Contact:			
Customer Service:			
Energy & Capacity:			
Scheduling Coordinator:			
Creditworthiness:			
Legal Counsel:			

EDI Information:

Supplier EDI Contact:			
<small>Do you plan to utilize the services of an EDI Service Provider? If so, please provide the following information.</small>			
EDI Service Provider:			
Contact Name:			

Prepared by: _____
Date Prepared: _____

All inquiries should be directed to the FirstEnergy Supplier Services Hotline at 330-761-4348.
You may submit this form by email to SupplierSupport@firstenergycorp.com or by Fax to 330-315-8664.

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Sent: Tuesday, August 13, 2013 10:49 AM
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Cc: agharris@firstenergycorp.com; Amy Hunt; esshaw@firstenergycorp.com;
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Ernie Mathie - FirstEnergy Supplier Services
Advanced Business Analyst
P (330) 384-5757

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Date: 08/13/2013 09:51 AM
Subject: RE: Fw: UGI Energy Services - Conversion to LLC

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WEST PENN POWER



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|---|---|
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Operating Company <small>(Please identify the operating company(s) with the format above):</small>			
Legal Company Name:			
Website URL:			
Mailing Address:			
Main Contact Person & Email Address:			
Main Telephone No.:			
Main Fax No.:			
Bill Method: <small>(Circle Yes or No in each column)</small>	Dual Bill Yes / No	Rate Ready Yes / No	Bill Ready Yes / No
	Dun & Bradstreet No.:	EDI DUNS + 4 <small>(Any alpha-numeric combination is accepted for the +4):</small>	Federal Tax ID No <small>(Must match your W-9 Form):</small>
	Bank Name:	Bank Account Number:	Bank Routing Number:

Information to Appear on Customer Bills:	
Brand/Trade Name:	
Address:	
Telephone (Only one):	

Contact Information:			
	Name	Telephone No.	Email Address
Primary Contact:			
Billing Contact:			
Customer Service:			
Energy & Capacity:			
Scheduling Coordinator:			
Creditworthiness:			
Legal Counsel:			

EDI Information:			
Supplier EDI Contact:			
<small>Do you plan to utilize the services of an EDI Service Provider? If so, please provide the following information.</small>			
EDI Service Provider:			
Contact Name:			

Prepared by: _____
Date Prepared: _____

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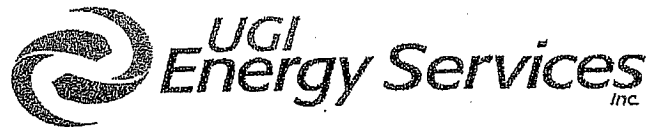
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PPL ELECTRIC UTILITIES



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).

(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.

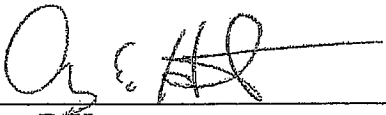
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Please respond within five (5) business days of the date of this letter. Enclosed are two sets of originals for your signature. Please sign both and return one executed set to me.

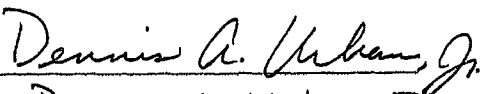
If you have any questions or would like to discuss further, please feel free to contact me via phone at 610.373.7999 x 161 or via email at ahunt@ugies.com.

Respectfully yours,

UGI ENERGY SERVICES, INC.

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

Agreed to and accepted by PPL ELECTRIC UTILITIES, INC. this 15th day of August 2013.

By: 
Name: Dennis A. Urban, Jr.
Title: Controller
VP - Finance and Regulatory Affairs

UGI UTILITIES, INC. – ELECTRIC DIVISION



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:

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 UGI Utilities, Inc. – Electric Division (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.

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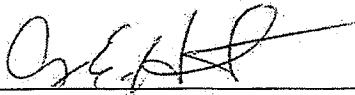
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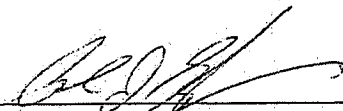
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Respectfully yours,

UGI ENERGY SERVICES, INC.

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

Agreed to and accepted by UGI UTILITIES, INC. – ELECTRIC DIVISION this 15th day of August 2013.

By: 
Name: Paul J. Zykan
Title: Vice President - Rater