



October 15, 2013

VIA ELECTRONIC FILING

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

Re: Natural Gas Supplier License of UGI Newco, LLC; Docket No. A-2013-2369286; NAME CHANGE

Dear Secretary Chiavetta:

Please update the Natural Gas Supplier license in the above-captioned docket to reflect the name change to **UGI Energy Services, LLC d/b/a UGI EnergyLink**.

To support this request, please find enclosed the stamped copies of the following documentation filed with the Pennsylvania Department of State: (1) the Certificate of Merger of UGI Energy Services, Inc. into UGI Newco, LLC (Appendix A); (2) the Certificate of Amendment to change the name of UGI Newco, LLC to UGI Energy Services, LLC (Appendix B); and (3) the fictitious name registration of UGI EnergyLink (Appendix C).

Should you have any questions concerning these responses, please feel free to contact me via email at elatiehm@ugicorp.com or via phone at (610)-992-3750.

Respectfully yours,

Melanie J. El Atieh
Associate Counsel, Energy & Regulation
UGI Corporation

Enclosure

Cc: James Shurskis, Bureau of Technical Utility Services (via e-mail at jshurskis@pa.gov)

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Natural Gas Supplier License

:
:
:
:
:
:

Docket No. A-2013-2369286

VERIFICATION

I, Amy E. Hunt, hereby state that I am duly authorized to make this Verification on behalf of UGI Newco, LLC; 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: Amy E. Hunt

Title: Vice President - Operations

Appendix A

Entity #: 4175358
 Date Filed: 09/30/2013
 Effective Date: 10/01/2013
 Carol Aichele
 Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE
 BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Certificate of Merger or Consolidation
 Limited Liability Company
 (15 Pa. C.S. § 8958)

Name _____
 823964-005 KCU _____
 Corporation Service Company _____

Document will be returned to the name and address you enter to the left.

Commonwealth of Pennsylvania
 CERTIFICATE OF MERGER 8 Page(s)

Fee: \$150 plus \$40 additional for each party in addition to two



In compliance with the requirements of the 15 Pa.C.S. § 8958 (relating to articles of merger or consolidation), the undersigned limited liability company(s), desiring to effect a merger or consolidation, hereby state that:

1. The name of the limited liability company surviving the merger or consolidation is:
 UGI Newco, LLC

2. Check and complete one of the following:

The surviving limited liability company is a domestic limited liability company and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider c/o: Corporation Service Company				County: Dauphin

The surviving limited liability company is a qualified foreign limited liability company formed under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				County

The surviving limited liability company is a nonqualified foreign limited liability company formed under the laws of _____ of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street	City	State	Zip
-------------------	------	-------	-----

2013 SEP 30 PM 4: 28
 PA DEPT OF STATE

2013 OCT -2 PM 12: 19
 PA DEPT OF STATE

3. The name and the address of the current registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic limited liability company and qualified foreign limited liability company which is a party to the plan of merger or consolidation are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
UGI Energy Services, Inc.	460 North Gulph Road, King of Prussia, PA	19406	Montgomery

4. Check, and if appropriate complete, one of the following:

The plan of merger or consolidation shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger or consolidation shall be effective on 10/1/13 at 12:01a.m.

Date Hour

5. The manner in which the plan of merger or consolidation was adopted by each domestic limited liability company is as follows:

Name of Limited Liability Company	Manner of Adoption
UGI Newco, LLC	Adopted by the sole member pursuant to 15 Pa. C.S. Section 8957(p)
UGI Energy Services, Inc.	Adopted by the Board of Directors and shareholder pursuant to 15 Pa. C. S. Section 1924

6. ~~Strike out this paragraph if no foreign limited liability company is a party to the merger or consolidation. The plan was authorized, adopted or approved, as the case may be, by the foreign limited liability company (or each of the foreign limited liability companies) party to the plan in accordance with the laws of the jurisdiction in which it is organized.~~

7. Check, and if appropriate complete, one of the following:

The plan of merger or consolidation is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 8958 (b) (relating to omission of certain provisions of plan of merger or consolidation) the provisions, if any, of the plan of merger or consolidation that amend or constitute the operative Certificate of Organization of the surviving limited liability company as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger or consolidation is on file at the principal place of business of the surviving limited liability company, the address of which is:

Number and street	City	State	Zip	County

IN TESTIMONY WHEREOF, the undersigned limited liability company has caused this Certificate of Merger or Consolidation to be signed by a duly authorized member or manager thereof this

25th day of September, 2013

UGI Newco, LLC

Name of Limited Liability Company

Signature

VP and General Counsel, Secretary

Title

UGI Energy Services, Inc.

Name of Limited Liability Company
Corporation

Signature

VP and General Counsel, Secretary

Title

EXHIBIT A
(See Attached)

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement and Plan of Merger"), is made as of September 24, 2013, by and between UGI Energy Services, Inc., a Pennsylvania corporation ("UGIES"), and UGI Newco, LLC, a Pennsylvania limited liability company ("UGINEW").

WITNESSETH:

WHEREAS, (i) the board of directors of UGIES and (ii) the sole member of UGINEW (collectively, the "Governing Parties"), each deem it advisable and in the best interests of UGIES and UGINEW, as applicable, that UGIES merge with and into UGINEW pursuant to this Agreement and Plan of Merger and the applicable provisions of the laws of the Commonwealth of Pennsylvania and has, by consent duly adopted, approved the principal terms of such merger which is herein set forth;

WHEREAS, each of the parties hereto has submitted the principal terms of such merger to the applicable Governing Party, for its approval and the Governing Parties have each submitted the principal terms of such merger, as applicable, to (i) UGI Enterprises, Inc., a Pennsylvania corporation ("UGIE"), as the sole stockholder of UGIES, and (ii) UGIE, as the sole unitholder of UGINEW, and such merger has been duly approved by UGIE, in each capacity; and

WHEREAS, the parties hereto desire to state the terms and conditions of such merger, the mode of carrying the same into effect and such other details and provisions as are deemed necessary or desirable.

NOW THEREFORE, in consideration of the mutual agreements and covenants herein contained and intending to be legally bound hereby, the parties hereto hereby agree as follows:

1. The Merger. At the Effective Time (as defined below), UGIES shall be merged with and into UGINEW (the "Merger"). As a result of the Merger, the separate corporate existence of UGIES shall cease, and UGINEW shall continue as the surviving company under the name UGI Newco, LLC (the "Surviving Company"). The effect of the Merger shall be as provided in the applicable provisions of the Pennsylvania Business Corporation Law of 1988 ("PBCL") and the Pennsylvania Limited Liability Company Law of 1994 ("PLLCL"). Without limiting the generality of the foregoing, and subject thereto, at the Effective Time (as defined below), except as otherwise provided herein, all of the properties, rights, privileges, powers and franchises of UGIES shall vest in the Surviving Company, and all of the debts, liabilities, obligations and duties of UGIES shall become the debts, liabilities, obligations and duties of the Surviving Company.

2. Effective Time. The parties hereto shall cause the Merger to be consummated by filing a Certificate of Merger (the "Pennsylvania Certificate of Merger") with the Secretary of State of the Commonwealth of Pennsylvania, in such form as is required by, and executed in accordance with, the relevant provisions of the PBCL

and the PLLCL, as applicable, the date and time of such filings of the Pennsylvania Certificate of Merger, or such later time as may be agreed by each of the parties hereto and specified in the Pennsylvania Certificate of Merger, as applicable, being the effective time of the Merger (the "Effective Time").

3. Equity Interests. At the Effective Time, by virtue of the Merger and without any further action on the part of any party hereto, the shares of common stock of UGIES shall be cancelled and the units of percentage interests of UGINEW shall remain unaffected and shall continue to represent the percentage interests of the Surviving Company.

4. Stockholders; Members; Directors and Officers. The sole stockholder of UGIES at the Effective Time shall continue to be the sole holder of all of the membership interests of the Surviving Company. The directors and officers of UGIES at the Effective Time shall continue to serve as the members and officers of the Surviving Company.

5. Organizational Documents. The Articles of Incorporation of UGIES at the Effective Time shall be the Certificate of Organization of the Surviving Company and shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the PLLCL. The LLC Agreement of the Surviving Company shall continue in full force and effect until further amended or changed.

6. Applicable Law; Forum Selection. THIS AGREEMENT AND PLAN OF MERGER SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE COMMONWEALTH OF PENNSYLVANIA WITHOUT REGARD TO THE PRINCIPLES OF CONFLICTS OF LAW THAT WOULD REQUIRE THE APPLICATION OF THE LAWS OF ANY OTHER JURISDICTION.

7. Headings; Execution in Counterparts. The headings and captions contained herein are for convenience of reference only and shall not control or affect the meaning or construction of any provision hereof. This Agreement and Plan of Merger may be executed in counterparts, each of which shall be deemed to be an original and all of which together shall constitute but one and the same instrument. This Agreement and Plan of Merger may be executed by facsimile signature and a facsimile signature shall constitute an original for all purposes.

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement and Plan of Merger to be executed as of the date first written above.

UGI ENERGY SERVICES, INC.

By: Bradley C. Mall
Name: Bradley C. Mall
Title: President

UGI NEWCO, LLC

By: Bradley C. Mall
Name: Bradley C. Mall
Title: President

Appendix B

Entity #: 4175358
Date Filed: 09/30/2013
Effective Date: 10/01/2013
Carol Aichele
Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Certificate of Amendment-Domestic
(15 Pa.C.S.)

Limited Partnership (§ 8512)
 Limited Liability Company (§ 8951)

Name	
823964-010 KCA	
Corporation Service Company	

Document will be returned to the name and address you enter to the left.

Commonwealth of Pennsylvania
LIMITED LIABILITY AMENDMENT 3 Page(s)

Fee: \$70



T1327560053

In compliance with the requirements of the applicable provisions (relating to certificate of amendment), the undersigned, desiring to amend its Certificate of Limited Partnership/Organization, hereby certifies that:

1. The name of the limited partnership/limited liability company is:
UGI Newco, LLC

2. The date of filing of the original Certificate of Limited Partnership/Organization: 03/22/2013

3. Check, and if appropriate complete, one of the following:

The amendment adopted by the limited partnership/limited liability company, set forth in full, is as follows:
UGI Newco, LLC is changing its name to UGI Energy Services, LLC

The amendment adopted by the limited partnership/limited liability company is set forth in full in Exhibit A attached hereto and made a part hereof.

4. Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing this Certificate of Amendment in the Department of State.

The amendment shall be effective on: 10/01 at 12.00
Date Hour

2013 SEP 30 PM 4: 28
PA DEPT OF STATE

2013 OCT -2 PM 12: 19
PA DEPT OF STATE

DSCB:15-8512/8951-2

5. Check if the amendment restates the Certificate of Limited Partnership/Organization:

The restated Certificate of Limited Partnership/Organization supersedes the original Certificate of Limited Partnership/Organization and all previous amendments thereto.

IN TESTIMONY WHEREOF, the undersigned limited partnership/limited liability company has caused this Certificate of Amendment to be executed this

25th day of September, 2013

UGI Newco, LLC

Name of Limited Partnership/Limited Liability Company



Signature

Vice President & General Counsel, Secretary

Title

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

Consent to Appropriation of Name
(19 Pa.Code § 17.2)

Pursuant to 19 Pa. Code § 17.2 (relating to appropriation of the name of a senior corporation) the undersigned association, desiring to consent to the appropriation of its name by another association, hereby certifies that:

1. The name of the association executing this Consent of Name is:
UGI Energy Services, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
460 North Gulph Road	King of Prussia	PA	19406	Montgomery

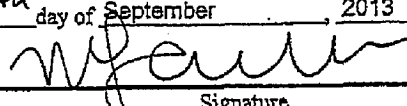
(b) Name of Commercial Registered Office Provider _____ County _____
c/o _____

3. The date of its incorporation or other organization is:
03/17/1995

4. The statute under which it was incorporated or otherwise organized is:
15 Pa. C.S.

5. The association(s) entitled to the benefit of this Consent of Name is(are):
UGI Energy Services, LLC

6. The consenting association is about to (check one):
 Change its name Cease to do business Withdraw from doing business in PA Is being wound up

IN TESTIMONY WHEREOF, the undersigned association has caused this consent to be signed by a duly authorized officer thereof
this 26th day of September, 2013


Signature
Monica M. Gaudiosi, VP and General Counsel, Secretary

Title

Appendix C

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Fictitious Name
Amendment, Withdrawal, Cancellation

(54 Pa.C.S.)

- Amendment (§ 312)
 Withdrawal (§ 313)
 Cancellation (§ 313)

Name Corporation Service Company		
Address		
City	State	Zip Code
	833873-15	<i>[Signature]</i>

Document will be returned to the name and address you enter to the left.

Commonwealth of Pennsylvania
FICTITIOUS NAME AMENDMENT 3 Page(s)



T1328264151

Fee: \$70

In compliance with the requirements of 54 Pa.C.S. Ch.3 (relating to fictitious names), the undersigned entity or entities, desiring to amend, withdraw or cancel from a fictitious name registration, hereby state(s) that:

1. The fictitious name is:

UGI EnergyLink

2. The address of the principal place of business, including number and street, if any, is (the Department is authorized to conform to the records of the Department):

460 N. Gulph Road, King of Prussia, PA 19406

Number and street

City

State

Zip

Montgomery
County

3. The last preceding filing with respect to this fictitious name was made in the Department on

11/16/11 (Date) at _____ (Roll and Film).

4. A brief statement of the character or nature of the business or other activity to be carried on under or through the fictitious name is:

Marketing and sales activities to end-use customers of electricity, natural gas or related services utilizing the transmission or distribution facilities of a public utility.

2013 OCT -4 PM 4: 27

PA DEPT OF STATE

5. Check one or more of the following, as appropriate:

The fictitious name has been changed to:

The principal place of business set forth in paragraph 2 has been changed to (PO Box alone not acceptable):

Number and street	City	State	Zip	County
-------------------	------	-------	-----	--------

The following party(ies) has (have) been added to the registration and their signature(s) appear(s) at the end of this application.

Name	Number and street	City	State	Zip
UGI Energy Services, LLC	460 N. Gulph Road,	King of Prussia,	PA	19406

The following party(ies) has (have) withdrawn from the business and their signature(s) appear(s) at the end of this application.

Name	Number and street	City	State	Zip
UGI Energy Services, Inc.	460 N. Gulph Road,	King of Prussia,	PA	19406

The fictitious name registration is cancelled.

6. Check box for Application for Amendment Only:

This amendment, without reference to any other filing sets forth all information with respect to the fictitious name which would be required in an original filing under the Fictitious Names Act.

7. Optional-See Instruction F: This application has been executed by an agent heretofore designated for that purpose in a prior filing in this registration.

IN TESTIMONY WHEREOF, the undersigned has (have) caused this Application for Amendment, Withdrawal or Cancellation of/from Fictitious Name to be executed this:

3rd day of October, 2013 .

Adding party(ies) signature(s)

Withdrawing party(ies) signature(s)

All current party(ies) signature(s)

UGI Energy Services, LLC

Name of Entity



Signature
Jessica Milner
Assistant Secretary

Title

UGI Energy Services, Inc.

Name of Entity



Signature
Jessica Milner
Assistant Secretary

Title

Name of Entity

Signature

Title