

October 15, 2013

#### VIA ELECTRONIC FILING

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

Re: Electric Generation Supplier License of UGI Newco, LLC; Docket No. A-2013-2369288; NAME CHANGE

Dear Secretary Chiavetta:

Please update the Electric Generation 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 (<u>Appendix A</u>); (2) the Certificate of Amendment to change the name of UGI Newco, LLC to UGI Energy Services, LLC (<u>Appendix B</u>); and (3) the fictitious name registration of UGI EnergyLink (<u>Appendix C</u>).

Should you have any questions concerning these responses, please feel free to contact me via email at <a href="mailto:elatiehm@ugicorp.com">elatiehm@ugicorp.com</a> or via phone at (610)-992-3750.

Respectfully yours,

Melarlie 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

**Electric Generation Supplier License** 

Docket No. A-2013-2369288

:

#### **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. Hun

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

823964-005

2013 SEP 30 PM 4: 28 PA DEPT OF STATE

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

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the left.

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I. T JG	he name of the limited liability in Newco, LLC	company surviving the m	erger er consolid	ation is:		
	heck and complete one of the fo	illowing:	<del></del>			<del> </del>
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<ol> <li>The name and the address of the office provider and the county of liability company which is a par</li> </ol>	f venue of each other do	mestic limited liabil	ity company and qu	commercial registered nalified foreign limited
Name Registered OUGI Energy Services, Inc.	Office Address C 460 North Gulph R	ommercial Register oad, King of Pr	ed Office Provider ussia, PA 194	County 106 Montgomery
		<del>-,</del>		
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			····	
4. Check, and if appropriate comple	ete, one of the following:			
The plan of merger or consolidate.	ction shall be effective up	oon filing these Arti	cles of Merger in th	ne Department of
X The plan of merger or consolida	tion shall be effective on	.10/1/13 or 12:01a	-m_	• `
A The plant of inerger of consolida	Hon shan be enective of	Date Hour		
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5. The manner in which the plan of a follows:	merger or consolidation	was adopted by each	domestic limited	liability company is as
Name of Limited Liability Comp	anv	Manner of Adop	otion '	
•	ted by the sole me	~		i. Section 8957( <u>a</u> )
UGI Energy Services, Inc. A			<del></del>	
	Pa. C. S. Section 19	24		
·				
<ol> <li>Strike out this paragraph if no for The plan was authorized, adopted the foreign limited liability compa- organized.</li> </ol>	or approved, as the case	may be, by the forei	i <del>gn limited liability</del>	company (or each of
Check, and if appropriate complete	e one of the following:	·.		
	-	- a av a		
X The plan of merger or consolidati	on is set forth in full in F	exhibit A attached h	ereto and made a p	art hereof.
Pursuant to 15 Pa.C.S. § 8958 (b) provisions, if any, of the plan of n Organization of the surviving limit forth in full in Exhibit A attached is on file at the principal place of the surviving limit of the principal place of the surviving limit forth in full in Exhibit A attached is on file at the principal place of the surviving limit for the principal place of the surviving limit for the principal place of the surviving limit for t	terger or consolidation ti ited liability company as hereto and made a part h	hat amend or constit in effect subsequen ereof. The full text	tute the operative C t to the effective da of the plan of men	ertificate of ate of the plan are set ger or consolidation
A A A A A A A A A A A A A A A A A A A				
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
morelle
U Signature
VP and General Counsel, Secretary
Title
UGI Energy Services, Inc.
Name of Limited Liability Company Corporation
/ V 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 Company.
- 2. <u>Effective Time</u>. 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. <u>Stockholders; Members; Directors and Officers</u>. The sole stockholder of UGES 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 UGES 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.

Name: Bradley C. Hall Title: President

UGI NEWCO, LLC

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

223964-010

Ι'n

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

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

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

the left.

	h of Pennsylvania AMENDMENT 3 Page(s)
Fee: \$70	7560053
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:	
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 fallowing:  × 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.  X The amendment shall be effective on 10/01 at 12.02.  Date Hour	

2013 SEP 30 PH 4: 28 PA DEPT OF STATE

#### DSCB:15-8512/8951-2

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

The restrict 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

25 day of September; 2013

UGI Newco, LLC

Name of Lumited 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:

siring to consent to the app			ii, licitory columns		
1. The name of the assoc	iation executing this Cons	ent of Name is:	•		
UGI Energy Services,	Ind.				
registered office provi	corporation's current regi der and the county of veni	ie is (tue Debatn	his Commonwealt neut is hereby auth	h or (b) name of norized to correc	fits commercial at the following
information to conformation (a) Number and Street 460 North Guiph Road	n to the records of the Dep t Kin	city City g of Prussia	State PA	Zip 19406	County Montgomery
(b) Name of Commerc c/o	ial Registered Office Pro	rider			County
3. The date of its incorpo 3/17/1995	ration or other organization	n is:			:
4. The statute under which 15 Pa. C.S.	h it was incorporated or o	therwise organiz	ed is:		
5. The association(s) enti UGI Energy Services, I	tled to the benefit of this ( LC	Consent of Name	is(arc):		
6. The consenting associa	tion is about to (check one				
•	Cease to do business		rom doing busines	s in PA I	s being wound up
		caused this cor	NY WHEREOF, the sent to be signed to of September	te undersigned a by a duly author	association has ized officer thereof
		Monica M. G	audiosi, VP and	nature General Couns	sel, Secretary

## Appendix C

Entity #: 4068010 Date Filed: 10/04/2013 Carol Aichele Secretary of the Commonwealth

## 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 Document will be returned to the Corporation Service Company name and address you enter to the left. City Commonwealth of Pennsylvania FICTITIOUS NAME AMENDMENT 3 Page(s) 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 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.

#### DSCB:54-312/313-2

5. Check one or more of the following,	as appropriate:		<del></del>	
The fictitious name has been chang	ed to:			
		<u></u>		
The principal place of business set	forth in paragraph 2 h	as been changed to (P	O Box alone r	not acceptable):
		;		
Number and street	City	State	Zip	County
The following party(ies) has (have) this application. Name Numbe UGI Energy Services, LLC 46	r and street	City	State	Zip
The following party(ies) has (have) this application.  Name Number  UGI Energy Services, Inc. 460	and street	City S	State	Zip
The fictitious name registration is ca	ncelled.	·		
		:		
6. Check box for Application for Amenda	ient Only:			
This amendment, without reference t name which would be required in an	o any other filing sets original filing under t	forth all information he Fictitious Names A	with respect to Act.	o the fictitious
<ol> <li>Optional-See Instruction F: This applied purpose in a prior filing in this registrate</li> </ol>		ted by an agent hereto	ofore designat	ed for that

#### DSCB:54-312/313-3

Cancellation of/from Fictitious Nam  day of Otober, 2013		
Adding party(ies) signature(s)	Withdrawing party(ies) signature(s)	All current party(ies) signature(s)
	·	
		;
UGI Energy Services, LLC  Name of Entity	UGI Energy Services, Inc.  Name of Entity	Name of Entity
Jonetrer	milner	·
Signature Jessica Milner Assistant Secretary	Signature Jessica Milner Assistant Secretary	Signature
Title	Title	Title