

**GAS ANNUAL REPORT
OF**

UGI Central Penn Gas, Inc.

Exact legal name of reporting gas company or corporation
(If name was changed during year, show also the previous name and date of change)

(Address of principal business office at end of year)

**FOR THE
YEAR ENDED DECEMBER 31, 2013
TO THE
COMMONWEALTH OF PENNSYLVANIA
PUBLIC UTILITY COMMISSION**

**Name, title, address and telephone number (including the area code), E-Mail Address,
and Web Site Address of the person to be contacted concerning this report:**

TABLE OF CONTENTS

Number and Title of Schedule (a)	Page (b)	Number and Title of Schedule (a)	Page (b)
<u>General Information</u>			
- Table of Contents	1	512 Liquefied Petroleum Gas Operations	40
General Instructions	2	515 Gas and Oil Wells	41
General Information	3	516 Gas Lines, Meters and Services	41
Important Changes During Year	4	517 Customers Gas Meters	42
Definitions	5-6	600 Classification of Customers, Units Sold and Operating Revenues by Tariff Schedule	43
100 Voting Powers and Elections	7		
101 Security Holder Information and Voting Powers	8	605 Number of Employees	44
102 Companies Controlled by Respondent	9	610 Territory Served	45
103 Directors	10		
104 Officers	11	Verification	46
<u>Financial and Accounting Data</u>			
200 Comparative Balance Sheet	12-15		
201 Notes to Balance Sheet	15		
205 Utility Plant in Service	16-17		
206 Accumulated Depreciation of Utility Plant	18		
207 Gas Plant Acquisition Adjustment	18		
208 Construction Work in Progress	19		
210 Investments	20		
211 Notes and Other Accounts Receivable	21		
212 Notes Receivable from Associated Companies	21		
213 Accounts Receivable from Associated Companies	22		
215 Plant Materials and Operating Supplies	23		
216 Unamortized Debt Discount, Expense and Unamortized Premium on Debt	24		
217 Extraordinary Property Losses	24		
231 Long Term-Debt	25		
400 Income Statement	26-28		
405 Operation and Maintenance Expenses	29-33		
408 Taxes Other than Income Taxes, Utility Operating Income	34		
409 Income Taxes, Utility Operating Income	34		
410 Calculation of Federal Income Taxes-Current	35		
411 Provision for Deferred Income Taxes-Utility Operating Income	36		
412 Provision for Deferred Income Taxes-Utility Operating Income, Credit	36		
500 Gas Purchased	37		
501 Sales for Resale	37		
505 Gas Account-Natural Gas	38		
510 Underground Storage	39		
511 Manufactured Gas Production Plant	40		

GENERAL INSTRUCTIONS

1. The completed original and an electronic (e-mail) copy of this report shall be filed with the Pennsylvania Public Utility Commission, P.O. Box 3265, Harrisburg, Pennsylvania, 17105-3265 on or before the 30th of April following the end of the year to which the report applies.
2. All Natural Gas Distribution Companies subject to the jurisdiction of the Pennsylvania Public Utility Commission, upon which this report is served are required by statute to complete and file this report. The statute further provides that when any such report is defective or believed to be erroneous, the reporting corporation shall be duly notified and given a reasonable time within which to make the necessary amendments or corrections. All data comprising this report shall be submitted in electronic and permanent form.
3. All accounting terms and phrases used in this form are to be interpreted in accordance with the effective applicable Uniform System of Accounts prescribed by the Federal Energy Regulatory Commission Title 18 under "Part 201-Uniform System of Accounts Prescribed for Natural Gas Companies Subject to the Provisions of the Natural Gas Act", (18 CFR Part 201). Whenever the term respondent is used, it shall mean the reporting company.
4. Standard accounting procedures will apply in determining the nature of any entry (e.g., Uncollectibles, a revenue item, is normally a debit entry, and should be entered as a "positive" number unless the reported balance is a credit). Entries of a reverse or contrary character shall be indicated by parenthesis around the number.
5. If the report is made for a period less than the calendar year, the period covered must be clearly stated on the front cover and elsewhere throughout the report where the period covered is shown. When operations cease during the year because of the disposition of property, the balance sheet and supporting schedules should consist of balances and items immediately prior to transfer (for accounting purposes). If the books are not closed as of that date, the data in the report should nevertheless be complete, and the amounts reported should be supported by information set forth in, or as part of, the books of account.
6. All instructions shall be followed and each question shall be answered fully and accurately. Sufficient answers shall appear to show that no question or schedule has been overlooked. The expression "none" or "not applicable" shall be given as the answer to any particular inquiry or schedule where it truly and completely states the fact. Unless otherwise indicated, no information will be accepted which incorporates by reference information from another document or report. Where information called for herein is not given, state fully the reason for its omission.
7. Extra copies of any page will be furnished upon request. If it is necessary or desirable to insert additional statements for the purpose of further explanation of accounts or schedules, they shall be legibly made on paper of durable quality and shall correspond to this form in size of page and width of margin. Additional sheets, ruled either vertically or horizontally, will be furnished on request. Inserts, if any, should be appropriately identified with the schedules to which they relate.
8. If the gas distribution service provider conducts operations both within and outside the Commonwealth of Pennsylvania, data should be reported so that there will be shown the number of subscribers within this state, and (separately by accounts) the operating revenues from sources within this state, and the plant investment as of the end of the year within the state.
9. Whenever schedules call for comparison of figures of a previous year, the figures reported must be based upon those shown by the annual report of the previous year or an appropriate explanation given why different figures were used.
10. Throughout the report, money items shall be shown in units of dollars adjusted to accord with footings. Omitting cents does not apply, however, to items in which cents are of significance, as for instance, in averages and in unit costs.
11. If this report is not completed electronically, the name of the respondent and the year to which the report relates shall be inserted on the top of each page.

GENERAL INFORMATION

1. Name and title of officer having custody of the general books of account and address of the office where such books are kept.

Matthew J. Nolan
2525 N. 12th St Suite 360
P.O. Box 12677
Reading, PA 19612-2677

2. Name of State under the laws of which respondent is incorporated and the date of incorporation. If incorporated under a special law, give reference to such law. If not incorporated, state that fact and give the type of organization and date organized.

Pennsylvania
8/21/1925

3. If at any time during the year the property of respondent was held by a receiver or trustee, give (a) name of receiver or trustee (b) date such receiver or trustee took possession, (c) the authority by which the receivership or trusteeship was created, (d) date when possession by receiver or trustee ceased.

NONE

4. State the classes of utility and other services furnished by respondent during the year in each state in which the respondent operated.

Purchase, distribution and sale of gas in the eastern portion of Pennsylvania.

IMPORTANT CHANGES DURING YEAR

Hereunder give particulars concerning the matters indicated below. Make the statements explicit and precise, and number them in accordance with the inquiries. Each inquiry must be answered. However, if the word "None" states the fact, it may be used in answering any inquiry.

1. Changes in, and additions to franchise rights; describing (a) the actual consideration given therefor, and (b) from whom acquired. If acquired without the payment of any consideration, state that fact.
2. Acquisition of other companies, reorganization, merger or consolidation with other companies: give names of companies involved, particulars concerning the transactions, and references to Commission authorization, if any.
3. Purchase or sale of substantial operating units, such as generating stations, transmission lines or distribution lines, specifying items, parties, effective dates and also reference to Commission authorization, if any.
4. Important leaseholds (other than leaseholds for natural gas lands) acquired, given, assigned, or surrendered, giving effective dates, lengths of terms, names of parties, rents, Commission authorization, if any, and other conditions.
5. Important extensions of system, giving location, new territory covered by distribution systems, and dates of beginning operations. Give, also, the number of new customers of each class, and for each class of customers the estimated annual revenues.
6. Estimated increase or decrease in annual revenues due to important rate changes, and the approximate extent to which such increase or decrease is reflected in revenues for the reporting year.
7. Important wage scale changes, showing dates of changes, effect on operating expenses for the year, and estimated annual effect of such wage scale changes on operating expenses.
8. Obligations incurred or assumed by respondent as guarantor for the performance by another of any agreement for the performance by another of any agreement or obligation, excluding ordinary commercial paper maturing on demand or not later than one year after date of issue, and giving Commission authorization, if any.
9. Changes in articles of incorporation or amendments to charter: explain the nature and purpose of such changes or amendments.
10. Other important changes not elsewhere provided for.

- 1) None
- 2) None
- 3) None
- 4) None
- 5) None
- 6) None
- 7)

Union Increases:

Effective 05/01/2013 - 3.0% increase for Teamsters Local Union No. 429
 Effective 06/02/2013 - 3.0% increase for Carpenter Industrial Council United Brotherhood of Carpenters & Joiners of America-Local 2799
 Effective 07/01/2013 - 3.0% increase for Utility Workers Union of America - Local 332/435/554
 Effective 06/02/2013 - 3.0% increase for United Brotherhood of Natural Gas Workers - Local 2799
 Effective 07/01/2013 - 3.0% increase for Teamsters Local 326
 Effective 05/16/2013 - 3.0% increase for International Chemical Workers Union Council Local 570

Non Union Increases:

Effective 09/30/2013 merit increase target percent changed from 2.5% to 3.0%.

- 8) None
- 9) None
- 10)

On August 15, 2013 the PUC approved UGI Utilities, Inc.'s private placement for debt in the amount of \$175 million. During September 2013, in an effort to reap benefits from low-interest rate environment on a short-term basis, management decided that UGI would borrow \$175 million as of September 30, 2013 and the terms of this debt would be six months with the debt due on March 31, 2014. On April 1, 2014, UGI will refinance this loan by drawing down \$175 million (@ 4.98% p.a. interest rate fixed for 30 years) under the private placement. The six month loan therefore serves as a 'bridge loan' until the long term debt is issued on March 31, 2014.

DEFINITIONS

“Accounts” means the accounts prescribed in the Federal Code Regulations Title 18, Part 201.

“Amortization” means the gradual extinguishment of an amount in an account by distributing such amount over a fixed period, which may be over the life of the asset or liability to which it applies, or over the period during which it is anticipated the benefit will be realized.

“Book Cost” means the amount at which property is recorded in the applicable account without deduction of related provisions for accrued depreciation, amortization, or for other purposes.

“Control” (including the terms; “controlling,” “controlled by,” and “under common control with”) means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a company, whether such power is exercised through one or more intermediary companies, or alone, or in conjunction with, or pursuant to an agreement, and whether such power is established through a majority or minority ownership or voting of securities, common directors, officers, or stockholders, voting trusts, holding trusts, affiliated companies, contract or any other direct or indirect means.

“Cost” means the amount of money actually paid for property or service. When the consideration given is other than cash, the value of such consideration shall be determined on a cash basis.

“Debt Expense” means all expenses in connection with the issuance and initial sale of evidences of debt, such as fees for drafting mortgages and trust deeds; fees and taxes for issuing or recording evidences of debt; cost of engraving and printing bonds and certificates of indebtedness; fees paid trustees; specific costs of obtaining governmental authority; fees for legal services; fees and commissions paid underwriters, brokers, and salesmen or marketing such evidences of debt; fees and expenses of listing on exchanges; and other like costs.

“Depreciation”, as applied to depreciable utility plant, means the loss in service value not restored by current maintenance, incurred in connection with the consumption or prospective retirement of the utility plant in the course of providing service. This includes causes which are known to be in current operation and against which the utility is not protected by insurance. Among the causes to be given consideration are wear and tear, decay, action of the elements, inadequacy, obsolescence, changes in the art, changes in demand, and requirements of regulatory bodies.

"Distribution Service Line", A distribution line that transports gas from a common source of supply to a customer meter or the connection to a customer's piping, whichever is further downstream, or the connection to a customer's piping if there is no customer meter.

DEFINITIONS
(Continued)

“Investment Advances” means advances, represented by notes or by book accounts only, with respect to which it is mutually agreed or intended between the creditor and debtor that they shall be settled by the issuance of securities or shall not be subject to current settlement.

“Minor Items of Property” means the associated parts or items of which retirement units are composed.

“Net Salvage Value” means the salvage value of property retired less the cost of removal.

“Nominally Issued”, as applied to securities issued or assumed by the utility means those which have been signed, certified, or otherwise executed, and placed with the proper officer for sale and delivery, or pledged, or otherwise placed in some special fund of the utility, but which have not been sold, or issued directly to trustees of sinking funds in accordance with contractual requirements.

“Original Cost”, as applied to utility plant, means the cost of such property to the person first devoting it to public service.

“Property Retired”, as applied to utility plant, means property which has been removed, sold, abandoned, destroyed, or which for any cause has been permanently withdrawn from service.

“Replacing or Replacement”, when not otherwise indicated in the context, means the construction or installation of utility plant in place of property retired, together with the removal of the property retired.

“Retained Earnings” means the accumulated net income of the utility less distributions to stockholders and transfers to other capital accounts, and other adjustments.

“Salvage Value” means the amount received for property retired, less any expenses incurred in connection with the sale or in preparing the property for sale, or, if retained, the amount at which the material recoverable is chargeable to materials and supplies, or other appropriate account.

“Straight-Line Remaining Life Method”, as applied to depreciation accounting, means the plan under which the service value of property is charged to operating expenses (and to clearing accounts if used), and credited to the accumulated depreciation account through equal annual changes during its service life. "Remaining Life" implies that estimates of the future life and salvage shall be reexamined periodically and that depreciation rates will be corrected to reflect any changes in these estimates.

100. VOTING POWERS AND ELECTIONS

1. Has each share of stock the right to one vote? Yes/No

Yes

2. Are voting rights attached only to stock? Yes/No (If the answer to either query 1 or 2 is "No," give particulars on a separate sheet.)

Yes

3. Give date of the latest closing of the stock book prior to end of year and state the purpose of such closing.

Unknown

4. Is cumulative voting permitted? Yes/No

No

6. State the date and place of the latest general meeting held prior to the end of the year for the election of directors?

In lieu of meeting of shareholders, actions were taken by written unanimous consent

7. State the total number of votes cast at the latest general meeting and the total number cast by proxy.

The shareholders signed an unanimous written consent

8. State the total number of voting security holders and the total of all voting securities as of such date.

There is only one voting security holder and 100 shares of voting stock

9. If any security has preferences, special privileges, or restrictions in the election of directors, trustees or managers, or in the determination of any corporate action, give details.

None

10. State the number of votes controlled by management, other than officers of the Corporation.

All votes controlled by a single shareholder, UGI Utilities, Inc.

101 SECURITY HOLDER INFORMATION AND VOTING POWERS

1. Report the requested information for each holder of one percent or more of the voting securities or if there are fewer than ten such holders, the ten who hold the highest voting powers. Data should be the latest available nearest the end of the year. When the holder of record is a trustee, or other intermediate agency (except a corporation), the data should be reported opposite the names of the beneficial owners, designated as such, under a general heading identifying the trustee or other agency. Securities with contingent voting rights may be disregarded.
2. Attach hereto a certified copy of every effective voting trust established and a certified copy of every other agreement (trustee or otherwise) under which voting securities are held for beneficial owners. If any such agreement has been filed with a previous report, reference to the earlier report will be sufficient provided changes or modification since filing are shown.

Line No.	Last Name (a)	First Name (b)	Street Address (c)	City (d)	State (e)	Zip (f)	Total Votes (g)	Common Stock (h)	Preferred Stock (i)	Other (j)	Nonvoting Securities (see instruction 2) Principal, Par Value, or Stated Value (Specify issue-omit cents) (k)
1	Total votes of all voting securities						100	100	0	0	
2	Total number of security holders						1	1	0	0	
3	Total votes of security holders listed below						100				
4											
5	UGI Utilities, Inc.										
6	2525 N. 12th Street, Suite 360, P.O. Box 12677										
7	Reading, PA 19612										
8											
9											
10											
11											
12											
13											
14											
15											

102. COMPANIES CONTROLLED BY RESPONDENT

1. Show below the names of all corporations, business trusts, and similar organizations, controlled directly or indirectly by respondent at any time during the year.

If control ceased prior to end of the year, give particulars in a footnote.

2. If control was by other means than a direct holding of voting rights, state in a footnote the manner in which control was held, naming any intermediates involved.

3. If control was held jointly with one or more other interests, state the fact in a footnote and name the other interests.

Line No.	Name of Company Controlled (a)	Kind of Business (b)	Street Address (c)	City (d)	State (e)	Zip (f)	Voting % of Stock (g)	Footnote Ref. (h)
1	UGI Central Penn Propane, LLC	Propane business	2525 N. 12th Street, Suite 360 P.O. Box 12677	Reading	PA	19612-2677	100%	0
2	UGI Petroleum Products of Delaware, Inc.	Inactive	2711 Centerville Road, Suite 400	Wilmington	DE	19808	100%	0
3								
4								
5								
6								
7								
8								
9								
10								
11								
12								
13								
14								
15								
16								

FOOTNOTES

1. Direct control is that which is exercised without interposition of an intermediary.

2. Indirect control is that which is exercised without interposition of an intermediary which exercises direct control.

Control may exist by mutual agreement or understanding between two or more parties who together have control within the meaning of the definition of control in the Uniform System of Accounts, regardless of the relative voting rights of each party.

3. Joint control may exist by mutual agreement or understanding between two or more parties who together have control within the meaning of the definition of control in the Uniform System of Accounts, regardless of the relative voting rights of each party.

103. Directors

1. Report below the information called for concerning each director of the respondent who held office at any time during the year. Include in column (a) abbreviated titles of the directors who are officers of respondent.
2. Designate by an asterisk names of members of Executive Committee, and by double asterisk the Chairman of the Executive Committee.

Line No.	Directors Name and Title (a)	Principal Business Address					Term Began (i)	Term Email (j)	Meetings Attended (k)	Fees Paid (l)
		Street Address (b)	City (c)	State (d)	Zip (e)	Telephone (h)				
1	Robert F. Beard (President and Chief Executive Officer)	2525 N. 12th Street, Suite 360, P.O. Box 12677	Reading	PA	19612.0	610-796-3400	9/5/2011	Current	See footnote 1	See footnote 2
2	Monica M. Gaudiosi (Vice President and General Counsel, Assistant Secretary)	460 North Gulph Road	King of Prussia	PA	19406.0	610-337-1000	4/24/2012	Current	See footnote 1	See footnote 2
3	Kirk R. Oliver (Chief Financial Officer)	460 North Gulph Road	King of Prussia	PA	19406.0	610-337-1000	10/1/2012	Current	See footnote 1	See footnote 2
4										
5										
6										
7										
8										
9										
10										
11										
12										
13										
14										
15										
16										
17										
18										
19										
20										
21										
22										
23										
24										

104. Officers

Line No.	Official Title & Name (a)	Principal Business Address						
		Street Address (b)	City (c)	State (d)	Zip (e)	Telephone (h)	Fax (i)	Email (j)
1	Vice Chairman - John L. Walsh	460 North Gulph Road	King of Prussia	PA	19406	610-337-1000	610-992-3254	walshj@ugicorp.com
2	President and Chief Executive Officer - Robert F. Beard	2525 N. 12th Street, Suite 360, P.O. Box 12677	Reading	PA	19612	610-796-3400	610-796-3415	rbeard@ugi.com
3	Senior Vice President – Customer and Government Relations - Vicki O. Ebner (footnote 1)	2525 N. 12th Street, Suite 360, P.O. Box 12677	Reading	PA	19612	610-796-3400	610-796-3415	vebner@ugi.com
4	Vice President and General Counsel, Secretary - Monica M. Gaudiosi	460 North Gulph Road	King of Prussia	PA	19406	610-337-1000	610-992-3254	gaudiosim@ugicorp.com
5	Vice President - Marketing - Allen R. Westbrook (footnote 2)	2525 N. 12th Street, Suite 360, P.O. Box 12677	Reading	PA	19612	610-796-3400	610-796-3415	westbrooka@ugi.com
6	Vice President - Finance and Chief Financial Officer, Assistant Secretary and Treasurer - Donald E. Brown	2525 N. 12th Street, Suite 360, P.O. Box 12677	Reading	PA	19612	610-796-3400	610-796-3415	dbrown2@ugi.com
7	Vice President - Human Resources - Karen Heisler	2525 N. 12th Street, Suite 360, P.O. Box 12677	Reading	PA	19612	610-796-3400	610-796-3415	kheisler@ugi.com
8	Vice President - Supply - J.P. Ghio	2525 N. 12th Street, Suite 360, P.O. Box 12677	Reading	PA	19612	610-796-3400	610-796-3415	jghio@ugi.com
9	Vice President - Information Services - Scott A. Culbertson	225 Morgantown Road	Reading	PA	19611	610-375-4441	610-736-5447	sculbertson@ugi.com
10	Vice President - Operations - Robert P. Krieger	2525 N. 12th Street, Suite 360, P.O. Box 12677	Reading	PA	19612	610-796-3400	610-796-3415	rkrieger@ugi.com
11	Vice President - Operations - Robert P. Krieger	2525 N. 12th Street, Suite 360, P.O. Box 12677	Reading	PA	19612	610-796-3400	610-796-3415	rpistor@ugi.com
12	Vice President - Customer Relations - Robert R. Stoyko	225 Morgantown Road	Reading	PA	19611	610-375-4441	610-736-5447	rstoyko@ugi.com
13	Controller - Matthew J. Nolan	2525 N. 12th Street, Suite 360, P.O. Box 12677	Reading	PA	19612	610-796-3400	610-796-3415	mnolan@ugi.com
14	Treasurer, Assistant Treasurer - Hugh J. Gallagher (footnote 3)	460 North Gulph Road	King of Prussia	PA	19406	610-337-1000	610-992-3259	gallagherh@ugicorp.com
15	Assistant Treasurere - Michael R Pearson	460 North Gulph Road	King of Prussia	PA	19406	610-337-1000	610-992-3259	pearsonm@ugicorp.com
16	Assistant Secretary - Jessica A. Milner	460 North Gulph Road	King of Prussia	PA	19406	610-337-1000	610-992-3259	milnerj@ugicorp.com
17	Assistant Treasurer - Daniel J. Platt (footnote 4)	460 North Gulph Road	King of Prussia	PA	19406	610-337-1000	610-992-3259	plattdd@ugicorp.com

(1) Held position until June 5, 2013

(2) Held position until June 11, 2013

(3) Held position until January 30, 2014

(4) Position effective January 30, 2014

200. COMPARATIVE BALANCE SHEET
ASSETS AND OTHER DEBITS

Balances at Beginning of Year must be consistent with balances at end of previous year

Line No.	Account Number and Title (a)	Schedule Page No. (b)	Balance Beginning of Year (c)	Balance End of Year (d)	Increase/ Decrease (e)
1	UTILITY PLANT				
2	101.0 Utility Plant in Service	205	370,633,040	384,382,911	13,749,871
3	101.1 Property Under Capital Leases		-	-	-
4	102.0 Gas Plant Purchased or Sold		-	-	-
5	103.0 Experimental Gas Plant Unclassified		-	-	-
6	104.0 Gas Plant Leased to Others		-	-	-
7	105.0 Gas Plant Held for Future Use		-	-	-
8	105.1 Production Properties Held For Future Use		-	-	-
9	106.0 Completed Construction Not Classified-Gas		-	-	-
10	107.0 Construction Work in Progress-Gas	208	1,788,676	1,723,401	(65,275)
11	108.0 Accumulated Provision for Depreciation of Gas Utility Plant	206	(122,210,913)	(128,918,070)	(6,707,157)
12	111.0 Accumulated Prov. For Amortization & Depletion of Gas Utility Pl.	206	(1,941,114)	(2,557,794)	(616,680)
13	114.0 Gas Plant Acquisition Adjustments	207	20,419,072	20,419,072	-
14	115.0 Accumulated Prov. For Amortization & Depletion of Gas Plant		-	-	-
15	Acquisition Adjustments	206	-	-	-
16	116.0 Other Gas Plant Adjustments		-	-	-
17	117.1 Gas Stored-Base Gas		-	-	-
18	117.2 System Balancing Gas		-	-	-
19	117.3 Gas Stored in Reservoirs and Pipelines-Noncurrent		-	-	-
20	117.4 Gas Owed to System Gas		-	-	-
21	118.0 Other Utility Plant Adjustments		-	-	-
22	119.0 Accumulated Provision for Depreciation and Amortization of Other		-	-	-
23	Utility Plant	206			-
24	TOTAL UTILITY PLANT		268,688,761	275,049,520	6,360,759
25	OTHER PROPERTY AND INVESTMENTS				
26	121.0 Non-Utility Property		75,653	75,653	-
27	122.0 Accumulated Depreciation & Amortization of Non-Utility Property		-	-	-
28	123.0 Investments in Associated Companies	210	5,969,045	12,676	(5,956,369)
29	123.1 Other Investments	210	-	-	-
30	124.0 Other Investments	210	-	-	-
31	125.0 Sinking Funds		-	-	-
32	126.0 Depreciation Fund		-	-	-
33	128.0 Other Special Funds		-	-	-
34	TOTAL OTHER PROPERTY AND INVESTMENTS		6,044,698	88,329	(5,956,369)

200. COMPARATIVE BALANCE SHEET**ASSETS AND OTHER DEBITS**

Balances at Beginning of Year must be consistent with balances at end of previous year

Line No.	Account Number and Title (a)	Schedule Page No. (b)	Balance Beginning of Year (c)	Balance End of Year (d)	Increase/ Decrease (e)
1	CURRENT AND ACCRUED ASSETS				
2	131.0 Cash		2,432,215	4,437,403	2,005,188
3	132.0 Interest Special Deposits		-	-	-
4	133.0 Dividend Special Deposits		-	-	-
5	134.0 Other Special Deposits		-	-	-
6	135.0 Working Funds		-	-	-
7	136.0 Temporary Cash Investments	210	498,125	(58,725)	(556,850)
8	141.0 Notes Receivable	211	-	-	-
9	142.0 Customer Accounts Receivable		10,789,342	14,761,037	3,971,695
10	143.0 Other Accounts Receivable	211	1,703,778	742,695	(961,083)
11	144.0 Accumulated Provision for Uncollectible Accounts-Cr.		(795,996)	(959,192)	(163,196)
12	145.0 Notes Receivable from Associated Companies	212	-	-	-
13	146.0 Accounts Receivable for Associated Companies	213	4,902,130	2,087,129	(2,815,001)
14	151.0 Fuel Stock		-	-	-
15	152.0 Fuel Stock Expenses Undistributed		-	-	-
16	153.0 Residuals and Extracted Products		-	-	-
17	154.0 Plant Materials and Operating Supplies	215	2,484,855	2,709,378	224,523
18	155.0 Merchandise		-	-	-
19	156.0 Other Materials and Supplies		-	-	-
20	163.0 Stores Expense-Undistributed		1,327,711	484,276	(843,435)
21	164.1 Gas Stored-Current		6,686,037	8,271,618	1,585,581
22	164.2 Liquefied Natural Gas Stored		-	-	-
23	164.3 Liquefied Natural Gas Held for Processing		-	-	-
24	165.0 Prepayments		534,478	541,388	6,910
25	166.0 Advances for Gas Exploration, Development and Production		-	-	-
26	167.0 Other Advances for Gas		-	-	-
27	171.0 Interest and Dividends Receivable		-	-	-
28	172.0 Rents Receivable		-	-	-
29	173.0 Accrued Utility Revenues		10,263,338	10,883,736	620,398
30	174.0 Miscellaneous Current and Accrued Assets		39,260	64,462	25,202
31	TOTAL CURRENT & ACCRUED ASSETS		40,865,273	43,965,205	3,099,932
32	DEFERRED DEBITS				
33	181.0 Unamortized Debt Expense	216	595,042	464,454	
34	182.1 Extraordinary Property Losses	217	-	-	-
35	182.2 Unrecovered Plant and Regulatory Study Costs	217	-	-	-
36	182.3 Other Regulatory Assets		41,640,006	26,962,305	(14,677,701)
37	183.1 Preliminary Natural Gas Survey and Investigation Charges		-	-	-
38	183.2 Other Preliminary Survey and Investigation Charges		25,831	75,987	50,156
39	184.0 Clearing Accounts		240,159	(113,178)	(353,337)
40	185.0 Temporary Facilities		-	-	-
41	186.0 Miscellaneous Deferred Debits		147,415	269,256	121,841
42	187.0 Deferred Loses from Disposition of Utility Plant		133,087	(76,024)	(209,111)
43	188.0 Research, Development and Demonstration Expenditures		-	-	-
44	189.0 Unamortized Loss on Reacquired Debt		-	-	-
45	190.0 Accumulated Deferred Income Taxes		12,142,884	2,561,255	(9,581,629)
46	191.0 Unrecovered Purchased Gas Costs		1,056,661	-	(1,056,661)
47	TOTAL DEFERRED DEBITS		55,981,085	30,144,055	(25,837,030)
48	TOTAL ASSETS & TOTAL DEBITS		371,579,817	349,247,109	(22,332,708)

200. COMPARATIVE BALANCE SHEET
LIABILITIES AND OTHER CREDITS

Balances at Beginning of Year must be consistent with balances at end of previous year

Line No.	Account Number and Title (a)	Schedule Page No. (b)	Balance Beginning of Year (c)	Balance End of Year (d)	Increase/ Decrease (e)
1	LIABILITIES AND OTHER CREDITS				
2	PROPRIETARY CAPITAL				-
3	201.0 Common Stock Issued		717,583	717,583	-
4	202.0 Common Stock Subscribed		-	-	-
5	203.0 Common Stock Liability for Conversion		-	-	-
6	204.0 Preferred Stock Issued		-	-	-
7	205.0 Preferred Stock Subscribed		-	-	-
8	206.0 Preferred Stock Liability for Conversion		-	-	-
9	207.0 Premium on Capital Stock		310,007,273	310,007,273	-
10	208.0 Donations Received from Stockholders		-	-	-
11	209.0 Reduction in Par or Stated Value of Capital Stock		-	-	-
12	210.0 Gain on Resale or Cancellation of Reacquired Capital Stock		-	-	-
13	211.0 Miscellaneous Paid-In Capital		-	-	-
14	212.0 Installments Received on Capital Stock		-	-	-
15	213.0 Discount on Capital Stock		-	-	-
16	214.0 Capital Stock Expense		-	-	-
17	215.0 Appropriated Retained Earnings		-	-	-
18	216.0 Unappropriated Retained Earnings		(170,623,872)	(172,463,692)	(1,839,820)
19	216.1 Unappropriated Undistributed Subsidiary Earnings		-	-	-
20	217.0 Reacquired Capital Stock		-	-	-
21	TOTAL PROPRIETARY CAPITAL		140,100,984	138,261,164	(1,839,820)
22					
23	LONG-TERM DEBT				
24	221.0 Bonds	231	-	-	-
25	222.0 Reacquired Bonds	231	-	-	-
26	223.0 Advances from Associated Companies		-	-	-
27	224.0 Other Long-term Debt	231	85,227,500	112,221,600	26,994,100
28	225.0 Unamortized Premium on Long-Term Debt		-	-	-
29	226.0 Unamortized Discount on Long-Term Debt-Debit		-	-	-
30	TOTAL LONG TERM DEBT		85,227,500	112,221,600	26,994,100
31					
32	OTHER NONCURRENT LIABILITIES				
33	227 Obligation Under Capital Leases-NonCurrent		-	-	-
34	228.1 Accumulated Provision for Property Insurance		-	-	-
35	228.2 Accumulated Provision for Injuries and Damages		-	-	-
36	228.3 Accumulated Provision for Pensions and Benefits		22,224,858	8,802,181	(13,422,677)
37	228.4 Accumulated Miscellaneous Operating Provisions		8,435,534	6,574,254	(1,861,280)
38	229 Accumulated Provision for Rate Refunds		-	-	-
39	TOTAL OTHER NONCURRENT LIABILITIES		30,660,392	15,376,435	(15,283,957)
40					

**200. COMPARATIVE BALANCE SHEET
LIABILITIES AND OTHER CREDITS**

Balances at Beginning of Year must be consistent with balances at end of previous year

Line No.	Account Number and Title (a)	Schedule Page No. (b)	Balance Beginning of Year (c)	Balance End of Year (d)	Increase/ Decrease (e)
1	CURRENT AND ACCRUED LIABILITIES				
2	231.00 Notes Payable		24,272,500	-	(24,272,500)
3	232.00 Accounts Payable		5,022,733	4,813,130	(209,603)
4	233.00 Notes Payable to Associated Companies		-	-	-
5	234.00 Accounts Payable to Affiliated Companies		19,081,320	17,165,758	(1,915,562)
6	235.00 Customers' Deposits-Billing		2,863,084	3,537,139	674,055
7	236.10 Accrued Taxes, Taxes Other Than Income		2,987,153	5,544,495	2,557,342
8	236.20 Accrued Taxes, Income Taxes		(1,884)	(149)	1,735
9	237.10 Accrued Interest on Long-term Debt		1,903,629	2,091,888	188,259
10	237.20 Accrued Interest on Other Liabilities		-	-	-
11	238.00 Dividends Declared		-	-	-
12	239.00 Matured Long-term Debt		-	-	-
13	240.00 Matured Interest		-	-	-
14	241.00 Tax Collections Payable		217,796	247,564	29,768
15	242.00 Miscellaneous Current and Accrued Liabilities		8,903,196	6,023,643	(2,879,553)
16	243.00 Obligations Under Capital Leases-Current		155,020	-	(155,020)
17	TOTAL CURRENT AND ACCRUED LIABILITIES		65,404,547	39,423,468	(25,981,079)
18					
19	DEFERRED CREDITS				-
20	252.00 Customer Advances for Construction		85,190	(14,715)	(99,905)
21	253.00 Other Deferred Credits		136,344	970,884	834,540
22	254.00 Other Regulatory Liabilities		3,658,994	3,124,934	(534,060)
23	255.00 Accumulated Deferred Investment Tax Credits		-	-	-
24	256.00 Deferred Gains from Disposition of Utility Plant		-	-	-
25	257.00 Unamortized Gain on Reacquired Debt		-	-	-
26	281.00 Accum. Deferred Income Taxes-Assume. Amortization Property		-	-	-
27	282.00 Accum. Deferred Income Taxes-Other Property		33,140,743	38,244,685	5,103,942
28	283.00 Accum. Deferred Income Taxes-Other		13,227,847	2,020,411	(11,207,436)
26	TOTAL DEFERRED CREDITS		50,249,118	44,346,199	(5,902,919)
27					
28	TOTAL LIABILITIES & OTHER CREDITS		371,642,541	349,628,866	(22,013,675)

201. NOTES TO BALANCE SHEET

- The space below is provided for important notes regarding the balance sheet or any account thereof.
- Furnish particulars as to any contingent assets or liabilities existing at end of year. Minor items may be grouped by classes. For any dividends in arrears at the end of the year on cumulative preferred stock, state the date of the last dividend, the arrearage per share, and the total amount of the arrearage.
- For Other Plant Adjustments, Account 116, explain the origin of such amount, debits and credits during the year and plan of disposition contemplated, giving references to Commission orders or to other authorizations repeating classification of amounts as plant adjustments and requirements as to disposition thereof.
- If the notes to balance sheet, appearing in the annual report to the stockholders are applicable in every respect and furnish the data required by instructions 2 and 3 above, such notes may be attached hereto.

UGI UTILITIES, INC.
201. NOTES TO BALANCE SHEET
(Unaudited)
(Thousands of dollars)

1. FISCAL YEAR

Financial statements for PUC reporting are presented on a calendar year ending December 31, 2013. The Company's fiscal year end is September 30.

2. USE OF ESTIMATES

We make estimates and assumptions when preparing financial statements in conformity with generally accepted accounting principles. These estimates and assumptions affect the reported amounts of assets and liabilities, revenues and expenses, as well as the disclosure of contingent assets and liabilities. Actual results could differ from these estimates.

3. INVENTORIES

Our inventories are stated at lower of cost or market. We determine cost principally on an average cost method except for appliances for which we use the specific identification method.

4. DEBT

Long-term debt comprises the following at December 31:

	2013	2012
Term Loan Credit Agreement	\$ 175,000	\$ -
Senior Notes:		
6.375%, due September 2013	—	\$ 108,000
5.75%, due September 2016	\$ 175,000	\$ 175,000
6.21%, due September 2036	\$ 100,000	\$ 100,000
Medium-Term Notes:		
5.37%, due August 2013	—	\$ 25,000
5.16%, due May 2015	\$ 20,000	\$ 20,000
7.37%, due October 2015	\$ 22,000	\$ 22,000
5.64%, due December 2015	\$ 50,000	\$ 50,000
6.17%, due June 2017	\$ 20,000	\$ 20,000
7.25%, due November 2017	\$ 20,000	\$ 20,000
5.67%, due January 2018	\$ 20,000	\$ 20,000
6.50%, due August 2033	\$ 20,000	\$ 20,000
6.13%, due October 2034	\$ 20,000	\$ 20,000
Total long-term debt	\$ 642,000	\$ 600,000

Principal payments on long-term debt during the next five fiscal years is as follows: \$0 is due in Fiscal 2014; \$20,000 is due in Fiscal 2015; \$247,000 is due in Fiscal 2016; \$20,000 is due in Fiscal 2017; and \$40,000 is due in Fiscal 2018. The \$175,000 outstanding under the Term Loan Credit Agreement that is expected to be refinanced on a long-term basis prior to its maturity and is excluded from these repayment amounts (see below).

In September 2013, UGI Utilities entered into a 364-day term loan credit agreement (“Term Loan Credit Agreement”) with a bank comprising a \$175,000 unsecured term loan facility. The Term Loan Credit Agreement bears interest at the eurodollar rate for the interest period selected, plus a margin of 0.60%. The Term Loan Credit Agreement terminates on September 22, 2014, but UGI Utilities may prepay the loan in whole or in part, without penalty. UGI Utilities borrowed \$175,000 on September 30, 2013, under the Term Loan Credit Agreement which cash proceeds were used to repay UGI Utilities’ \$108,000 6.375% Senior Notes due September 30, 2013, and for other general corporate purposes. On October 30, 2013, UGI Utilities entered into a Note Purchase Agreement which provides for the private placement of \$175,000 aggregate principal amount of 4.98% Senior Notes due March 26, 2044. UGI Utilities expects to issue \$175,000 face amount of 4.98% Senior Notes in March 2014 and use the net proceeds to repay then-outstanding borrowings under the Term Loan Credit Agreement.

UGI Utilities has an unsecured credit agreement (the “UGI Utilities Credit Agreement”) with a group of banks providing for borrowings of up to \$300,000 (including a \$100,000 sublimit for letters of credit) which expires in October 2015. Under the UGI Utilities Credit Agreement, UGI Utilities may borrow at various prevailing market interest rates, including LIBOR and the banks’ prime rate, plus a margin. The margin on such borrowings ranges from 0.0% to 2.0% and is based upon the credit ratings of certain indebtedness of UGI Utilities. UGI Utilities had borrowings outstanding under the UGI Utilities Credit Agreement, which is classified as Notes Payable on the Comparative Balance Sheets, totaling \$73.5 million and \$73.1 million at December 31, 2013 and 2012, respectively. Issued and outstanding letters of credit, which reduce available borrowings under the UGI Utilities Credit Agreement, totaled \$2,000 at December 30, 2013 and 2012.

The Revolving Credit Agreement requires UGI Utilities to maintain a maximum ratio of Consolidated Debt to Consolidated Total Capital, as defined, of 0.65 to 1.00.

5. COMMITMENTS AND CONTINGENCIES

CPG is party to a Consent Order and Agreement (“CPG-COA”) with the Pennsylvania Department of Environmental Protection (“DEP”) requiring CPG to perform a specified level of

activities associated with environmental investigation and remediation work at certain properties in Pennsylvania on which manufactured gas plant (“MGP”) related facilities were operated (“CPG MGP Properties”) and to plug a minimum number of non-producing natural gas wells per year. Under these agreements, environmental expenditures relating to the CPG MGP Properties are capped at \$1,800 in any calendar year. The CPG-COA was recently renewed and is scheduled to terminate at the end of 2018. At December 31, 2013 and 2012, our accrued liabilities for environmental investigation and remediation costs related to the CPG-COA totaled \$6.7 million and \$8.5, respectively. In accordance with GAAP related to rate-regulated entities, we have recorded associated regulatory assets in equal amounts.

UGI Utilities does not expect its costs for investigation and remediation of hazardous substances at Pennsylvania MGP sites to be material to its results of operations because CPG Gas is currently getting regulatory recovery of estimated environmental investigation and remediation costs associated with Pennsylvania sites. At December 31, 2013, neither the undiscounted nor the accrued liability for environmental investigation and cleanup costs for UGI Gas was material for UGI Utilities.

From time to time, UGI Utilities is notified of sites outside Pennsylvania on which private parties allege MGPs were formerly owned or operated by it or owned or operated by its former subsidiaries. Such parties generally investigate the extent of environmental contamination or perform environmental remediation. Management believes that under applicable law UGI Utilities should not be liable in those instances in which a former subsidiary owned or operated an MGP. There could be, however, significant future costs of an uncertain amount associated with environmental damage caused by MGPs outside Pennsylvania that UGI Utilities directly operated, or that were owned or operated by former subsidiaries of UGI Utilities if a court were to conclude that (1) the subsidiary’s separate corporate form should be disregarded or (2) UGI Utilities should be considered to have been an operator because of its conduct with respect to its subsidiary’s MGP.

Other Matters

We cannot predict with certainty the final results of any environmental claim or legal action described above. However, it is reasonably possible that such a claim could be resolved unfavorably to us and result in losses in excess of recorded amounts. We are unable to estimate any possible losses in excess of recorded amounts. Although we currently believe, after consultation with counsel, that damages or settlements, if any, that may be recovered by such a claim or actions will not have a material adverse effect on our financial position, damages or settlements could be material to our operating results or cash flows in future periods depending on the nature and timing of future developments with respect to these matters and the amounts of future operating results and cash flows. In addition to the matter described above, there are other

pending claims and legal actions arising in the normal course of our businesses. While the results of these other pending claims and legal actions cannot be predicted with certainty, we believe, after consultation with counsel, the final outcome of such other matters will not have a material effect on our consolidated financial position, results of operations or cash flows.

6. FAIR VALUE MEASUREMENTS

**The information contained in the below footnote related to fair value measurements pertain to all four of the regulated entities of UGI Utilities Inc. namely UGI Gas, UGI Electric, Penn Natural Gas, and Central Penn Gas.*

Derivative Financial Instruments

The following table presents our financial assets and financial liabilities that are measured at fair value on a recurring basis for each of the fair value hierarchy levels, including both current and noncurrent portions, as of December 31, 2013, and December 31, 2012:

	Quoted Prices in Active Markets for Identical Assets and Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	Total
December 31, 2013:				
Assets:				
Derivative financial instruments:				
Commodity contracts	2,058	-	-	2,058
Liabilities:				
Derivative financial instruments:				
Commodity contracts	(266)	(3,006)	-	(3,272)
December 31, 2012:				
Assets:				
Derivative financial instruments:				
Commodity contracts	374	160	-	534
Interest rate contracts		4,226	-	4,226
Liabilities:				
Derivative financial instruments:	(1,315)	(7,726)	-	(9,041)
Commodity contracts	-	(30,412)	-	(30,412)

The fair values of our Level 1 exchange-traded commodity futures and option derivative contracts and certain non exchange-traded electricity forward contracts are based upon actively-quoted market prices for identical assets and liabilities. The fair values of the remainder of our derivative financial instruments and electricity forward contracts, which are designated as Level 2, are generally based upon recent market transactions and related market indicators. There were no transfers between Level 1 and Level 2 during the periods presented.

Other Financial Instruments

The carrying amounts of other financial instruments included in current assets and current liabilities (except for current maturities of long-term debt) approximate their fair values because of their short-term nature. The carrying amount and estimated fair value of our long-term debt at December 31, 2013, were \$642,000 and \$694,220, respectively. The carrying amount and estimated fair value of our long-term debt at December 31, 2012, were \$600,000 and \$696,217, respectively. We estimate the fair value of long-term debt by using current market rates and by discounting future cash flows using rates available for similar types of debt (Level 2).

7. DISCLOSURES ABOUT DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

**The information contained in the below footnote related to disclosures about derivative instruments and hedging activities pertain to all four of the regulated entities of UGI Utilities Inc. namely UGI Gas, UGI Electric, Penn Natural Gas, and Central Penn Gas.*

We are exposed to certain market risks related to our ongoing business operations. Management uses derivative financial and commodity instruments, among other things, to manage these risks. The primary risks managed by derivative instruments are (1) commodity price risk and (2) interest rate risk. Although we use derivative financial and commodity instruments to reduce market risk associated with forecasted transactions, we do not use derivative financial and commodity instruments for speculative or trading purposes. The use of derivative instruments is controlled by our risk management and credit policies which govern, among other things, the derivative instruments we can use, counterparty credit limits and contract authorization limits. Because most of our commodity derivative instruments are generally subject to regulatory ratemaking mechanisms, we have limited commodity price risk associated with our Gas Utility or Electric Utility operations.

Commodity Price Risk

Gas Utility's tariffs contain clauses that permit recovery of all of the prudently incurred costs of natural gas it sells to retail core-market customers, including the cost of financial instruments

used to hedge purchased gas costs. As permitted and agreed to by the PUC pursuant to Gas Utility's annual PGC filings, Gas Utility currently uses New York Mercantile Exchange ("NYMEX") natural gas futures and option contracts to reduce commodity price volatility associated with a portion of the natural gas it purchases for its retail core-market customers. At December 31, 2013 and 2012, the volumes of natural gas associated with Gas Utility's unsettled NYMEX natural gas futures and option contracts totaled 9.7 million dekatherms and 13.0 million dekatherms, respectively. At December 31, 2013, the maximum period over which Gas Utility is hedging natural gas market price risk is 9 months. Gains and losses on natural gas futures contracts and any gains on natural gas option contracts are recorded in regulatory assets or liabilities on the Comparative Balance Sheets in accordance with accounting guidance related to rate-regulated entities and reflected in cost of sales through the PGC mechanism.

Electric Utility's DS tariffs permit the recovery of all prudently incurred costs of electricity it sells to DS customers, including the cost of financial instruments used to hedge electricity costs. Electric Utility enters into forward electricity purchase contracts to meet a substantial portion of its electricity supply needs. Because these contracts currently do not qualify for the normal purchases and normal sales exception under GAAP, the fair values of these contracts are required to be recognized on the balance sheet. At December 31, 2013 and 2012, the fair values of Electric Utility's forward purchase power agreements comprising net losses of \$3,182 and \$8,182, respectively, are reflected in current derivative financial instrument liabilities and other noncurrent liabilities in the accompanying Comparative Balance Sheets. In accordance with GAAP related to rate-regulated entities, Electric Utility has recorded equal and offsetting amounts in regulatory assets. At December 31, 2013 and 2012, the volumes of Electric Utility's forward electricity purchase contracts was 324.4 million kilowatt hours and 482.3 million kilowatt hours, respectively. At December 31, 2013, the maximum period over which these contracts extend is 11 months.

In order to reduce volatility associated with a substantial portion of its electric transmission congestion costs, Electric Utility obtains FTRs through an annual allocation process and by purchases of FTRs at monthly auctions. FTRs are derivative financial instruments that entitle the holder to receive compensation for electricity transmission congestion charges that result when there is insufficient electricity transmission capacity on the electric transmission grid. Because Electric Utility is entitled to fully recover its DS costs, gains and losses on Electric Utility FTRs are recorded in regulatory assets or liabilities in accordance with GAAP related to rate-regulated entities and reflected in cost of sales through the DS recovery mechanism.

In order to reduce operating expense volatility, UGI Utilities from time to time enters into NYMEX gasoline futures and swap contracts for a portion of gasoline volumes expected to be

used in the operation of its vehicles and equipment. Associated volumes, fair values and effects on net income were not material for all periods presented.

Interest Rate Risk

Our long-term debt typically is issued at fixed rates of interest. As these long-term debt issues mature, we typically refinance such debt with new debt having interest rates reflecting then-current market conditions. In order to reduce market rate risk on the underlying benchmark rate of interest associated with near- to medium-term forecasted issuances of fixed-rate debt, from time to time we enter into interest rate protection agreements (“IRPAs”). We account for IRPAs as cash flow hedges. Changes in the fair values of IRPAs are recorded in accumulated other comprehensive income (“AOCI”), to the extent effective in offsetting changes in the underlying interest rate risk, until earnings are affected by the hedged interest expense. As of December 31, 2013 we had no unsettled IRPAs. As of December 31, 2012, the total notional amounts of unsettled IRPAs was \$173,000.

At December 31, 2013, the amount of net losses associated with settled IRPAs expected to be reclassified into earnings during the next twelve months based upon current fair values is \$2,680.

Derivative Financial Instrument Credit Risk

Our natural gas exchange-traded futures contracts generally require cash deposits in margin accounts. At December 31, 2013, there was no restricted cash in brokerage accounts. At December 31, 2012, restricted cash in brokerage accounts totaled \$2,106.

The following table provides information regarding the balance sheet location and fair values of our derivative assets and liabilities existing as of December 31, 2013 and 2012:

Derivative Assets				Derivative (Liabilities)		
Balance Sheet		Fair Value		Balance Sheet		Fair Value
Location		2013	2012	Location		2013 2012
Derivatives Designated as						
Hedging Instruments:						
Commodity contracts						
Derivative				Derivative		
instrument assets		-	4,226	instrument liabilities		- (30,412)
Derivatives Subject to Utility						
Rate Regulations						
Commodity contracts				Derivative		
Derivative				Derivative		
instrument assets		1,969	420	instrument liabilities		(3,272) (9,041)
Derivatives Not Designated as						
Hedging Instruments:						
Commodity contracts				Derivative		
Derivative				Derivative		
instrument assets		89	114			- -
Total Derivatives		2,058	4,760			(3,272) (39,453)

We are also a party to a number of contracts that have elements of a derivative instrument. These contracts include, among others, binding purchase orders and contracts that provide for the purchase and delivery, or sale, of natural gas and service contracts that require the counterparty to provide commodity storage, transportation or capacity service to meet our normal sales commitments. Although many of these contracts have the requisite elements of a derivative instrument, these contracts qualify for normal purchase and normal sale exception accounting under GAAP because they provide for the delivery of products or services in quantities that are expected to be used in the normal course of operating our business and the price in the contract is based on an underlying that is directly associated with the price of the product or service being purchased or sold.

8. DEFINED BENEFIT PENSION AND OTHER POSTRETIREMENT PLANS

We currently sponsor one defined benefit pension plan (“Pension Plan”) for employees hired prior to January 1, 2009, of UGI Utilities, PNG, CPG, UGI and certain of UGI’s other wholly owned domestic subsidiaries. In addition, we provide postretirement health care benefits to

certain retirees and postretirement life insurance benefits to nearly all active and retired employees.

Pension Plan assets are held in trust and consist principally of publicly traded, diversified equity and fixed income mutual funds and UGI Common Stock. It is our general policy to fund amounts for Pension Plan benefits equal to at least the minimum contribution required by ERISA.

We also participate in an unfunded and non-qualified defined benefit supplemental executive retirement plan. Net benefit costs associated with this plan for all periods presented were not material.

9. REGULATORY ASSETS AND LIABILITIES AND REGULATORY MATTERS

**The information contained in the below footnote related to regulatory assets & liabilities and regulatory matters pertain to all four of the regulated entities of UGI Utilities Inc. namely UGI Gas, UGI Electric, Penn Natural Gas, and Central Penn Gas.*

UGI Utilities does not recover a rate of return on its regulatory assets. The following regulatory assets and liabilities associated with Gas Utility and Electric Utility are included in our accompanying Comparative Balance Sheets:

	December 31, 2013	December 31, 2012
Regulatory assets:		
Income taxes recoverable	106,435	103,665
Underfunded pension and postretirement plans	92,755	184,764
Environmental costs	14,910	17,119
Deferred fuel and power costs	427	7,797
Removal costs, net	13,748	11,541
Other	5,722	5,742
Total regulatory assets	233,997	330,628
Regulatory liabilities:		
Postretirement benefits	16,846	13,486
Environmental overcollections	2,329	3,077
Deferred fuel and power refunds	7,524	1,916
State tax benefits — distribution system repairs	8,725	7,750
Other	1,332	570
Total regulatory liabilities	36,756	26,799

Deferred fuel and power — costs and refunds. Gas Utility’s tariffs and Electric Utility’s tariffs contain clauses which permit recovery of all prudently incurred purchased gas and power costs through the application of purchased gas cost (“PGC”) rates in the case of Gas Utility and default

service (“DS”) rates in the case of Electric Utility. The clauses provide for periodic adjustments to PGC and DS rates for differences between the total amount of purchased gas and electric generation supply costs collected from customers and recoverable costs incurred. Net undercollected costs are classified as a regulatory asset and net overcollections are classified as a regulatory liability.

Gas Utility uses derivative financial instruments to reduce volatility in the cost of natural gas it purchases for firm- residential, commercial and industrial (“retail core-market”) customers. Realized and unrealized gains or losses on natural gas derivative financial instruments are included in deferred fuel costs or refunds.

Electric Utility enters into forward electricity purchase contracts to meet a substantial portion of its electricity supply needs. Because these contracts do not qualify for the normal purchases and normal sales exception under GAAP, the fair values of these contracts are recognized on the Comparative Balance Sheet with an associated adjustment to regulatory assets or liabilities in accordance with GAAP related to rate-regulated entities. At December 31, 2013, and December 31, 2012, the fair values of Electric Utility’s electricity supply contracts were net losses of \$3,182, and \$8,182, respectively, which amounts are reflected in current derivative financial instrument liabilities and other noncurrent liabilities on the Comparative Balance Sheets with equal and offsetting amounts reflected in deferred fuel and power costs in the table above.

In order to reduce volatility associated with a substantial portion of its electric transmission congestion costs, Electric Utility obtains financial transmission rights (“FTRs”). FTRs are derivative financial instruments that entitle the holder to receive compensation for electricity transmission congestion charges when there is insufficient electricity transmission capacity on the electric transmission grid. Because Electric Utility is entitled to fully recover its DS costs, realized and unrealized gains or losses on FTRs are included in deferred fuel and power costs or deferred fuel and power refunds. Unrealized gains or losses on FTRs at December 31, 2013, and December 31, 2012, were not material.

205. UTILITY PLANT IN SERVICE - Account No. 101.0

1. Report by prescribed accounts the original cost of utility plant in service and the additions and retirements of such plant during the year.
 2. Do not include as adjustments, corrections to additions and retirements for the current or preceding year. Such items should be included in appropriate Column (c) or (d).
 3. Credit adjustments in Column (e) should be shown in red, or in black enclosed in parenthesis. State in a footnote the general character of any adjustments in Column (e).
 4. Submit, in a footnote, an explanation of amounts included in Columns (e) and/or (f), Line 34, for lowering or changing the location of mains.

Line No.	Account Number and Title (a)	Balance Previous Year (b)	Additions (c)	Retirements (d)	Adjustments +/- (e)	Balance End of Year (f)
1	INTANGIBLE PLANT	XXX	XXX	XXX	XXX	XXX
2	301 Organization	80,239	-	-	-	80,239
3	302 Franchises & Consents	155,919	-	-	-	155,919
4	303 Other Plant and Miscellaneous Equipment	289,868	-	-	-	289,868
5	Total Intangible Plant	526,026	-	-	-	526,026
6	MANUFACTURED GAS PRODUCTION PLANT	XXX	XXX	XXX	XXX	XXX
7	304 Land and Land Rights	-	-	-	-	-
8	305 Structures and Improvements	-	-	-	-	-
9	306 Boiler Plant Equipment	-	-	-	-	-
10	307 Other Power Equipment	-	-	-	-	-
11	308 Coke Ovens	-	-	-	-	-
12	309 Infiltration Galleries and Tunnels	-	-	-	-	-
13	310 Producer Gas Equipment	-	-	-	-	-
14	311 Liquefied Petroleum Gas Equipment	-	-	-	-	-
15	312 Oil Gas Generating Equipment	-	-	-	-	-
16	313 Generating Equipment-Other Processes	-	-	-	-	-
17	314 Coal, Coke and Ash Handling Equipment	-	-	-	-	-
18	315 Catalytic Cracking Equipment	-	-	-	-	-
19	316 Other Reforming Equipment	-	-	-	-	-
20	317 Purification Equipment	-	-	-	-	-
21	318 Residential Refining Equipment	-	-	-	-	-
22	319 Gas Mixing Equipment	-	-	-	-	-
23	320 Other Equipment	-	-	-	-	-
23	Total Gas Manufacturing Plant	0	0	0	0	-
24	NATURAL GAS PRODUCTION & GATHERING PLANT	XXX	XXX	XXX	XXX	XXX
25	325.1 Producing Lands	13,029	-	-	-	13,029
26	325.2 Producing Leaseholds	163,100	-	-	-	163,100
27	325.3 Gas Rights	-	-	-	-	-
28	325.4 Rights of Way	30,277	-	-	-	30,277
29	325.5 Other Land and Land Rights	1,134	-	-	-	1,134
30	326 Other Plant and Miscellaneous Equipment	-	-	-	-	-
31	327 Field Compressor Station Structures	-	-	-	-	-
32	328 Field Measuring & Regulating Station Structures	1,263	-	-	-	1,263
33	329 Other Structures	44,785	-	-	-	44,785
34	330 Producing Gas Wells-Well Construction	18,208	-	-	-	18,208
35	331 Producing Gas Wells-Well Equipment	24,441	-	-	-	24,441
36	332 Field Lines	750,689	-	-	-	750,689
37	333 Field Compressor Station Equipment	-	-	-	-	-
38	334 Field Measuring & Regulating Station Equipment	93,272	-	3,547	-	89,725
39	335 Drilling & Cleaning Equipment	49,604	-	-	-	49,604
40	336 Purification Equipment	-	-	-	-	-
41	337 Other Equipment	11,062	-	-	-	11,062
42	338 Unsuccessful Exploration & Development Costs	-	-	-	-	-
43	Total Natural Gas Production & Gathering Plant	1,200,864	-	3,547	-	1,197,317
44	PRODUCTS EXTRACTION PLANT	XXX	XXX	XXX	XXX	XXX
45	340 Land and Land Rights	-	-	-	-	-
46	341 Other Plant and Miscellaneous Equipment	-	-	-	-	-
47	342 Extraction & Refining Equipment	-	-	-	-	-
48	343 Pipe Lines	-	-	-	-	-
49	344 Extracted Product Storage Equipment	-	-	-	-	-
50	345 Compressor Equipment	-	-	-	-	-
51	346 Gas Measuring and Regulating Equipment	-	-	-	-	-
52	347 Other Equipment	-	-	-	-	-
	Total Products Extraction Plant	0	0	0	0	-
53	NATURAL GAS PRODUCTION & PROCESSING PLANT	XXX	XXX	XXX	XXX	XXX
54	350.1 Land	-	-	-	-	-
55	350.2 Rights of Way	-	-	-	-	-
56	351 Structures and Improvements	-	-	-	-	-
57	352 Wells	-	-	-	-	-
58	352.1 Storage Leaseholds and Rights	-	-	-	-	-
59	352.2 Reservoirs	-	-	-	-	-
60	352.3 Nonrecoverable Natural Gas	-	-	-	-	-
61	353 Lines	-	-	-	-	-

205. UTILITY PLANT IN SERVICE - Account No. 101.0

Line No.	Account Number and Title (a)	Balance Previous Year (b)	Additions (c)	Retirements (d)	Adjustments +/- (e)	Balance End of Year (f)
62	354 Compressor Station Equipment					0
63	355 Measuring and Regulating Equipment					0
64	356 Purification Equipment					0
65	357 Other Equipment					0
66	Total Natural Gas Production and Processing Plant	0	0	0	0	0
67	OTHER STORAGE PLANT	XXX	XXX	XXX	XXX	XXX
68	360 Land & Land Rights					0
69	361 Structures and Improvements					0
70	362 Gas Holders					0
71	363 Purification Equipment					0
72	363.1 Liquefaction Equipment					0
73	363.2 Vaporizing Equipment					0
74	363.3 Compressor Equipment					0
75	363.4 Measuring and Regulating Equipment					0
76	363.5 Other Equipment					0
77	Total Other Storage Plant	0	0	0	0	0
78	BASE LOAD LIQUEFIED NATURAL GAS					0
79	TERMINATING AND PROCESSING PLANT	XXX	XXX	XXX	XXX	XXX
80	364.1 Land and Land Rights					0
81	364.2 Structures and Improvements					0
82	364.3 LNG Processing Terminal Equipment					0
83	364.4 LNG Transportation Equipment					0
84	364.5 Measuring and Regulating Equipment					0
85	364.6 Compressor Station Equipment					0
86	364.7 Communication Equipment					0
87	364.8 Other Equipment					0
88	Total Base Load Liquefied Natural Gas Term. & Proc. Plant	0	0	0	0	0
89	TRANSMISSION PLANT	XXX	XXX	XXX	XXX	XXX
90	365.1 Land and Land Rights	47,323	-	-	-	47,323
91	365.2 Rights of Way	985,582	-	-	(117,423)	868,159
92	366 Structures and Improvements	150,662	-	-	-	150,662
93	367 Mains	39,339,542	1,916,397	-	(2,740,852)	38,515,087
94	368 Compressor Station Equipment	-	-	-	-	-
95	369 Measuring and Regulating Station Equipment	6,154,132	11,199	528	-	6,164,803
96	370 Communication Equipment	2,380,026	641,011	-	27,741	3,048,778
97	371 Other Equipment	250,259	-	-	-	250,259
98	Total Transmission Plant	49,307,526	2,568,607	528	(2,830,534)	49,045,071
99	DISTRIBUTION PLANT	XXX	XXX	XXX	XXX	XXX
100	374 Land & Land Rights	3,377,795	7,807	-	-	3,385,602
101	375 Structures and Improvements	600,684	-	-	-	600,684
102	376 Mains	168,507,580	6,568,819	308,270	(27,741)	174,740,388
103	377 Compressor Station Equipment	-	-	-	-	-
104	378 Measuring & Regulating Station Equipment-General	7,204,818	1,019,796	48,789	-	8,175,825
105	379 Measuring & Regulating Station Equipment-City Gate C. St.	1,226,330	423	-	(749,967)	476,786
106	380 Services	75,620,310	6,400,349	92,031	24,088	81,952,716
107	381 Meters	6,220,991	428,110	150,689	(24,088)	6,474,324
108	382 Meter Installations	9,347,183	652,641	74,310	-	9,925,514
109	383 House Regulators	1,158,027	45,512	317	-	1,203,222
110	384 House Regulatory Installations	1,447,622	1,821	183	-	1,449,260
111	385 Industrial Measuring and Regulating Station Equipment	13,642,544	469,305	25,507	-	14,086,342
112	386 Other Property on Customers' Premises	-	-	-	-	-
113	387 Other Equipment	1,518,411	-	-	-	1,518,411
114	Total Distribution Plant	289,872,295	15,594,583	700,096	(777,708)	303,989,074
115	GENERAL PLANT	XXX	XXX	XXX	XXX	XXX
116	389 Land & Land Rights	687,534	-	-	-	687,534
117	390 Structures and Improvements	9,355,669	202,534	-	-	9,558,203
118	391 Office Furniture & Equipment	5,969,907	1,637	30,781	-	5,940,763
119	392 Transportation Equipment	5,990,569	-	409,505	-	5,581,064
120	393 Stores Equipment	4,494	-	-	-	4,494
121	394 Tools & Garage Equipment	5,094,425	194,940	-	-	5,289,365
122	395 Laboratory Equipment	66,602	-	6,600	-	60,002
123	396 Power Operated Equipment	1,999,344	-	-	-	1,999,344
124	397 Communication Equipment	385,760	-	53,349	-	332,411
125	398 Miscellaneous Equipment	172,025	217	-	-	172,242
126	399 Other Tangible Property	-	-	-	-	-
127	Total General Plant	29,726,329	399,328	500,235	-	29,625,422
128	Total Plant	370,633,040	18,562,518	1,204,406	(3,608,241)	384,382,911

**206. ACCUMULATED DEPRECIATION OF UTILITY PLANT -
Account Nos. 108, 111, 115 and 119**

1. Report below an analysis of the changes in accumulated depreciation during the year and the amounts applicable to prescribed functional classifications.
2. Explain and give particulars of important adjustments during the year.

Line No.	Item (a)	Total (b)	101 Utility Plant In Service (c)	104 Utility Plant Leased to Others (d)	105 Property Held for Future Use (e)	107.0 Construction Work In Progress (f)
1	Balance Beginning of Year	124,152,027	124,152,027	0	0	0
2	Credits During Year	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX
3	Depreciation Provisions charged to:	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX
4	403. Depreciation	8,717,651	8,717,651			
5	404. Amortization of Other Limited Term Utility Plant	832,690	832,690			
6	413. Income from Utility Plant Leased to Others	-				
7		-				
8		-				
9		-				
10	Total Depreciation Provisions	9,550,341	9,550,341	0	0	0
11	Recoveries from Insurance	-	-			
12	Salvage Realized from Retirements	108,088	108,088			
13	Other Credits (Describe)	-	-			
14	Transportation Clearing	959,886	959,886			
15		-				
16		-				
17		-				
18	Total Credits During Year	1,067,974	1,067,974	0	0	0
19	Total Credits	10,618,315	10,618,315	0	0	0
20	Debits During Year	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX
21	Retirement of Utility Plant	1,204,406	1,204,406			
22	Cost of Removal	906,627	906,627			
23	Other Debits (Describe)	-				
24	Intercompany Allocations	225,666	225,666			
25	TL 96 Adjustment	957,779	957,779			
26		-				
27						
28	Total Debits During Year	3,294,478	3,294,478	0	0	0
29	Balance at End of Year	131,475,864	131,475,864	0	0	0

Describe the basis upon which depreciation provisions for the year were determined and attach worksheets showing the computations made in arriving at the annual provisions.

207. GAS PLANT ACQUISITIONS ADJUSTMENTS - Account No. 114.0

Line No.	Item (a)	Project No. 1 Amount (b)	Project No. 2 Amount (c)	Project No. 3 Amount (d)	Project No. 4 Amount (e)	Totals (f)
1	Book Plant - Net					0
2	PUC Difference (Ratemaking)					0
3	Less Contributions (Net)					0
4	Net Utility Plant Acquired					0
5	Purchase Price					0
6	Acquisition Adjustment					0
7						
8						

208. CONSTRUCTION WORK IN PROGRESS - Account No. 107

1. Describe the particulars concerning utility plant in process of construction but not ready for service at end of the Calendar Year.
2. Describe separately each work order that exceeds the lesser of an estimated expenditure of \$300,000 or 10% of the book cost of utility plant at the beginning of the year. All other work orders may be grouped by nature of project.

Line No.	Description of Work (a)	Balance End of Year (b)	Estimate Total Cost of Construction (c)	Projected In-Service Date (d)
1	Project 01 - Misc Production Plant	12,215	60,091	2014
2	Project 02 - Building Improvements	155	155	2014
3	Project 07 - General Plant Improvements	13,442	13,442	2014
4	Project 09 - Regulator Stations	54,078	188,297	2014
5	Project 12 - Distribution System Add. & Improvements	18,796	464,561	2014
6	Project 40 - Mains	612,165	2,477,714	2014
7	Project 50 - Services	686,145	1,295,974	2014
8	Project 51 - Meters	221,296	365,567	2014
9	10014001 - Install 43 Fixed Odorant monitors @ Oxford Ops.	3,658	952,684	2014
10	10404008 - 8" HDPE (SDR 9.0) Main Extension @ E Darkwater Rd., St. Clair	101,450	459,107	2014
11				
12				
13				
14				
15				
16				
17				
18				
19				
20				
21				
22				
23				
24				
25	TOTALS	\$1,723,401	\$6,277,593	

210. INVESTMENTS (Accounts 123 - 123.1 - 124 - 136)

1. Report below investments in Accounts 123, Investments in Associated Companies 123.1, Investments in Subsidiary Companies, 124, Other Investments and 136, Temporary Cash Investments.
2. Provide a subheading for each account and list thereunder the information called for, observing the instructions below.
3. Investments in Securities - List and describe each security owned giving name of issuer. For bonds give also principal amount, date of issue, maturity, and interest rate. For capital stock state number of shares, class and series of stock. Minor investments may be grouped by classes.
4. Investment Advances - Report separately for each person or company the amounts of loans or investment advances which are subject to repayment but which are not subject to current settlement. With respect to each advance show whether the advance is a note or open account. Each note should be listed giving date of issuance, maturity date, and specifying whether note is a renewal. Designate any advances due from officers, directors, stockholders, or employees.
5. For any securities, notes, or accounts that were pledged, designate such securities acquired, designate such fact and in a footnote state the name of pledges and purpose of the pledge.
6. If Commission approval was required for any advance made or security acquired, designate such fact and in a footnote give date of authorization and case or docket number.
7. Interest and dividend revenues from investments should be reported in column (g), including such revenues from securities disposed of during the year.
8. In column (h) report for each investment disposed of during the year the gain or loss represented by the difference between cost of the investment (or the other amount at which carried in the books of account if different from cost) and the selling price therefor, not including any dividend or interest adjustment incredible in column (g).

Line No.	Description of Investment (a)	Date Acquired (b)	Date of Maturity (c)	Book Costs* Beginning of Year (d)	Principal Amount or No. of Shares (e)	Book Cost End of Year (f)	Revenues For Year (g)	Gain or Loss From Invest Disposed of (h)
1	Temporary Cash Investments: (136.0)							
2	RJ O'Brien	Various	None	111,697		63,543		
3	Rosenthal Collins Group (RCG)	Various	None	386,428		(122,267)		
4	Total Temporary Cash Investments: (136.0)			498,125		(58,725)		
5								
6								
7	Investments in Subsidiary Companies: (123.1)			5,969,045		12,676		
8								
9								
10								
11								
12								
13								
14								
15								
16								
17								
18								
19								
20								
21								
22								
23								
24								
25								
26				6,467,170	0	(46,048)	0	0

* If book cost is different from cost to respondent, give cost to respondent in a footnote and explain difference.

211. NOTES AND OTHER ACCOUNTS RECEIVABLE (Accounts 141, and 143)

If interest was derived during year from notes liquidated before the end of the year, include such interest revenue in column (d).

Line No.	Item (a)	Notes Receivable			Other Accounts Receivable	
		1/1/2013 (b)	12/31/2013 (c)	Interest Revenue (d)	1/1/2013 (e)	12/31/2013 (f)
1	Other Receivables - Employees				3,411	4,742
2	Other Receivables - Incremental Mktg Arrangements & Gas Exchanges				-	286,685
3	Other Receivables - Insurance Refunds				642,147	155,314
4	Other Receivables - Substructure Damage Claims				207,363	209,758
5	Other Receivables - Other				850,858	86,197
6						
7	Total	0	0	0	1,703,778	742,695

212. NOTES RECEIVABLE FROM ASSOCIATED COMPANIES (Account 145)

1. Furnish below the particulars indicated concerning notes receivable from associated companies at end of year.
2. If any note was received in satisfaction of an open account indebtedness, state the period covered by such open account.
3. Include in column (f) the amount of any interest revenue during the year on notes that were paid off before the end of year.
4. Give particulars of any notes pledged or discounted. This schedule shall include all transactions during the year with each affiliated interest affecting account 145 and account 233.

Line No.	Name of Associated Company (a)	Date of Issue (b)	Date of Maturity (c)	Amount End of Year (d)	Interest Rate (e)	Amount (f)
1						
2						
3						
4						
5						
6						
7						
8						

**213. ACCOUNTS RECEIVABLE FROM ASSOCIATED COMPANIES (ACCOUNT 146)
AND ACCOUNTS PAYABLE TO ASSOCIATED COMPANIES (ACCOUNT 234)**

1. Furnish below the particulars called for concerning Account Receivables and Payables from Associated Companies.
2. The term "Services Received" set forth on line 21 of this schedule means the Management, Construction, Engineering, Purchasing Legal, Accounting or other similar service which has been rendered to respondent under written, oral or implied contracts.
3. The term "Joint Expenses Transferred" set forth on lines 6 and 22 means Central office and/or other expenses continuously assessed against respondent covering all locations of common operating costs.
4. This schedule shall include all transactions during the year with each affiliated interest affecting Account 146.

Line No.	Item (a)	Entries During Year
		(b)
1	Debits During Year	
2	Cash Dispensed	99,173,882
3	Materials and Supplies Sold	642
4	Services Rendered	2,582,133
5	Joint Expense Transferred	
6	Interest and Dividends Receivable	
7	Rents Receivable	
8	Securities Sold	
9	Other Debits (Specify)	
10		5,635,504
11		
12		
13	Total Debits During Year	107,392,161
14		
15	Credits During Year	
16	Cash Received	(11,033,280)
17	Gas Purchased	2,857,771
18	Fuel Purchased	
19	Materials and Supplies Purchased	
20	Services Received	(100,246,678)
21	Joint Expense Transferred	
22	Interest and Dividends Payable	
23	Rents Payable	
24	Securities Purchased	
25	Transferred to Account "145"	
26	Other Credits (Specify)	
27		
28		
29		
30	Total Credits During Year	(108,422,187)
31	Balance at End of Year	(15,078,629)

215. PLANT MATERIALS AND OPERATING SUPPLIES (Account 154)

1. Summarize below by character of materials and supplies, the balances in account 154 at the beginning and end of the year.
2. Account entries totaling \$300,000 or 1% of gross revenues, (whichever is less), during the year shall be explained, showing the class of materials affected and the various classes of accounts (operating expenses, clearing accounts, plant accounts, etc.) debited or credited.

Line No.	Classification of Materials And Supplies (a)	Balance Beginning of Year (b)	Balance End of Year (c)	Increase /Decrease (d)
1	Plastic Pipe & Fittings	717,006	757,658	40,652
2	Corrosion Materials	178,515	189,441	10,926
3	Couplings	14,944	16,724	1,780
4	Clamps	282,532	279,116	(3,416)
5	Valves	230,102	232,595	2,493
6	Weld Fittings	66,144	52,080	(14,065)
7	Gasoline	-	-	-
8	Miscellaneous**	801,448	960,869	159,421
9	Steel Pipe	184,131	166,724	(17,406)
10	Emergency Materials	2,743	50,722	47,979
11	Inactive Materials	7,289	2,016	(5,273)
12	Appliances	-	-	-
13	Connectors & Misc Equipment and Supplies	-	1,432	1,432
14				-
15				-
16				-
17	Total	2,484,855	2,709,378	224,523

** - Miscellaneous represents entries less than \$300,000 or 1% of gross revenues and reconciling balances in the account.

216. UNAMORTIZED DEBT DISCOUNT AND EXPENSE AND UNAMORTIZED PREMIUM ON DEBT (Accounts 181, 225)

1. Report under separate subheadings for Unamortized Debt Discount and Unamortized Premium on Debt, particulars of discount and expense or premium applicable to each class and series of long-term debt.
2. Show premium amounts in red or by enclosure in parenthesis
3. In column (b) show the principal amount of bonds or other long-term debt originally issued.
4. In column (c) show the discount and expense or premium with respect to the amount of bonds or other long-term debt originally issued.
5. Furnish particulars regarding the treatment of unamortized debt discount and expense or premium, redemption premium, and redemption expenses associated with issues redeemed during the year, also, date of the Commission's authorization of treatment other than by debit or credit to Surplus.
6. Set out separately and identify amounts applicable to issues which have been redeemed, although those amounts, prior to the effective date of the Uniform System of Accounts may have prior to the effective date of the Uniform System of Accounts may have been combined with the discount and expense on the refunding issue.
7. Explain any debits and credits other than amortization debited to Account 428, Amortization of Debt Discount and Expense, or credited to Account 429, Amortization of Premium on Debt.

Line No.	Designation of Long-Term Debt (a)	PRINCIPAL AMOUNT OF SECURITIES TO WHICH OR PREMIUM RELATES (b)	TOTAL DISCOUNT AND EXPENSE OR NET PREMIUM (c)	Amortization Period From (d)	To (e)	Balance Beginning of Year (f)	Debits / (Credits) Assoc AR/AP During Year (g)	(Credits) Amortization During Year (h)	Balance End of Year (i)
1	Account 181:								
2	\$22M Series A Medium-Term Note, 7.37%	22,000,000	165,000	9/29/1995	10/1/2015	7,119	(224)	2,556	4,339
3	\$20M Series B Medium-Term Note, 7.25%	20,000,000	150,000	10/28/1997	11/1/2017	9,493	(342)	1,939	7,211
4	\$20M Series C Medium-Term Note, 6.50%	20,000,000	150,000	8/14/2003	8/15/2033	32,047	(1,306)	1,534	29,207
5	\$25M Series C Medium-Term Note, 5.367%	25,000,000	156,250	8/14/2003	8/15/2013	3,285	(1,943)	1,342	(0)
6	\$20M Series C Medium-Term Note, 6.133%	20,000,000	150,000	10/14/2004	10/15/2034	33,834	(1,381)	1,536	30,916
7	\$20M Series C Medium-Term Note, 5.16%	20,000,000	125,000	5/19/2005	5/15/2015	9,992	(297)	4,154	5,541
8	\$50M Series C1 Medium-Term Note, 5.64%	50,000,000	312,500	12/27/2005	12/1/2015	26,367	(852)	8,678	16,836
9	\$175M Senior Unsecured Notes, 5.753%	175,000,000	924,318	9/15/2006	8/15/2016	65,304	(2,241)	17,195	45,868
10	\$100M Senior Unsecured Notes, 6.206%	100,000,000	1,485,105	9/15/2006	2/15/2036	222,721	(9,120)	9,260	204,342
11	\$20M Series C Medium-Term Note, 6.169%	20,000,000	179,354	6/19/2007	6/15/2017	15,820	(563)	3,471	11,785
12	\$20M Series C Medium-Term Note, 5.67%	20,000,000	125,000	01/11/08	01/15/18	11,501	(418)	2,253	8,831
13	\$108M Senior Unsecured Notes, 6.375%	108,000,000	736,400	09/30/08	09/30/13	21,362	11	21,374	0
14	\$300M Revolving Credit Facility	Varies	1,163,314	05/25/11	10/25/15	136,195	(4,324)	47,463	84,408
15	Senior Unsecured Note \$175M	175,000,000	87,500	10/01/13	09/30/43	-	15,294	126	15,168
16									
17									
18	Account 225:								
19	NONE								
20									
21	Total	775,000,000	5,909,741			595,042	(7,707)	122,881	464,454

** Column B and C represent total consolidated amounts.

217. EXTRAORDINARY PROPERTY LOSSES (Account 182)

1. Report below the information indicated concerning this account, grouping the items by departments, and showing totals for each department.
2. Include in the description the date property was abandoned or other extraordinary loss incurred.

Line No.	Description of Property Loss Or Damage (a)	Comm. Auth. No. (b)	Amortization Period (Give Years Only) From (c) To (d)	Total Amount of Loss (e)	Previously Written off (f)	Written off During Year Account Charged (g)	Amount (h)	Balances At End of Year (i)
1								
2								
3				NONE				
4								
5								
6								
7								
8	Total							0

231. LONG-TERM DEBT (Accounts 221,222,224)

(Excluding Advances from Affiliated Companies)

1. Give below the particulars indicated of the long-term debt at end of year represented by unmatured obligations issued or assumed by the respondent, exclusive of advances from affiliated companies.
2. Group entries according to accounts and show the total for each account.
3. For obligations assumed by the respondent show in column (a) the name of the issuing company and the class and series of such obligations.
4. For Receivers' Certificates show the name of the court and date of court order under which such certificates were issued.
5. If respondent has pledged any of its long-term debt securities give particulars in a footnote, including name of the pledge name of the pledge and purpose of pledge.
6. If interest expense was incurred during the year on any obligations retired or reacquired before end of year include such interest expense in column (g).
7. If interest was matured but unpaid on any obligation, state in a footnote the class and series and principal amount of such obligation and the amount of interest matured thereon.

Line No.	Class and Series of Obligations (a)	Nominal Date of Issue (b)	Date of Maturity (c)	Principal Amount Authorized (d)	Outstanding Per Balance Sheet (e)	Interest For Year		Held By Respondent	
						Rate (f)	Amount (g)	As Reacquired. Lg.-Term Debt (h)	In Sinking & Other Funds (i)
1	Acct 221-Bonds								
2	None								
3									
4	Account 222-Reacquired Bonds								
5	None								
6									
7	Account 224-Other Long Term Debt								
8	\$20M Series C Medium Term Note, 5.16%	5/19/2005	5/15/2015		3,496,000	5.16%	185,966	NONE	NONE
9	\$22M Series A Medium Term Note, 7.37%	9/29/1995	10/1/2015		3,845,600	7.37%	292,176	NONE	NONE
10	\$50M Series C1 Medium Term Note, 5.64%	12/27/2005	12/1/2015		8,740,000	5.64%	502,590	NONE	NONE
11	\$20M Series C Medium Term Note, 6.169%	6/19/2007	6/15/2017		3,496,000	6.17%	222,331	NONE	NONE
12	\$22M Series B Medium Term Note, 7.25%	10/28/1997	11/1/2017		3,496,000	7.25%	261,290	NONE	NONE
13	\$20M Series C Medium Term Note, 5.67%	1/11/2008	1/15/2018		3,496,000	5.67%	204,347	NONE	NONE
14	\$20M Series C Medium Term Note, 6.50%	08/14/03	08/15/33		3,496,000	6.50%	234,260	NONE	NONE
15	\$20M Series C Medium Term Note, 6.13%	10/14/2004	10/15/1934		3,496,000	6.13%	221,033	NONE	NONE
16	\$175M Senior Unsecured Note, 5.753%	09/15/06	02/15/36		30,590,000	5.75%	1,814,209	NONE	NONE
17	\$100M Senior Unsecured Note, 6.206%	06/19/07	06/15/17		17,480,000	6.21%	1,118,321	NONE	NONE
18	\$175M Senior Unsecured Notes, 4.98% **	9/30/2013	3/31/2014		30,590,000	4.98%	-	NONE	NONE
19	\$108M Senior Unsecured Notes, 6.375%	09/30/08	09/30/13			6.38%	934,022	NONE	NONE
20	\$25M Series C Medium Term Note, 5.367%	08/14/03	08/15/13			5.37%	152,599	NONE	NONE
21									
22									
23	Hedged Interes Expense						229,294		
24									
25									
26									
27									
28									
29									
30									
31									
32									
33									
34									
35	TOTAL				112,221,600		6,372,438		

*Total amount outstanding without reduction for amount held by respondent.

** On August 15, 2013 the PUC approved UGI Utilities, Inc.'s private placement for debt in the amount of \$175 million. During September 2013, in an effort to reap benefits from low-interest rate environment on a short-term basis, management decided that UGI would borrow \$175 million as of September 30, 2013 and the terms of this debt would be six months with the debt due on March 31, 2014. On April 1, 2014, UGI will refinance this loan by drawing down \$175 million (@ 4.98% p.a. interest rate fixed for 30 years) under the private placement. The six month loan therefore serves as a 'bridge loan' until the long term debt is issued on March 31, 2014.

**400. INCOME STATEMENT
REVENUES AND EXPENSES**

Balances at Beginning of Year must be consistent with balances at end of previous year

Line No.	Account Number and Title (a)	Schedule Page No. (b)	Balance End of Current Year (c)	Balance End of Previous Year (d)	Increase/Decrease (e)
1	<u>SALES OF GAS</u>				
2	480.0 Residential Sales **	600	80,532,495	71,821,855	8,710,640
3	481.0 Commercial and Industrial Sales **	600	29,984,483	27,093,880	2,890,603
4	482.0 Other Sales to Public Authorities	600	-	-	-
5	Sub Total Sales of Gas		110,516,978	98,915,735	11,601,243
6					
7					
8	<u>REVENUES FROM TRANSPORTATION OF GAS OF OTHERS</u>				
9	489.1 Through Gathering Facilities		-	-	-
10	489.2 Through Transmission Facilities		-	-	-
11	489.3 Through Distribution Facilities **		25,299,890	22,984,497	2,315,393
12	489.4 Revenues from Storing Gas of Others		-	-	-
13	Sub Total Transportation Revenue		25,299,890	22,932,990	2,366,900
14					
15	TOTAL SALES AND TRANSPORTATION REVENUE ¹		135,816,868	121,848,725	13,968,143
16					
17	<u>OTHER OPERATING REVENUES</u>				
18	483.0 Sales for Resale	501	-	-	-
19	484.0 Interdepartmental Sales	600	-	-	-
20	485.0 Intracompany Transfers	600	-	-	-
21	487.0 Forfeited Discounts	600	767,288	722,574	44,714
22	488.0 Miscellaneous Service Revenues	600	36,440	33,445	2,995
23	490.0 Sales of Products Extracted from Natural Gas		-	-	-
24	491.0 Revenues from Natural Gas Processed by Others		-	-	-
25	492.0 Incidental Gasoline and Oil Sales		-	-	-
26	493.0 Rent from Gas Property	600	81,106	96,173	(15,067)
27	494.0 Interdepartmental Rents	600	-	-	-
28	495.0 Other Gas Revenues	600	5,654,412	7,468,696	(1,814,284)
29	496.0 Provision for Rate Refunds		-	-	-
30	Sub Total Other Operating Revenues		6,539,246	8,320,888	(1,781,642)
31					
32	TOTAL REVENUES		142,356,114	130,169,613	12,186,501
33					
34					
35					
36					
37					
38					
39					
40					
41					
42					
43					
44	¹ This line - Total Sales and Transportation Revenue - is to be reported in Section 2				
45	of the Revised Annual Assessment Report (Form GAO-10).				
	** Prior Year Filing amounts were incorrect due to not including unbilled revenue which resulted in a 864,493 understatement of revenue on the 2012 filing. Amounts presented above represent the true 2012 revenue amounts.				

**400. INCOME STATEMENT
REVENUES AND EXPENSES**

Balances at Beginning of Year must be consistent with balances at end of previous year

Line No.	Account Number and Title (a)	Schedule Page No. (b)	Balance Current Year (c)	Balance Previous Year (d)	Increase/Decrease (e)
1	OPERATING EXPENSES				
2	401 Operation Expenses		86,201,069	76,642,338	9,558,731
3	402 Maintenance Expenses		3,940,581	4,530,212	(589,631)
4	403 Depreciation Expenses		8,717,651	8,290,413	427,238
5	404.1 Amort. & Depletion of Prod. Natural Gas Land & Rights		52	53	(1)
6	404.2 Amort. Of Underground Storage Land & Land Rights		-	-	-
7	404.3 Amort. Of Other Limited-Term Gas Plant		832,638	653,830	178,808
8	405.0 Amortization of Other Gas Plant		-	-	-
9	406.0 Amortization of Gas Plant Acquisition Adjustments		-	-	-
10	407.1 Amort. Of Prop. Losses, Unrec. Plant & Reg. Study C.		-	-	-
11	407.2 Amortization of Conversion Expense		-	-	-
12	407.3 Regulatory Debits		-	-	-
13	407.4 Regulatory Credits		-	-	-
14	408.1 Taxes Other Than Income Taxes, Utility Opr. Income	408	1,942,356	2,085,852	(143,496)
15	409.1 Income Taxes, Utility Operating Income	409	13,404,343	4,184,217	9,220,126
16	410.1 Provision for Deferred Income Taxes, Ut. Opr. Income	411	4,822,682	10,870,346	(6,047,664)
17	411.1 Prov. For Def. Income Taxes-Credit, Ut. Opr. Income	412	(1,142,285)	190,652	(1,332,937)
18	411.4 Investment Tax Credit Adjustments, Ut. Operations		-	-	-
19	411.6 Gains from Disposition of Utility Plant		-	-	-
20	411.7 Losses from Disp. of Utility Plant		-	-	-
21	Total Utility Operating Expenses		118,719,087	107,447,913	11,271,174
22	OTHER OPERATING INCOME				
23	412.0 Revenues from Gas Plant Leased to Others		-	-	-
24	413.0 Expenses of Gas Plant Leased to Others		-	-	-
25	414.0 Other Utility Operating Income		-	-	-
26	Total Other Operating Income		-	-	-
27	OTHER INCOME				
28	415.0 Rev. from Merchandising, Jobbing and Contract Work		25,617	24,656	961
29	416.0 Costs and Exp. of Merchandising Jobbing & Contract Wk		-	-	-
30	417.0 Revenue from Non-Utility Operations		-	-	-
31	418.0 Non Operating Rental Income		-	-	-
32	418.1 Equity in Earnings of Subsidiary Companies		-	-	-
33	419.0 Interest & Dividend Income		(52,358)	(95,521)	43,163
34	419.1 Allowance for Other Funds Used During Construction		71,117	9,985	61,132
35	421.0 Miscellaneous Non Operating Income		848,206	807,738	40,468
36	421.1 Gain on Disposition of Property, Total Other Income		-	46	(46)
37	Total Other Income		892,582	746,904	145,678
38	OTHER INCOME DEDUCTIONS				
39	421.2 Loss on Disposition of Property		-	22,375	(22,375)
40	425.0 Miscellaneous Amortization		-	-	-
41	426.1 Donations		116,179	135,384	(19,205)
42	426.2 Life Insurance		-	-	-
43	426.3 Penalties		10,000	-	10,000
44	426.4 Exp. for Certain Civic, Political & Related Activities		135,108	101,441	33,667
45	426.5 Other Deductions		-	923	(923)
46	Total Other Income Deductions		261,287	260,123	1,164
47	TAXES APPLICABLE TO OTHER INCOME & DED.				
48	408.2 Taxes Other Than Income Taxes, Otr. Income & Ded.		-	-	-
49	409.2 Income Taxes, Other Income & Deductions		580,506	(537,025)	1,117,531
50	410.2 Prov. for Deferred Income Taxes, Otr. Income & Ded.		-	-	-
51	411.2 Prov. for Def. Income Taxes, Credit, Otr Income & Ded.		-	-	-
52	411.5 Investment Tax Cr. Adjustments, Nonutility Operations		-	-	-
53	420.0 Investment Tax Credits		-	-	-
54	Total Taxes on Other Income and Deductions		580,506	(537,025)	1,117,531
55	Net Other Income and Deductions		50,789	1,023,806	(973,017)

400. INCOME STATEMENT
REVENUES AND EXPENSES

Balances at Beginning of Year must be consistent with balances at end of previous year

Line No.	Account Number and Title (a)	Schedule Page No. (b)	Balance Current Year (c)	Balance Previous Year (d)	Increase/ Decrease (e)
1	INTEREST CHARGES				
2	427 Interest on Long-Term Debt		6,372,438	6,984,655	(612,217)
3	428 Amortization of Debt Discount and Expense		125,658	143,660	(18,002)
4	428.1 Amortization of Loss on Reacquired Debt		14,936	15,081	(145)
5	429 Amortization of Premium on Debt-Credit		-	-	-
6	429.1 Amortization of Gain on Reacquired Debt-Credit		-	-	-
7	430 Interest on Debt to Associated Companies		-	-	-
8	431 Other Interest Expense		229,231	268,987	(39,756)
9	432 Allowance for Borrowed Funds Used During Construction-Cr		(36,112)	(5,939)	(30,173)
10	Net Interest Charges		6,706,151	7,406,444	(700,293)
11	EXTRAORDINARY ITEMS				
12	434 Extraordinary Income		-	-	-
13	435 Extraordinary Deductions		-	-	-
14	409.3 Income Taxes-Extraordinary Items		-	-	-
15	Net Income		16,981,665	16,339,062	642,603
16					
17					
18					
19					
20					
21					
22					
23					
24					
25					
26					
27					
28					
29					
30					
31					
32					
33					
34					
35					
36					
37					
38					
39					
40					
41					
42					
43					
44					
45					
46					
47					
48					
49					
50					
51					
52					
53					

405. OPERATION AND MAINTENANCE EXPENSES

Balances at Beginning of Year must be consistent with balances at end of previous year

Line No.	Account Number and Title (a)	Schedule Page No. (b)	Balance Current Year (c)	Balance Previous Year (d)	Increase/Decrease (e)
1	MANUFACTURED GAS PRODUCTION EXPENSES		XXX	XXX	XXX
2	Steam Production Expenses				
3	Operation				
4	700.0 Operation Supervision and Engineering				0
5	701.0 Operating Labor				0
6	702.0 Boiler Fuel				0
7	703.0 Miscellaneous Steam Expenses				0
8	Total Steam Production Operation Expenses		-	-	0
9	Maintenance				
10	704.0 Steam Transferred-Credit				0
11	705.0 Maintenance, Supervision and Engineering				0
12	706.0 Maintenance of Structures and Improvements				0
13	707.0 Maintenance of Boiler Plant Improvement				0
14	708.0 Maintenance of Other Steam Production Plant				0
	Total Steam Production Maintenance Expenses		-	-	0
15	Manufactured Gas Production				
16	710.0 Operation Supervision and Engineering				0
17	Production Labor and Expenses				
18	711.0 Steam Expenses				0
19	712.0 Other Power Expenses				0
20	713.0 Coke Oven Expenses				0
21	714.0 Producer Gas Expenses				0
22	715.0 Water Gas Generating Expenses				0
23	716.0 Oil Gas Generating Expenses				0
24	717.0 Liquefied Petroleum Gas Expenses				0
25	718.0 Other Process Production Expenses				0
	Total Production Labor and Expenses		-	-	0
26	Gas Fuels				
27	719.0 Fuel Under Coke Ovens				0
28	720.0 Producer Gas Fuel				0
29	721.0 Water Gas Generator Fuel				0
30	722.0 Fuel for Oil Gas				0
31	723.0 Fuel for Liquefied Petroleum Gas Process				0
32	724.0 Other Gas Fuels				0
	Total Gas Fuels Expenses		-	-	0
33	Gas Raw Materials				
34	725.0 Coal Carbonized in Coke Ovens				0
35	726.0 Oil for Water Gas				0
36	727.0 Oil for Oil Gas				0
37	728.0 Liquefied Petroleum Gas Expenses				0
38	729.0 Raw Materials for Other Gas Processes				0
39	730.0 Residuals Expenses				0
40	731.0 Residuals Produced-Credit				0
41	732.0 Purification Expenses				0
42	733.0 Gas Mixing Expenses				0
43	734.0 Duplicate Charges-Credit				0
44	735.0 Miscellaneous Production Expenses				0
45	736.0 Rents				0
	Total Gas Raw Materials Expenses		-	-	0
46	Maintenance				
47	740.0 Maintenance Supervision and Engineering				0
48	741.0 Maintenance of Structures and Improvements				0
49	742.0 Maintenance of Production Equipment				0
	Total Maintenance Expenses		-	-	0
	Total Manufactured Gas Production Expenses		-	-	0
50	NATURAL GAS PRODUCTION EXPENSES		XXX	XXX	XXX
51	Production and Gathering				
52	Operation				
53	750.0 Operating Supervision and Engineering		20,932	30,743	(9,811)
53	751.0 Production Maps and Records		-	-	0
54	752.0 Gas Wells Expenses		49,601	89,622	(40,021)

405. OPERATION AND MAINTENANCE EXPENSES (Continue)

Balances at Beginning of Year must be consistent with balances at end of previous year

Line No.	Account Number and Title (a)	Schedule Page No. (b)	Balance Current Year (c)	Balance Previous Year (d)	Increase/ Decrease (e)
1	753.0 Field Lines Expenses		-	48	(48)
2	754.0 Field Compressor Station Expenses		-	-	-
3	755.0 Field Compressor Station Fuel and Power		-	-	-
4	756.0 Field Measuring and Regulating Station Expenses		-	155	(155)
5	757.0 Purification Expenses		-	-	-
6	758.0 Gas Well Royalties		33,073	28,581	4,492
7	759.0 Other Expenses		-	(430)	430
8	760.0 Rents		-	200	(200)
	Total Production & Gathering Operation Expenses		103,606	148,919	(45,313)
9	Maintenance				
10	761.0 Maintenance Supervision and Engineering		-	-	-
11	762.0 Maintenance of Structures and Improvements		-	-	-
12	763.0 Maintenance of Producing Gas Wells		3,121	4,536	(1,415)
13	764.0 Maintenance of Field Lines		-	-	-
14	765.0 Maintenance of Field Compressor Station Equipment		-	-	-
15	766.0 Maintenance of Field Measuring and Reg. Station Equip.		-	-	-
16	767.0 Maintenance of Purification Equipment		-	-	-
17	768.0 Maintenance of Drilling and Cleaning Equipment		-	-	-
18	769.0 Maintenance of Other Equipment		-	-	-
	Total Production & Gathering Maintenance Expenses		3,121	4,536	(1,415)
19	Products Extraction				
20	Operation				
21	770.0 Operation Supervision and Engineering		-	-	-
22	771.0 Operating Labor		-	-	-
23	772.0 Gas Shrinkage		-	-	-
24	773.0 Fuel		-	-	-
25	774.0 Power		-	-	-
26	775.0 Materials		-	-	-
27	776.0 Operation Supplies and Expenses		-	-	-
28	777.0 Gas Processed by Others		-	-	-
29	778.0 Royalties on Products Extracted		-	-	-
30	779.0 Marketing Expenses		-	-	-
31	780.0 Products Purchased for Resale		-	-	-
32	781.0 Variation in Products Inventory		-	-	-
33	782.0 Extracted Products Used by the Utility-Credit		-	-	-
34	783.0 Rents		-	-	-
	Total Products Extraction Operation Expenses		-	-	-
35	Maintenance				
36	784.0 Maintenance Supervision and Engineering		-	-	-
37	785.0 Maintenance of Structures and Improvements		-	-	-
38	786.0 Maintenance of Extraction and Refining Equipment		-	-	-
39	787.0 Maintenance of Pipe Lines		-	-	-
40	788.0 Maintenance of Extracted Products Storage Equipment		-	-	-
41	789.0 Maintenance of Compressor Equipment		-	-	-
42	790.0 Maintenance of Gas Measuring & Regulating Equipment		-	-	-
43	791.0 Maintenance of Other Equipment		-	-	-
	Total Products Extraction Maintenance Expenses		-	-	-
	Total Natural Gas Production Expenses		106,727	153,455	(46,728)
44	EXPLORATION AND DEVELOPMENT EXPENSES		XXX	XXX	XXX
45	Operation				
46	795.0 Delay Rentals		-	-	-
47	796.0 Nonproductive Well Drilling		-	-	-
48	797.0 Abandoned Leases		-	-	-
49	798.0 Other Exploration		-	-	-
	Total Exploration and Development Operation Exp.		-	-	-
50	OTHER GAS SUPPLY EXPENSES		XXX	XXX	XXX
51	Operation				
52	800.0 Natural Gas Well Head Purchases		-	-	-
53	801.0 Natural Gas Well Head Purchases, Intercompany Trans.		-	-	-
54	802.0 Natural Gas Gasoline Plant Outlet Purchases		-	-	-
55	803.0 Natural Gas Transmission Line Purchases		-	-	-
56	804.0 Natural Gas City Gate Purchases		57,054,695	47,244,062	9,810,633

405. OPERATION AND MAINTENANCE EXPENSES (Continued)

Balances at Beginning of Year must be consistent with balances at end of previous year

Line No.	Account Number and Title (a)	Schedule Page No. (b)	Balance Current Year (c)	Balance Previous Year (d)	Increase/ Decrease (e)
1	804.1 Liquefied Natural Gas Purchases		-	-	-
2	805.0 Other Gas Purchases		-	-	-
3	805.1 Purchases Gas Cost Adjustments		(2,594,737)	(2,882,980)	288,243
4	806.0 Exchange Gas		(1,201)	13,700	(14,901)
5	807.0 Purchased Gas Expenses		195	47	148
6	808.1 Gas Withdrawn from Storage-Debit		9,679,657	11,832,126	(2,152,469)
7	808.2 Gas Delivered to Storage-Credit		(11,102,423)	(8,150,282)	(2,952,141)
8	809.1 Withdrawals of Liquefied Nat. Gas Held for Processing		-	-	-
9	809.2 Deliveries of Natural Gas for Processing		-	-	-
10	810.0 Gas Used for Compressor Station Fuel-Credit		-	-	-
11	811.0 Gas Used for Products Extraction-Credit		-	-	-
12	812.0 Gas Used for Other Utility Operations-Credit		(151,297)	(149,843)	(1,454)
13	813.0 Other Gas Supply Expenses		2,514,734	1,978,069	536,665
	Total Gas Supply Operation Expenses		55,399,623	49,884,899	5,514,724
14	Natural Gas Storage, Terminating & Processing Exp.				
15	Underground Storage Expenses				
16	814.0 Operation Supervision and Engineering		-	-	-
17	815.0 Maps and Records		213	247	(34)
18	816.0 Wells Expenses		-	-	-
19	817.0 Lines Expenses		2,020	1,170	850
20	818.0 Compressor Station Expenses		-	-	-
21	819.0 Compressor Station Fuel and Power		-	-	-
22	820.0 Measuring and Regulating Station Expenses		-	629	(629)
23	821.0 Purification Expenses		4,068	11,398	(7,330)
24	822.0 Exploration and Development		-	-	-
25	823.0 Gas Losses		-	-	-
26	824.0 Other Expenses		642,828	1,000,752	(357,924)
27	825.0 Storage Well Royalties		-	-	-
28	826.0 Rents		-	-	-
	Total Underground Storage Expenses		649,129	1,014,196	(365,067)
29	Maintenance				
30	830.0 Maintenance Supervision and Engineering		-	-	-
31	831.0 Maintenance of Structures and Improvements		-	-	-
32	832.0 Maintenance of Reservoirs and Wells		842	872	(30)
33	833.0 Maintenance of Lines		-	-	-
34	834.0 Maintenance of Compressor Station Equipment		-	-	-
35	835.0 Maintenance of Measuring & Regulating Station Equip.		-	-	-
36	836.0 Maintenance of Purification Equipment		-	-	-
37	837.0 Maintenance of Other Equipment		-	-	-
	Total Maintenance Expenses		842	872	(30)
38	Other Storage Expenses				
39	Operation				
40	840.0 Operating Supervision and Engineering		-	-	-
41	841.0 Operation Labor and Expenses		-	-	-
42	842.0 Rents		-	-	-
43	842.1 Fuel		-	-	-
44	842.2 Power		-	-	-
45	842.3 Gas Losses		-	-	-
	Total Operation Expenses		-	-	-
46	Maintenance				
47	843.1 Maintenance Supervision and Engineering		-	-	-
48	843.2 Maintenance of Structures and Improvements		-	-	-
49	843.3 Maintenance of Gas Holders		-	-	-
50	843.4 Maintenance of Purification Equipment		-	-	-
51	843.5 Maintenance of Liquefaction Equipment		-	-	-
52	843.6 Maintenance of Vaporizing Equipment		-	-	-
53	843.7 Maintenance of Compressor Equipment		-	-	-
54	843.8 Maintenance of Measuring and Regulatory Equipment		-	-	-
55	843.9 Maintenance of Other Equipment		-	-	-
	Total Maintenance Expenses		-	-	-

405. OPERATION AND MAINTENANCE EXPENSES (Continued)

Balances at Beginning of Year must be consistent with balances at end of previous year

Line No.	Account Number and Title (a)	Schedule Page No. (b)	Balance Current Year (c)	Balance Previous Year (d)	Increase/ Decrease (e)
1					
2	LIQUEFIED NATURAL GAS TERMINATING AND				
3	PROCESSING EXPENSES		XXX	XXX	XXX
4	Operation				
5	844.1 Operation Supervision and Engineering		-	-	-
6	844.2 LNG Processing Terminal Labor and Expenses		-	-	-
7	844.3 Liquefaction Processing Labor and Expenses		-	-	-
8	844.4 LNG Transportation Labor and Expenses		-	-	-
9	844.5 Measuring and Regulating Labor and Expenses		-	-	-
10	844.6 Compressor Station Labor and Expenses		-	-	-
11	844.7 Communication System Expenses		-	-	-
12	844.8 System Control and Load Dispatching		-	-	-
13	845.1 Fuel		-	-	-
14	845.2 Power		-	-	-
15	845.3 Rents		-	-	-
16	845.4 Demurrage Charges		-	-	-
17	845.5 Warfare Receipts-Credit		-	-	-
18	845.6 Processing Liquefied or Vaporized Gas by Others		-	-	-
19	846.1 Gas Losses		-	-	-
20	846.2 Other Expenses		-	-	-
	Total Liq. N.G. Term & Proc. Operation Expenses		-	-	-
21	Maintenance				
22	847.1 Maintenance Supervision and Engineering		-	-	-
23	847.2 Maintenance of Structures and Improvements		-	-	-
24	847.3 Maintenance of LNG Processing Terminal Equipment		-	-	-
25	847.4 Maintenance of LNG Transportation Equipment		-	-	-
26	847.5 Maintenance of Measuring and Regulating Equipment		-	-	-
27	847.6 Maintenance of Compressor Station Equipment		-	-	-
28	847.7 Maintenance of Communication Equipment		-	-	-
29	847.8 Maintenance of Other Equipment		-	-	-
	Total Liq. N.G. Term. Proc. Maintenance Expenses		-	-	-
30	TRANSMISSION EXPENSES		XXX	XXX	XXX
31	Operation				
32	850.0 Operating Supervision and Engineering		173,414	155,260	18,154
33	851.0 System Control and Load Dispatching		-	-	-
34	852.0 Communication System Expenses		356	356	-
35	853.0 Compressor Station Labor and Expenses		-	-	-
36	854.0 Gas for Compressor Station Fuel		-	-	-
37	855.0 Other Fuel and Power for Compressor Stations		-	-	-
38	856.0 Mains Expenses		118,573	60,338	58,235
39	857.0 Measuring and Regulating Station Expenses		14,295	28,074	(13,779)
40	858.0 Transmission and Compression of gas by Others		-	-	-
41	859.0 Other Expenses		1,294	7,158	(5,864)
42	860.0 Rents		-	(390)	390
	Total Transmission Operation Expenses		307,932	250,796	57,136
43	Maintenance				
44	861.0 Maintenance Supervision and Engineering		58,703	73,932	(15,229)
45	862.0 Maintenance of Structures and Improvements		184	-	184
46	863.0 Maintenance of Mains		91,789	77,772	14,017
47	864.0 Maintenance of Compressor Station Equipment		-	-	-
48	865.0 Maintenance of Measuring and Regulating Station Equip.		66,997	52,668	14,329
49	866.0 Maintenance of Communication Equipment		21	(224)	245
50	867.0 Maintenance of Other Equipment		-	-	-
51	870.0 Operation Supervision and Engineering		628,954	641,526	(12,572)
	Total Transmission Maintenance Expenses		846,648	845,674	974
52	DISTRIBUTION EXPENSES		XXX	XXX	XXX
53	Operation				
54	871.0 Distribution Load Dispatching		179,468	201,272	(21,804)
55	872.0 Compressor Station Labor and Expenses		-	-	-
56	873.0 Compressor Station Fuel and Power (Major Only)		-	-	-
57	874.0 Mains and Services Expenses		4,046,767	3,314,268	732,499
58	875.0 Measuring and Regulating Station Expenses-General		634,246	668,925	(34,679)

405. OPERATION AND MAINTENANCE EXPENSES (Continued)

Balances at Beginning of Year must be consistent with balances at end of previous year

Line No.	Account Number and Title (a)	Schedule Page No. (b)	Balance Current Year (c)	Balance Previous Year (d)	Increase/ Decrease (e)
1	876.0 Measuring and Regulating Station Expenses-Industrial		12,467	1,652	10,815
2	877.0 Measuring and Regulating Station Expenses-City Gate		-	773	(773)
3	878.0 Meter and House Regulator Expenses		542,276	327,529	214,747
4	879.0 Customer Installations Expenses		383,848	405,986	(22,138)
5	880.0 Other Expenses		1,931,328	2,427,800	(496,472)
6	881.0 Rents		58,699	46,397	12,302
7	Total Distribution Operation Expenses		7,789,099	7,394,602	394,497
7	Maintenance				
8	885.0 Maintenance Supervision and Engineering		213,175	246,773	(33,598)
9	886.0 Maintenance of Structures and Improvements		50,775	94,050	(43,275)
10	887.0 Maintenance of Mains		1,133,403	1,620,869	(487,466)
11	888.0 Maintenance of Compressor Station Equipment		-	-	-
12	889.0 Maintenance of Measuring & Reg. Station Equip.-Genl.		499,490	490,386	9,104
13	890.0 Maintenance of Measuring & Reg. Station Equip.-Indtrl.		158,239	147,430	10,809
14	891.0 Maintenance of Measuring & Reg. Station Equip.-City G		53,018	98,167	(45,149)
15	892.0 Maintenance of Services		252,558	268,808	(16,250)
16	893.0 Maintenance of Meters & House Regulators		248,132	312,455	(64,323)
17	894.0 Maintenance of Other Equipment		459,644	471,907	(12,263)
	Total Maintenance Expenses		3,068,434	3,750,845	(682,411)
18	CUSTOMER ACCOUNTS EXPENSES		XXX	XXX	XXX
19	Operations				
20	901.0 Supervision		249,877	263,988	(14,111)
21	902.0 Meter Reading Expenses		1,359,580	1,510,233	(150,653)
22	903.0 Customer Records & Collection Expenses		2,284,188	2,523,397	(239,209)
23	904.0 Uncollectable Accounts		1,056,610	716,624	339,986
24	905.0 Miscellaneous Customer Accounts Expenses		177,754	181,933	(4,179)
	Total Customer Account Operations Expenses		5,128,009	5,196,175	(68,166)
25	CUSTOMER SERVICE & INFORM. EXPENSES		XXX	XXX	XXX
26	Operations				
27	907.0 Supervision		48,548	59,365	(10,817)
28	908.0 Customer Assistance Expenses		251,808	284,639	(32,831)
29	909.0 Informational & Instructional Advertising Expenses		242,126	241,867	259
30	910.0 Miscellaneous Customer Service & Informational Exp.		37,523	59,067	(21,544)
	Total Cust. Service & Inform. Operations Expenses		580,005	644,938	(64,933)
31	SALES EXPENSES		XXX	XXX	XXX
32	Operation				
33	911.0 Supervision		26,676	23,482	3,194
34	912.0 Demonstrating and Selling Expenses		160,118	164,327	(4,209)
35	913.0 Advertising Expenses		232,875	102,670	130,205
36	914.0 (Reserved)		-	-	-
37	915.0 (Reserved)		-	-	-
38	916.0 Miscellaneous Sales Expenses		6,080	3,412	2,668
	Total Operation Sales Expenses		425,749	293,891	131,858
39	ADMINISTRATIVE AND GENERAL EXPENSES		XXX	XXX	XXX
40	Operation				
41	920.0 Administrative and General Salaries		3,776,617	3,420,714	355,903
42	921.0 Office Supplies and Expenses		2,380,116	1,856,414	523,702
43	922.0 Administrative Expenses Transferred-Credit		-	-	-
44	923.0 Outside Service Employed		2,250,624	2,145,454	105,170
45	924.0 Property Insurance		27,888	23,747	4,141
46	925.0 Injuries and Damages		629,275	(1,315,980)	1,945,255
47	926.0 Employee Pensions and Benefits		4,594,813	3,305,686	1,289,127
48	927.0 Franchise Requirements		-	-	-
49	928.0 Regulatory Commission Expenses		519,985	599,315	(79,330)
50	929.0 Duplicate Charges-Credit		-	-	-
51	930.1 General Advertising Expenses		7,617	11,932	(4,315)
52	930.2 Miscellaneous General Expenses		697,352	855,318	(157,966)
53	931.0 Rents		304,676	269,796	34,880
54	Total Administrative and General Operation Expenses		15,188,963	11,172,396	4,016,567
54	Maintenance				
55	932.0 Maintenance of General Plant		543,763	569,811	(26,048)
57	Total Gas Operation and Maintenance Expenses		15,732,726	11,742,207	3,990,519
58					
59	Total Gas Operation Expenses		86,201,069	76,642,338	9,558,731
60	Total Maintenance Expenses		3,940,581	4,530,212	(589,631)

408. TAXES OTHER THAN INCOME TAXES, UTILITY OPERATING INCOME (Account 408.1)

This schedule shall include a breakdown of the various tax expenses that constitute the ending balance in Account No. 408.1-Taxes Other Than Income Taxes Utility Operating Income. The information should also reflect related entries to Account No. 165-Prepayments; and Account No. 236-Taxes Accrued.

Line No.	Type of Tax (a)	Account 165 Prepayments (b)	Account 236 Taxes Accrued (c)	Account 408.1 Taxes Other Than Income (d)
1	Social Security		33,775	672,421
2	Federal Unemployment		2,233	5,880
3	Pennsylvania Unemployment		31,521	104,617
4	Utility Regulatory Assessment	255,803		458,832
5	Local Property Taxes	53,299		151,558
6	Public Utility Reality Tax		10,661	161,670
7	State Capital Stock Tax		202,772	361,123
8	Other Taxes (specify)			26,255
9	Use Tax		(149)	
10				
11	TOTAL	309,102	280,813	1,942,356

409. INCOME TAXES, UTILITY OPERATING INCOME (Account 409.1)

This schedule shall include a breakdown of the various tax expenses that constitute the ending balance in Account No. 409.1-Income Taxes, Ut. Operating Income. The information should also reflect related entries to Account No. 165-Prepayments; Account No. 190-Accumulated Deferred Income Taxes and Account No. 236-Accrued Utility Operating Income.

Line No.	Type of Tax (a)	Account 165 Prepayments (b)	Account 190 Accumulated Def. Income Taxes (c)	Account 236 Accrued Taxes (d)	Account 409.1 Income Taxes Opr Income (e)
1	Federal Income Taxes			1,915,314	9,464,769
2	State Income Taxes			3,348,219	3,939,574
3	Local Income Taxes				
4					
5					
6					
7					
8	Other Taxes (specify)				
9					
10					
11	TOTAL	-	-	5,263,533	13,404,343

410. CALCULATION OF FEDERAL INCOME TAXES - CURRENT PERIOD

1. The totals as reported on this schedule should conform with amounts reported on corresponding Schedules.

Line No.	Item (a)	Total (b)	Current (c)	Deferred Property Related (d)	Deferred Other (e)
1	Operating Revenues	128,421,933	128,421,933		
2	Operating Expenses	81,172,550	81,172,550		
3	Operating Taxes (Non-Income)	2,085,852	2,085,852		
4	Interest & Other Expense	16,350,740	16,350,740		
5	Pre-Tax Operating Income	-	-		
	Total Line 1 Minus Lines 2-3-4	28,812,791	28,812,791	-	-
6	Other Income (Expense)	486,781	486,781		
7	Pre Tax Book Income				
	Total Lines 5+6	29,299,572	29,299,572	-	-
8	Permanent and Flow-Through Differ.	-	-		
9	Temporary Differences	-	-		
10	State Only Differences	-	-		
11	Subtotal	29,299,572	29,299,572	-	-
12	State Tax at Current Rate	3,719,214	4,050,543	(103,888)	(227,441)
13	Adjustments to State Tax	-	-	-	
14	Adjustments for St. Tax Rate Changes	-	-	-	
15	State Tax Accrual		-		
	Total Lines 12+13+14	3,719,214	4,050,543	(103,888)	(227,441)
16	Federal Taxable Income	-	-	-	-
	Total Line 11 Minus Lines 10-12-13	25,580,358	(4,050,543)	103,888	227,441
17	Federal Tax at Current Rate	13,946,032	9,934,306	4,773,110	(761,384)
18	ITC Authorization	-	-	-	
19	Adjustment for Fed. Tax Rate Changes	-	-	-	
20	R & D Credits	-	-	-	
21	IRS Audit Settlement	-	-	-	
22	Tax Rate Change on Extraord. Activity	-	-	-	
23	Other	-	-	-	
24	Federal Tax Accrual	-	-	-	
	Total Lines 17 through 23	13,946,032	9,934,306	4,773,110	(761,384)

**411. PROVISION FOR DEFERRED INCOME TAXES,
UTILITY OPERATING INCOME (Account 410.1)**

This schedule shall include a breakdown of the various tax expenses that constitute the ending balance in Account No. 410.1-Provision for Deferred Income Taxes, Utility Operating Income. The information should also reflect related entries to Account No. 165-Prepayments; Account No. 190-Accumulated Deferred Income Taxes & Account No. 236-Accrued Taxes, Utility Operating Income.

Line No.	DEBITS Type of Tax (a)	Account 165 Prepayments (b)	Account 190 Accumulated Deferred Income Taxes (c)	Account 236 Accrued Taxes (d)	Account 410.1 Provision for Deferred Income Taxes (e)
1	Federal		2,060,895	-	4,859,005
2	State		500,360	-	(36,323)
3	Other				
4					
5					
6					
7	Total	0	2,561,255	-	4,822,682

**412. PROVISION FOR DEFERRED INCOME TAXES
UTILITY OPR. INCOME, CREDIT (Account 411.1)**

This schedule shall include a breakdown of the various tax expenses that constitute the ending balance in Account No. 411.1-Provision for Deferred Income Taxes-Credit. The information should also reflect related entries to Account No. 165-Prepayments; Account No. 190-Accumulated Deferred Income Taxes & Account No. 236-Accrued Taxes.

Line No.	DEBITS Type of Tax (a)	Account 165 Prepayments (b)	Account 190 Accumulated Deferred Income Taxes (c)	Account 236 Accrued Taxes (d)	Account 411.1 Provision for Deferred Income Taxes (e)
1	Federal				(847,279)
2	State				(295,006)
3	Other				
4					
5					
6					
7	Total	0	0	0	(1,142,285)

500. GAS PURCHASED

1. Report below the information called for concerning gas purchased for resale during year.
2. Purchases from independent natural gas producers shall be grouped on one line and columns (a), (d), (g) and (h) only shall be reported with respect to such purchase.
3. The quantities reported should be those shown by the bills rendered by the vendor. Indicate MCF, CCF or Therms
4. Report separately non-interruptible and interruptible purchases from the same company. Designate purchases from affiliated interest by an asterisk following the name in column (d).

Line No.	Purchased From (a)	Point of Delivery (b)	B.T.U. Per Cu. Ft. (c)	Dekatherms (d)	Commodity Charges (e)	Other Charges (f)	Total (g)	Cost Per Unit (h)
1	804. Natural Gas City Gate Purchases-PA	UGI Central Penn City Gates	0	11,522,434	38,745,364	12,039,469	50,784,833	4.4075
2	804. Natural Gas City Gate Purchases-MD	UGI Central Penn City Gates		101,273	331,731	103,263	434,994	4.2953
3								
4								
5								
6								
7								
8								
9								
10								
Totals			0	11,623,707	39,077,095	12,142,732	51,219,827	

501. SALES FOR RESALE

1. Report below the information called for concerning gas sold during year to other gas utilities or to public authorities for resale.
2. The quantities shown should be those shown by the bills rendered to the purchasers. Indicate MCF, CCF or Therms.
3. Report separately non-interruptible and interruptible sales to the same company. Designate sales to affiliated interest by an asterisk following the name in column (a)
4. Designate any sales which are other than firm sales.

Line No.	Sold To (a)	Point of Delivery (b)	BTU Per Cu. Ft. (c)	MCF CCF or Therms (d)	Commodity Charges (e)	Other Charges (f)	Total (g)	Revenue Per Unit (h)
1								
2								
3								
4			<u>NONE</u>					
5								
6								
7								
8								
9								
10								
Totals			0	0	0	0	0	

505. GAS ACCOUNT-NATURAL GAS

- 1 The purpose of this schedule is to account for the quantity of natural gas received and delivered by the respondent adjusted for any differences in pressure bases used in measuring MCF of natural gas received and delivered.
- 2 If the respondent operates two or more systems which are not interconnected, separate schedules should be submitted. Insert pages should be used for this purpose.

No.	Item (a)	MCF as Reported (b)
1	GAS RECEIVED	
2	Natural Gas Produced	-
3	L.P.G. Gas Produced and Mixed with Natural Gas	-
4	Manufactured Gas Produced and Mixed with Natural Gas	-
5	Purchased Gas	11,104,625
6	Gas of Others Received for Transportation	15,150,602
7	Receipts of Respondent's Gas Transported or Compressed by Others	-
8	Exchange Gas Received	-
9	Gas Received from Underground Storage	2,972,323
10	Other Receipts	-
11		
12		
13		
14	Total Receipts:	29,227,550
15	GAS DELIVERED	
16	Natural Gas Sales:	
17	Local Distribution by Respondent	10,839,524
18	Main Line Industrial Sales	-
19	Sales for Resale	-
20	Interdepartmental Sales	-
21		
21		
22	Total Sales	10,839,524
23	Deliveries of Gas Transported or Compressed for Others	14,595,389
24	Deliveries of Respondent's Gas for Trans. Or Compressed by Others	-
25	Exchange Gas Delivered	-
26	Natural Gas used by Respondent	47,801
27	Natural Gas Delivered to Storage	2,968,839
28	Natural Gas for Franchise Requirements	-
29	Other Deliveries: Specify	8,730
30	Total Deliveries	28,460,283
31	UNACCOUNTED FOR	
32	Production System Losses	-
33	Storage Losses	-
34	Transmission System Losses	-
35	Distribution System Losses	-
36	Other Losses	767,267
37		
38	Total Unaccounted For	767,267
38	Total Deliveries and Unaccounted For	29,227,550

510. UNDERGROUND GAS STORAGE

1. Report particulars for each underground gas storage project.
2. Give particulars of any gas stored for the benefit of another company under a gas exchange arrangement or on a basis of purchase and resale to another company. Designate if other company is an associated company.
3. Pressure base of gas volumes reported below.

Line No.	Month (a)	Total (b)	Project Location (c)	Project Location (d)	Project Location (e)
1	Storage Operations	MCF	MCF	MCF	MCF
2	Gas Delivered to Storage				
1	January			0	0
2	February			0	0
3	March			0	0
4	April			0	0
5	May		NOT	0	0
6	June		APPLICABLE	0	0
7	July			0	0
8	August			0	0
9	September			0	0
10	October			0	0
11	November			0	0
12	December			0	0
13	Totals	0	0	0	0
14	Gas Withdrawn From Storage				
15	January			0	0
16	February			0	0
17	March			0	0
18	April			0	0
19	May			0	0
20	June			0	0
21	July			0	0
22	August			0	0
23	September			0	0
24	October			0	0
25	November			0	0
26	December			0	0
27	Totals	0	0	0	0
28	Stored Gas End of Year-MCF				
29	Est. Native Gas in Storage Reservoir-MCF				
30	Total Gas in Reservoir-MCF (Lines 28 plus 29)				
31	Storage Capacity (Escl. Native Gas)-MCF				
32	Reservoir Pressure at which Storage Cap.-Computed				
33	Number of Storage Wells in Project				
34	Number of Acres of Storage Area				
35	Maximum Day's Withdrawal from Storage				
36	Date of Maximum Day's Withdrawal				
37	Year Storage Operations Commenced				

511. MANUFACTURED GAS PRODUCTION PLANT

- | | | |
|---|---|---------------|
| 1 | Kind or Type of Plant_____ | Location_____ |
| 2 | Maximum Daily Capacity of Plant_____ | MCF_____ |
| 3 | Maximum Daily MCF of Gas Produced During Year_____ | Date_____ |
| 4 | Maximum Daily MCF of Gas Produced During Life of Plant_____ | Date_____ |
| 5 | Number of Days Plant was Commercially Operated During Year_____ | |
| 6 | Date Plant was last Commercially Operated_____ | |
| 7 | MCF of Gas Produced During the Year_____ | |
| 8 | Average BTU Content of Gas Produced_____ | |
| 0 | | |

NOT APPLICABLE

512. LIQUEFIED PETROLEUM GAS OPERATIONS

- | | |
|---|--|
| 1 | Location of Plant_____ |
| 2 | MCF of Gas Produced During Year_____ |
| 3 | Gallons of L.P.G. Used During Year_____ |
| 4 | Function of Plant_____ |
| 5 | Storage Capacity for L.P.G. (Gallons)_____ |

NOT APPLICABLE

515. GAS AND OIL WELLS						
Line No.						
1	GAS WELLS					
2	Productive Wells at Beginning of Year		18			
3	Productive Wells Drilled During the Year					
4	Oil Wells Restored to Productive Basis During Year					
5	Wells Purchased During the Year					
6	Wells Abandoned During the Year		4			
7	Wells Sold During the Year					
8						
9	Productive Wells at End of Year		14			
10	Number of Wells Drilled Deeper During the Year					
11	Dry Holes Drilled During the Year					
12						
13	NATURAL GAS ACREAGE	Operative		Non Operative		
14	Number of Acres Owned at End of Year		3,758			
15	Number of Acres Leased at End of Year					
16						
17	OIL WELLS					
18	Productive Wells at Beginning of Year		0			
19	Productive Wells Drilled During the Year					
20	Wells Abandoned and Sold During the Year					
21						
22	Productive Wells at End of Year		0			
23						
24	516. GAS LINES, METERS AND SERVICES					
25						
26	Size of Pipe	Field Lines	Prod. Ext. Lines	Storage Lines	Distr. Mains	Transmission
27	Inches	M. Ft.	M. Ft.	M. Ft.	M. Ft.	M. Ft.
28	2" or Less				1878.8	
29	Over 2" thru 4"				1121.9	
30	Over 4" thru 8"				652.6	
31	Over 8" thru 12"				51.4	
32	Over 12"				11	
33						
34	4" or less					0.0
35	6"					14.6
36	8"					6.2
37	10"					45.1
38	12"					13.3
39	16"					5.2
40	20"					0.0
41					3715.7	84.26

Meters in Service at End of Year 81,759 Services at End of Year, Company Owned 77,792

Meters in Stock or Shop at End of Year 798 Services at End of Year, Customer Owned _____

517. CUSTOMER GAS METERS

Line No.	(a)	Size (b)	Number of Meters		Removed Or Disconnected During Year (e)	End of Year (e)
			First of Year (c)	Added During Year (d)		
1	In residential use		69,621	593		70,214
2						
3						
4						
5						
6						
7						
8						
9						
10	Total in residential use		69,621	593	0	70,214
11	In commercial use		9,161	483		9,644
12						
13						
14						
15						
16						
17						
18						
19						
20	Total in commercial use		9,161	483	0	9,644
21	In industrial use		929	13		942
22						
23						
24						
25						
26						
27						
28						
29						
30	Total in industrial use		929	13	0	942
31	In public (municipal or government) use		952	7		959
32						
33						
34						
35						
36						
37						
38						
39						
40	Total in public (municipal or government) use		952	7	0	959
41	Total in use		80,663			81,759
42	In Stock as of 2/19/14					
43		A Meters	1,112			724
44						
45		B Meters	122			54
46						
47		C Meters	0			5
48						
49		D Meters	13			15
50	Total in stock		1,247			798
51	Total all meters		81,910			82,557

* Meters Added/Removed are reported net above.

METERS TESTED BY SIZES

	(a)	(a)	A Meters	B Meters	C Meters	D Meters	(e)	(f)	(g)	Total (h)
52		Number tested during the year	1,888	116	47	100				2,151

600. CLASSIFICATION OF CUSTOMERS, UNITS SOLD AND OPERATING REVENUES BY TARIFF SCHEDULE

1. Report below the details called for concerning Customers, MCF, CCF or Therms (Indicate Unit Used) Sold, and Opr. Revenues by Tariff Schedule.
2. Customers should be reported on the basis of number of meters, plus number of unmetered accounts, except that where separate meter readings are added for billing purposes, one customer shall be counted for each group of meters so added.
3. Quantities of gas sold to flat-rate customers shown in column (e), should explain in a footnote the basis upon which quantities were determined.
4. Respondent should use additional sheets if necessary.

Line No.	Account (a)	Number of Customers			Sales During Year			Revenues	
		Beginning of Year (b)	End of Year (c)	Average During Year (d)	Total MCF/CCF Therms (e)	Total Operating Revenue (f)	MCF/CCF Therm Per Customer (g)	Per Customer (h)	Per Unit (i)
2	Metered Sales by Tariff Schedule								
3	Residential								
4	Heating	64,203	65,572	64,499	6,031,186	79,053,889	92	1,206	13.11
5	Other	3,615	3,411	3,495	76,750	1,478,606	23	433	19.27
6									
7									
8									
9									
10									
11									
12	Transportation	134	130	134	10,691	88,957	82	684	8.32
13	Total Residential Metered Sales	67,952	69,113	68,128	6,118,627	80,621,452	89	1,167	13.18
14	Commercial								
15	Heating	8,127	8,347	8,208	2,769,830	25,765,143	332	3,087	9.30
16	Other	715	701	706	189,170	1,890,967	270	2,698	10.00
17									
18									
19									
20									
21									
22									
23	Transportation	1,467	1,421	1,416	3,989,031	9,967,932	2,807	7,015	2.50
24	Total Commercial Metered Sales	10,309	10,469	10,330	6,948,031	37,624,042	664	3,594	5.42
25	Industrial								
26	Other	140	141	140	276,783	2,328,373	1,963	16,513	8.41
27									
28									
29									
30									
31	Transportation	160	159	158	10,604,606	15,243,002	66,696	95,868	1.44
32	Total Industrial Metered Sales	300	300	298	10,881,389	17,571,374	36,271	58,571	1.61
33	Public								
34	Interdepartmental								
35	Other								
36	Total Metered Sales	78,561	79,882	78,756	23,948,047	135,816,868	300	1,700	5.67
37	Unmetered Sales-All Categories								
38	Other								
39	Total Unmetered Sales	0	0	0	0	0			
40	Total Sales of Gas	78,561	79,882	78,756	23,948,047	135,816,868	300	1,700	5.67
41	Other Gas Revenues:					5,834,869			
42	Rent from Gas Property					81,106			
43	Interdepartmental Rents					0			
44	Operating Revenue Other Than Gas Sales					(180,457)			
45	Allowance to Customers					0			
46	Customers Forfeited Discounts & Penalties					767,288			
47	Miscellaneous Gas Revenues					36,440			
48	Total Other Gas Revenues	0	0	0	0	6,539,246			
49	Total Gas Operating Revenues	78,561	79,882	78,756	23,948,047	142,356,114			

605. NUMBER OF EMPLOYEES

Report the requested information concerning the number of employees on respondent's payrolls at end of year.

Line No.	Classification According to Occupation (a)	Number at Year End (b)
1	Total Officials and Senior Manager Employees	15
2	Total Professional and Semiprofessional Employees	1
3	Total Business Office, Sales And Professional Employees	0
4	Total Clerical Employees	22
5	Total Operators	6
6	Total Construction, Installation and Maintenance Employees	0
7	Total Building, Supplies and Motor Vehicle Employees	0
8	All Other Employees Not Elsewhere Classified	148
9	Total All Employees	192

610. Territory Served

Report below the number of customers at the end of the year in respondent's distribution system in which service is furnished setting forth by counties the number of customers and the average number of customers during the year. Respondent should place an X in the box in column (b) if that county is served and supply related customer information in columns (d) and (e).

County Code (a)	Serves County (b)	Name of Pennsylvania County (c)	Number Of Customers At End Of Year (d)	Average Number Of Customers During Year (e)
01		Adams	47	46
02		Allegheny	-	-
03		Armstrong	-	39
04		Beaver	-	-
05		Bedford	840	825
06		Berks	1,269	1,241
07		Blair	612	594
08		Bradford	4,374	4,347
09		Bucks	-	-
10		Butler	-	-
11		Cambria	-	-
12		Cameron	1	1
13		Carbon	2,505	2,491
14		Centre	376	363
15		Chester	2,807	2,773
16		Clarion	3,079	3,026
17		Clearfield	2,270	2,197
18		Clinton	2,255	2,140
19		Columbia	307	308
20		Crawford	-	-
21		Cumberland	2,195	2,181
22		Dauphin	-	-
23		Delaware	-	-
24		Elk	2	2
25		Erie	-	-
26		Fayette	-	-
27		Forest	1,006	1,006
28		Franklin	2,916	2,866
29		Fulton	166	137
30		Greene	-	-
31		Huntingdon	1,708	1,677
32		Indiana	-	-
33		Jefferson	-	-
34		Juniata	-	-
35		Lackawanna	-	-
36		Lancaster	5	5
37		Lawrence	-	-
38		Lebanon	1	1
39		Lehigh	573	524
40		Luzerne	6,383	6,285
41		Lycoming	1,361	1,287
42		McKean	3,908	3,885
43		Mercer	-	-
44		Mifflin	2,845	2,792
45		Monroe	4,060	4,008
46		Montgomery	-	-
47		Montour	2	2
48		Northampton	2,185	2,147
49		Northumberland	2,833	2,792
50		Perry	-	-
51		Philadelphia	-	-
52		Pike	-	-
53		Potter	6,873	6,854
54		Schuylkill	3,750	3,671
55		Snyder	-	-
56		Somerset	2	2
57		Sullivan	1	-
58		Susquehanna	-	-
59		Tioga	14,209	14,122
60		Union	1,015	982
61		Venango	1,141	1,137
62		Warren	-	-
63		Washington	-	-
64		Wayne	-	-
65		Westmoreland	-	-
66		Wyoming	-	-
67		York	-	-
Totals			79,882	78,756
Total Population of Territory Served (Estimated)				

VERIFICATION

The foregoing report must be verified by the oath of the officer having control of the accounting of the respondent. It shall be verified, also, by the oath of the president or other chief officer of the respondent. The oaths required may be taken before any person authorized to administer an oath by the laws of the State in which the same is taken.

OATH

(To be made by the officer having control of the accounting of the respondent)

State of Pennsylvania as:
 County of Berks
Matthew Nolan makes oath and says that he/she is Controller
 (Name of affiant) (Official title of affiant)
 of UGI Central Penn Gas
 (Exact legal title or name of the respondent)

The signed officer has reviewed the report.

Based on the officer's knowledge, the report does not contain any untrue statements of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which such statements were made, not misleading.

Based on such officer's knowledge, the financial statements, and other financial information included in the report, fairly present in all material respects the financial condition and results of operations of the issuer as of, and for, the periods presented in the report.

He/she believes that all other statements contained in the said report are true, and that the said report is a correct and complete statement of the business and affairs of the above-named respondent during the period of time from and including January 1, 2013 to and including December 31, 2013

Subscribed and sworn to and before me, a NOTARY PUBLIC day of April, 2014
 in and for the State and County above-named, this 25th

My commission expires Debra F. Dunkelberger
 (Signature of officer authorized to administer oaths)

COMMONWEALTH OF PENNSYLVANIA
 Notarial Seal
 Debra F. Dunkelberger, Notary Public
 Muhlenberg Twp., Berks County
 My Commission Expires Aug. 4, 2017
 PENNSYLVANIA ASSOCIATION OF NOTARIES

(Signature of affiant)

SUPPLEMENTAL OATH

(By the president or other chief officer of the respondent)

State of _____ as:
 County of _____
 _____ makes oath and says that he/she is _____
 (Name of affiant) (Official title of affiant)

(Exact legal title or name of the respondent)

that he has carefully examined the foregoing report; that he believes that all statements of fact contained in the said report are true, and that the said report is a correct and complete statement of the business and affairs of the above named respondent during the period of time from and including _____ to and including _____

Subscribed and sworn to before me, a _____
 in and for the State and County above-named, this _____ day of _____
 (Signature of affiant)

My commission expires _____
 (Signature of officer authorized to administer oaths)