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June 24, 2014

VIA E-FILING

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

**Re: Pennsylvania Public Utility Commission et al. v. UGI Penn
Natural Gas, Inc., et al., Docket Nos. R-2014-2420273; C-2014-2421510;
C-2014-2427283**

**Pennsylvania Public Utility Commission et al. v. UGI Utilities, Inc. –
Gas Division, et al., Docket Nos. R-2014-2420276; C-2014-2421547;
C-2014-2427279**

**Pennsylvania Public Utility Commission et al. v. UGI Central
Penn Gas, Inc., et al., Docket Nos. R-2014-2420279; C-2014-2421520;
C-2014-2427287**

Dear Secretary Chiavetta:

Enclosed for filing, please find a copy of the Joint Petition of UGI Penn Natural Gas, Inc., UGI Utilities, Inc. – Gas Division and UGI Central Penn Gas, Inc. for a Protective Order, filed in accordance with the provisions of 52 Pa. Code §5.41 and 5.365. Copies of this document have been served upon the persons indicated in the attached Certificate of Service.

Very truly yours,

Mark C. Morrow

Counsel for:
UGI Penn Natural Gas, Inc.
UGI Utilities, Inc. – Gas Division
UGI Central Penn Gas, Inc.

cc: Service List

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

PENNSYLVANIA PUBLIC UTILITY COMMISSION, et al.	:	Docket Nos. R-2014-2420273
v.	:	C-2014-2421510
UGI PENN NATURAL GAS, INC.	:	C-2014-2427283
	:	
PENNSYLVANIA PUBLIC UTILITY COMMISSION, et al.	:	Docket Nos. R-2014-2420276
v.	:	C-2014-2421547
UGI UTILITIES, INC. - GAS DIVISION	:	C-2014-2427279
	:	
PENNSYLVANIA PUBLIC UTILITY COMMISSION, et al.	:	Docket Nos. R-2014-2420279
v.	:	C-2014-2421520
UGI CENTRAL PENN GAS, INC.	:	C-2014-2427287

**JOINT PETITION
OF
UGI PENN NATURAL GAS, INC.
UGI UTILITIES, INC. – GAS DIVISION
and
UGI CENTRAL PENN GAS, INC.
FOR A PROTECTIVE ORDER**

UGI Penn Natural Gas, Inc. (“PNG”), UGI Utilities, Inc. - Gas Division (“UGI”) and UGI Central Penn Gas, Inc. (“CPG”) (collectively, the “Companies”) hereby seek, pursuant to the provisions of 52 Pa. Code §5.41 and 5.365, the issuance of a protective order with respect to confidential or proprietary information that might need to be filed with the Commission, produced in discovery, or otherwise introduced into the record in the above-captioned proceedings, and in support thereof state the following:

1. The Companies, being natural gas distribution companies with gross intrastate annual operating revenues in excess of \$40,000,000, are authorized by the provisions of

Section 1307(f) of the Public Utility Code, 66 Pa.C.S. §1307(f), and the Pennsylvania Public Utility Commission's ("Commission") gas cost recovery regulations at 52 Pa. Code §§53.61 - 53.68, to make annual purchase gas cost ("PGC") filings proposing modifications to their gas tariff rates to reflect increases or decreases in its natural gas costs.

2. On May 1, 2014, the Companies submitted the pre-filing information specified in 52 Pa. Code §§53.64(c) and 53.65, and 66 Pa.C.S. §1317(c), to the Commission.

3. On May 30, 2014, in accordance with the schedule for Section 1307(f) filings established by the Commission, the Companies submitted their 2014 PGC filings to the Commission.

4. During the course of this proceeding, it may be necessary for participants to disclose confidential or proprietary information in filings with the Commission, through discovery responses or through evidence introduced into the record.

5. Confidential and proprietary information may include, but not be limited to, (1) confidential customer information, (2) proprietary bids submitted by wholesale suppliers or asset managers for PGC supplies or services or (3) information pertaining to specific gas supply contractual arrangements or payments that could potentially be misused by wholesale market participants to gain an unfair advantage in such markets.

6. Under 52 Pa. Code §5.365, the presiding Administrative Law Judge may issue a Protective Order to limit or prohibit disclosure of confidential and proprietary information where "the potential harm to the party providing the information would be substantial and ... the harm to the party if the information is disclosed without restriction outweighs the public's interest in free and open access to the administrative hearing process."

7. In applying this standard, relevant factors to be considered include the extent to which disclosure would cause unfair economic or competitive damage; the extent to which the information is known by others and used in similar activities; the worth or value of the information to the party and to the party's competitors; the difficulty and costs of developing the information and other statute and regulations dealing specifically with disclosure of the information. 52 Pa. Code §§ 5.365(a)(1)-(5).

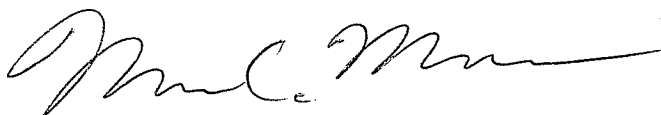
8. The release in the current PGC proceedings of non-public information such as customer-specific usage information; information concerning the specifics of proprietary bids or offers submitted by wholesale suppliers or asset managers; or information pertaining to specific gas supply contractual arrangements or payments could cause unfair economic or competitive damage by giving wholesale or retail suppliers an unfair competitive advantage in the marketplace, and by discouraging the submission of the lowest cost bids (or any bids at all) by potential suppliers in response to Company requests.

9. Conversely, the language proposed in the attached Protective Order protects against overly broad designations of protected information by giving all parties the right to "question or challenge the confidential or proprietary nature" of information marked as "Confidential" by a producing party.

10. The limitation on the disclosure of proprietary information proposed in the attached Protective Order fairly balance the interests of the parties, the public, and the Commission, and will not prejudice the rights of the participants to develop a full record or frustrate the prompt and fair resolution of this proceeding.

WHEREFORE, the Companies respectfully request that the presiding Administrative Law Judge issue a protective order substantially in the form attached in Exhibit A to this petition.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Mark C. Morrow". The signature is fluid and cursive, with a long horizontal stroke at the end.

Mark C. Morrow

Counsel for:

UGI Penn Natural Gas, Inc.
UGI Utilities, Inc. – Gas Division
UGI Central Penn Gas, Inc.

Dated: June 24, 2014

EXHIBIT A

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

PENNSYLVANIA PUBLIC UTILITY COMMISSION, et al.	:	Docket Nos. R-2014-2420273
v.	:	C-2014-2421510
UGI PENN NATURAL GAS, INC.	:	C-2014-2427283
	:	
PENNSYLVANIA PUBLIC UTILITY COMMISSION, et al.	:	Docket Nos. R-2014-2420276
v.	:	C-2014-2421547
UGI UTILITIES, INC. - GAS DIVISION	:	C-2014-2427279
	:	
PENNSYLVANIA PUBLIC UTILITY COMMISSION, et al.	:	Docket Nos. R-2014-2420279
v.	:	C-2014-2421520
UGI CENTRAL PENN GAS, INC.	:	C-2014-2427287

PROTECTIVE ORDER

AND NOW, this ____ day of _____, 2014, upon consideration of the Joint Petition of UGI Penn Natural Gas, Inc. ("PNG"), UGI Utilities, Inc. - Gas Division ("UGI") and UGI Central Penn Gas, Inc. ("CPG") for a Protective Order, such Petition is hereby granted. Therefore, it is ORDERED that:

1. This Protective Order in this matter dated June __, 2014, is hereby granted with respect to all materials and information identified at Paragraph 2 of this Protective Order which are filed with the Commission, produced in discovery, or otherwise presented during these proceedings. All persons now and hereafter granted access to the materials and information identified in Paragraph 2 of this Protective Order shall use and disclose such information only in accordance with this Order.

2. The materials subject to this Order are all correspondence, documents, data, information, studies, methodologies and other materials which a party or an affiliate of a party furnishes in this proceeding pursuant to Commission rules and regulations, discovery procedures or cross-examination or provides as a courtesy to a party to this proceeding,

which are claimed to be of a proprietary or confidential nature and which are designated "CONFIDENTIAL" (hereinafter collectively referred to as "Proprietary Information").

3. Proprietary Information shall be made available to the Commission and its Staff for use in this proceeding, including counsel for and non-lawyer experts engaged by the Bureau of Investigation and Enforcement ("I&E"). For purposes of filing, to the extent that Proprietary Information is placed in the Commission's report folders, such information shall be handled in accordance with routine Commission procedures inasmuch as the report folders are not subject to public disclosure. To the extent that Proprietary Information is placed in the Commission's testimony or document folders, such information shall be separately bound, conspicuously marked, and accompanied by a copy of this Order. Public inspection of Proprietary Information shall be permitted only in accordance with this Protective Order.

4. In addition to I&E personnel identified in paragraph 3, Proprietary Information shall also be provided to (a) each party's counsel of record and (b) the party's witness(es) or expert(s), to the extent required and for the limited purpose of participation in the above-captioned proceedings, who comply with the provisions of paragraph 7 hereof.

5. If a party's witness or expert, or another member of the witness or expert's firm, also serves as a witness or expert for, or as a consultant or advisor to, (a) a retail gas supplier or group of retail gas suppliers, (b) a transportation customer or group of transportation customers receiving transportation service on a Company distribution system or (c) a wholesale gas supplier or group of wholesale gas suppliers, the witness or expert must: (1) advise the producing party of the relationship; (2) make reasonable attempts to segregate those personnel assisting in the witness's or expert's participation in this proceeding from those personnel working on behalf of these entities; and (3) if segregation of such personnel is impractical, the witness or expert shall give to the producing party written assurances that the lack of segregation will in no way jeopardize

the interests of the producing party. The producing party retains the right to challenge the adequacy of the written assurances that its interests will not be jeopardized or the accuracy or the assurances provided through the submission of an executed Appendix A as provided in paragraph 7 hereof.

6. No other persons may have access to the Proprietary Information except as authorized by Order of the Commission or the presiding Administrative Law Judge. No person who may be entitled to receive, or who is afforded access to any Proprietary Information shall use or disclose such information for the purposes of business or competition, or any purpose other than the preparation for and conduct of this proceeding or any administrative or judicial review thereof.

7. Prior to making Proprietary Information available to any person as provided in numbered Paragraph 4 above, counsel shall deliver a copy of this Order to such person and, except for employees of I&E, shall receive a written acknowledgment from that person in the form attached to this Order and designated as "Appendix A." Counsel shall promptly deliver to the producing party a copy of the executed Appendix A.

8. A producing party shall designate data or documents as constituting or containing Proprietary Information by affixing an appropriate proprietary stamp or typewritten or printed designation on such data or documents. Where only part of data compilations or multi-page documents constitutes or contains Proprietary Information, the producing party, insofar as reasonably practicable within discovery and other time constraints imposed in this proceeding, shall designate only the specific data or pages of documents which constitute or contain Proprietary Information.

9. Any federal agency which has access to and/or receives copies of the Proprietary Information will consider and treat the Proprietary Information or Highly Confidential Information as within the exemption from disclosure provided in the Freedom

of Information Act as set forth at 5 U.S.C.A. § 552(b)(4) until such time as the information is found to be non-proprietary.

10. Any state agency which has access to and/or receives copies of the Proprietary Information will consider and treat the Proprietary Information as within the exemption from disclosure provided in the Pennsylvania Right to Know Law, Act of February 14, 2008, P.L. 6, 65 P.S. §§ 67.101-67.3104 until such time as the information is found to be non-proprietary.

11. Any public reference to Proprietary Information by counsel or persons afforded access thereto shall be to the title or exhibit reference in sufficient detail to permit persons with access to the Proprietary Information to fully understand the reference and not more. The Proprietary Information shall remain a part of the record, to the extent admitted, for all purposes of administrative or judicial review.

12. Parts of any record of this proceeding containing Proprietary Information, including but not limited to all exhibits, writings, testimony, cross examination, argument and responses to discovery, and including reference thereto as specified in number Paragraph 11 above, shall be sealed for all purposes, including administrative and judicial review, unless such Proprietary Information is released from the restrictions of this Order, either through the agreement of the parties or pursuant to order of the Administrative Law Judge or the Commission. Unresolved challenges arising under Paragraph 5 shall be decided on motion or petition by the presiding officer or the Commission in conformity with applicable rules, regulations, orders, statutes, precedent, etc., to the extent that such guidance is available.

13. The parties affected by the terms of this Order shall retain the right to question or challenge the confidential or proprietary nature of Proprietary Information; to question or challenge the admissibility of Proprietary Information; to refuse or object to the production of Proprietary Information on any proper ground, including but not limited

to irrelevance, immateriality, or undue burden; to seek an order permitting disclosure of Proprietary Information beyond that allowed in this Order; and to seek additional measures of protection of Proprietary Information beyond those provided in this Order. If a challenge is made to the designation of a document or information as Proprietary Information, the party claiming that the information is Proprietary Information shall carry the burden of demonstrating that the designation is necessary and appropriate.

14. Except in the case of Proprietary Information provided by the Companies to the OCA, I&E or OSBA, upon completion of this proceeding, including any administrative or judicial review, all copies of all documents and other materials, including notes, which contain any Proprietary Information, shall be immediately returned upon request to the party furnishing such Proprietary Information. In the alternative, parties may provide an affidavit of counsel affirming that the materials containing or reflecting Proprietary Information have been destroyed.

Dated: June 11, 2014

Elizabeth H. Barnes
Administrative Law Judge

APPENDIX A

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

PENNSYLVANIA PUBLIC UTILITY	:	Docket Nos. R-2014-2420273
COMMISSION, et al.	:	C-2014-2421510
v.	:	C-2014-2427283
UGI PENN NATURAL GAS, INC.	:	
	:	
PENNSYLVANIA PUBLIC UTILITY	:	Docket Nos. R-2014-2420276
COMMISSION, et al.	:	C-2014-2421547
v.	:	C-2014-2427279
UGI UTILITIES, INC. - GAS DIVISION	:	
	:	
PENNSYLVANIA PUBLIC UTILITY	:	Docket Nos. R-2014-2420279
COMMISSION, et al.	:	C-2014-2421520
v.	:	C-2014-2427287
UGI CENTRAL PENN GAS, INC.	:	

TO WHOM IT MAY CONCERN:

The undersigned is the _____ of _____ (the retaining party) and he/she is not an officer, board member, significant stockholder, partner, owner (other than owner of stock) or an employee of an entity which is (1) involved in the provision of wholesale gas supply or asset management services to natural gas distribution companies, (2) the provision of natural gas supply services to transportation customers on one or more of the natural gas distribution systems of UGI Penn Natural Gas, Inc., UGI Utilities, Inc. – Gas Division or UGI Central Penn Gas, Inc. (Collectively the “UGI Distribution Companies”), (3) a licensed retail choice supplier operating on one or more of the natural gas distribution systems of the UGI Distribution Companies or (4) primarily involved in the pricing, development, and/or marketing of products or services that are offered in competition with those of the producing party; provided, however, that any witness or expert shall not be disqualified on account of being a stockholder, partner, or owner unless his/her interest in the business constitutes a significant potential for violation of the limitations of permissible use of the Proprietary Information.

The undersigned has read and understands the Protective Order that deals with the treatment of Proprietary Information. The undersigned agrees to be bound by, and comply with, the terms and conditions of said Order. In the case of a witness or expert, the

undersigned represents that he/she has complied with the provisions of numbered Paragraph 5 of the Order.

SIGNATURE

PRINT NAME

ADDRESS

EMPLOYER

DATE: _____

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

PENNSYLVANIA PUBLIC UTILITY COMMISSION, et al.	:	Docket Nos. R-2014-2420273
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	:	C-2014-2421520
v.	:	C-2014-2427287
UGI CENTRAL PENN GAS, INC.	:	

CERTIFICATE OF SERVICE

I hereby certify that I have, this 24th day of June, 2014, served a true and correct copy of the foregoing document in the manner and upon the persons listed below in accordance with requirements of 52 Pa. Code §1.54 (relating to service by a participant):

VIA ELECTRONIC AND FIRST CLASS MAIL:

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Pennsylvania Public Utility Commission
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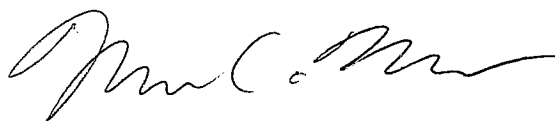
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Mark C. Morrow