UGI Energy Services PUCO

November 15, 2013

VIA OVERNIGHT MAIL

Public Utilities Commission of Ohio Docketing Division 13th Floor 180 East Broad Street Columbus, OH 43215-3793

Re: RETAIL NATURAL GAS SUPPLIER; CASE NO. 02-1968-GA-CRS

NOTICE OF NAME CHANGE

Dear Sir/Madam:

This letter hereby serves as notice that, effective October 1, 2013, UGIES changed its corporate form of organization from a Pennsylvania corporation to a Pennsylvania limited liability company and resultantly changed its name from UGI Energy Services, Inc. ("UGIES, INC.") to UGI Energy Services, LLC ("UGIES, LLC") (the "*LLC Conversion*"). UGIES has maintained its fictitious or doing business as (d/b/a) name of "UGI ENERGYLINK." Enclosed as exhibits to this notification, please find the supporting filings evidencing this change in corporate organizational form.¹

The Company respectfully requests that the Commission note this change as soon as practicable for its eligibility as a natural gas supplier, including updating the portion of the Commission's website that lists the names and contact information of suppliers to reflect the name change. As stated above, please note that the Company will continue to market natural gas supply services to customers in the State of Ohio using the Commission-approved trade name of "UGI EnergyLink."

UGIES has provided written notification of this change to all of its existing customers. As provided in the customer notice, the *LLC Conversion* does not result in any change to the price or terms and conditions of existing customer agreements. As the successor in interest, UGIES,

One Meridian Boulevard, Suite 2C01, Wyomissing, PA 19610 | (610) 373-7999 | (800) 427-8545 | Fax: (610) 374-4288 | www.ugienergyservices.com

¹ Under Pennsylvania law, the process for converting an existing corporation into a limited liability company requires the incorporation of a newly formed limited liability company and the merger of the existing corporation into the new limited liability company. Under this process, UGIES, Inc. was merged into UGI Newco, LLC, and the resulting entity was named UGI Energy Services, LLC. This intra-corporate merger was undertaken solely for the purpose of converting the corporate structure of the Company from a corporation to a limited liability company.

LLC continues to hold all of the assets and liabilities of UGIES, INC., including the performance obligations under all existing customer contracts.

Additionally, the *LLC Conversion* does not result in any change to the Company's contact information, operations, management, technical personnel or financial strength. The *LLC Conversion* also does not involve a transfer of control; UGIES, LLC remains a wholly owned subsidiary of its corporate parent, UGI Corporation.

Should you have any questions concerning this filing, please feel free to contact me via phone at 610-568-1364 or via e-mail at <u>ahunt@ugies.com</u>.

Sincerely yours,

Amy E. Hunt Vice President - Operations

One Meridian Boulevard, Suite 2C01, Wyomissing, PA 19610 | (610) 373-7999 | (800) 427-8545 | Fax: (610) 374-4288 | www.ugienergyservices.com

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BEFORE THE PUBLIC UTILITY COMMISSION OF OHIO

AFFIDAVIT

I, Amy E. Hunt, hereby certify that I am the Vice President – Operations of UGI Energy Services, LLC ("UGIES"); that I have been duly authorized to make the foregoing statement on behalf of UGIES; that I have knowledge of the matters set forth above; that all statements made and matters set forth herein are true and correct to the best of my knowledge, information and belief and that I know of no material omission. I am aware that submitting false or misleading information in connection with the renewal application is grounds for revocation of license and may subject me, UGIES and other responsible persons on behalf of UGIES to penalties of perjury, as well as to other civil or criminal penalties.

Amy B-Hunt Vice President – Operations

STATE OF PENNSYLVANIA COUNTY OF BERKS

Subscribed and sworn to before me this $\frac{15^{th}}{15}$ day of $\frac{101}{2}$. 2013.

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Notary Public (Signature)

COMMONWEALTH OF PENNSYLVANIA Notarial Seal Joan T. Neustadter, Notary Public Wyemissing Boro, Berks County My Commission Expires March 8, 2016

MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

UGI Energy Services, LLC

Exhibits Index

	Name of Document	<u>Exhibit</u> <u>Number</u>
•	Certificate of Merger or Consolidation (merging UGI Energy Services, Inc. into UGI Newco, LLC) (filed with Secretary of Commonwealth of Pennsylvania, effective as of October 1, 2013)	1
•	Certificate of Amendment (changing name of UGI Newco, LLC to UGI Energy Services, LLC) (filed with Secretary of Commonwealth of Pennsylvania, effective as of October 1, 2013)	2
•	Fictitious Name Amendment (registering UGI EnergyLink under UGI Energy Services, LLC)	3
٠	Certificate of Good Standing of UGI Energy Services, LLC in the State of Ohio	4

<u>Exhibit 1</u>

			. Date	Entity # 4175358 Filed: 09/30/2013 ive Date: 10/01/2013 Carol Alchele
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3. The name and the address of the current registered office in this Commonwealth or name of its commercial registered office provider and the county of vanue of each other domestic limited liability company and qualified foreign limited liability company which is a party to the plan of merger or consolidation are as follows:

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

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

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

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

5. The manner in which the plan of merger or consolidation was adopted by each domestic limited liability company is a follows: Name of Limited Liability Company Manner of Adoption UGI Newco, LLC Adopted by the sole member pursuant to 15 Pa. C.S. Section 8957(g)

UGI Energy Services, Inc. Adopted by the Board of Directors and shareholder pursuant to 15 Pa, C. S. Section 1924

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

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

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

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

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Number and strest City State Zip County

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IN TESTIMONY WHEREOF, the undersigned limited liability company has caused this Cartificate of Merger or Consolidation to be signed by a duly anthorized member or manager thereof this
25th day of September 2012
UGI Newco, LLC
Name of Limited Liability Company
morelu
U Signature
VP and General Counsel, Secretary
Title
UGI Energy Services, Inc.
Name of Linded Linddry Company
/ maun
U Signature
VP and General Counsel, Secretary
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EXHIBIT A

(See Attached)

AGREEMENT AND PLAN OF MERGER

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

WITNESSETH:

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

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

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

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

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

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

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

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

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

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

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

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

2

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

UGI ENERGY SERVICES, INC.

CST By: Name: Bradley C. Hall Title: President

UGI NEWCO, LLC

Tall B Name: Bradley C. Mall

Title: President

Signature Page to Agreement and Plan of Merger

Exhibit 2

			Entity # 4175358 Date Filed: 09/30/2013
			Effective Date: 10/01/2013
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5. Check if the amendment restores the Certificate of Limited Partnership/Organization:

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The restated Cartificate of Limited Partnership/Organization supersodes the original Cartificate of Limited Partnership/Organization and all provinus emeratments therets.

IN IESTIDICINY WHEREOF, the undersigned limited perpensity/limited liskility company has caused this Confficute of Amendment to be executed this 26-4 day of September; 2013

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UGI Newco, LLC Name of Limited Pa A LABORINY CONTRACT 1 Vice President & General Counsel, Secretary Title ,

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PENNSYLVANIA DEPARTMENT OF STATE BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

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

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. The (a) address of this corporation registered office provider and the information to conform to the reco	county of venue is (the Departu			
(a) Number and Street	Ċ ity	State	Zip	County
60 North Gulph Road	King of Prussia	PA	19406	Montgomery
The date of its incorporation or oth	or organization is:	-	7	· · ·
The statute under which it was inco Pa. C.S.	uporeted or otherwise organiza		I 	
The association(s) entitled to the be GI Energy Services, LLC	mentit of this Consent of Name	is(arc):		
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	IN TESTIMONY WHERBOF, the undersigned essociation has caused this consent to be signed by a duly anthorized officer thereof
	this the day of September 2013
	Monica M. Gaudiosi, VP and General Counsel, Secretary
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<u>Exhibit 3</u>

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201329100517

DATE: 10/18/2013

DOCUMENT ID DESCRIPTION 201329100517 TRADE NAME/ASSIGNMENT (RNA) FILING 25.00 EXPED 100.00 PENALTY CERT 00

.DO

COPY .00

Receipt This is not a bill. Please do not remit payment.

DIAMOND ACCESS ATTN: LISA VAIDO 887 S HIGH STREET COLUMBUS, OH 43206

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted

2078565

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

UGI ENERGYLINK

and, that said business records show the filing and recording of:

Document(s)

TRADE NAME/ASSIGNMENT

Document No(s): 201329100517

Effective Date: 10/17/2013

Expiration Date:

01/31/2017

UGI ENERGY SERVICES, LLC 460 N. GULPH ROAD KING OF PRUSSIA, PA 19406



United States of America State of Ohio Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 18th day of October, A.D. 2013.

for Houster

Ohio Secretary of State

<u>Exhibit 4</u>

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UNITED STATES OF AMERICA STATE OF OHIO OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show UGI ENERGY SERVICES, LLC, a Pennsylvania For Profit Limited Liability Company, Registration Number 2238435, filed on October 17, 2013, is currently in FULL FORCE AND EFFECT upon the records of this office.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 12th day of November, A.D. 2013.

n Hasted

Ohio Secretary of State

Validation Number: 201331600513