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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.<sup>1</sup>

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,

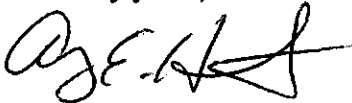
<sup>1</sup> Under Pennsylvania law, the process for converting an existing corporation into a limited liability company requires the incorporation of a newly formed limited liability company and the merger of the existing corporation into the new limited liability company. Under this process, UGIES, 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 [ahunt@ugies.com](mailto:ahunt@ugies.com).

Sincerely yours,

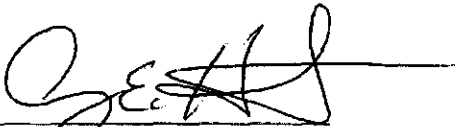
A handwritten signature in black ink, appearing to read 'Amy E. Hunt', with a stylized flourish at the end.

Amy E. Hunt  
Vice President - Operations

**BEFORE THE**  
**PUBLIC UTILITY COMMISSION OF OHIO**

**AFFIDAVIT**

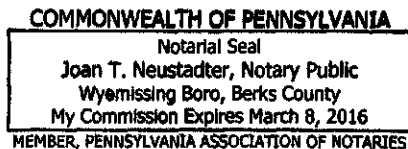
I, Amy E. Hunt, hereby certify that I am the Vice President – Operations of UGI Energy Services, LLC (“UGIES”); that I have been duly authorized to make the foregoing statement on behalf of UGIES; that I have knowledge of the matters set forth above; that all statements made and matters set forth herein 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 E. Hunt  
Vice President – Operations

STATE OF PENNSYLVANIA  
COUNTY OF BERKS

Subscribed and sworn to before me this 15<sup>th</sup> day of Nov. 2013.

  
\_\_\_\_\_  
Notary Public (Signature)



**UGI Energy Services, LLC**

**Exhibits Index**

<b><u>Name of Document</u></b>	<b><u>Exhibit Number</u></b>
• 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
• Certificate of Good Standing of UGI Energy Services, LLC in the State of Ohio	4

**Exhibit 1**

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

PENNSYLVANIA DEPARTMENT OF STATE  
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Certificate of Merger or Consolidation  
Limited Liability Company  
(15 Pa. C.S. § 8936)

Name	
823964-005 K4	
Corporation Service Company	

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

Commonwealth of Pennsylvania  
CERTIFICATE OF MERGER & Page(s)

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



T1327560052

In compliance with the requirements of the 15 Pa.C.S. § 8933 (relating to articles of merger or consolidation), the undersigned limited liability company(s), desiring to effect a merger or consolidation, hereby state that:

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

2. Check and complete one of the following:

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

(a) Number and Street	City	State	Zip	County
-----------------------	------	-------	-----	--------

(b) Name of Commercial Registered Office Provider	County
c/o: Corporation Service Company	Dauphin

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

(a) Number and Street	City	State	Zip	County
-----------------------	------	-------	-----	--------

(b) Name of Commercial Registered Office Provider	County
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☐ The surviving limited liability company is a nonqualified foreign limited liability company formed under the laws of \_\_\_\_\_ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street	City	State	Zip
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2013 SEP 30 PM 4: 28  
PA DEPT OF STATE

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

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

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

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

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

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

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

Name of Limited Liability Company	Manner of Adoption
UGI Newco, LLC	Adopted by the sole member pursuant to 15 Pa. C.S. Section 8957(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 merger or consolidation. The plan was authorized, adopted or approved, as the case may be, by the foreign limited liability company (or each of the foreign limited liability companies) party to the plan in accordance with the laws of the jurisdiction in which it is organized.~~

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

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

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

Number and street	City	State	Zip	County

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

25<sup>th</sup> day of September, 2012

UGI Newco, LLC

Name of Limited Liability Company



Signature

VP and General Counsel, Secretary

Title

UGI Energy Services, Inc.

Name of Limited Liability Company  
Corporation



Signature

VP and General Counsel, Secretary

Title



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

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

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

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

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

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

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

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

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

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

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

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

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

UGI ENERGY SERVICES, INC.

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

UGI NEWCO, LLC

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

**Exhibit 2**

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

PENNSYLVANIA DEPARTMENT OF STATE  
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

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

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

Name  
223964-010 KCA  
Corporation Service Company

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

Commonwealth of Pennsylvania  
LIMITED LIABILITY AMENDMENT 3 Page(s)



T1327580053

Fee: \$70

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

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

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

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

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

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

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

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

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

2013 SEP 30 PM 4:28  
PA DEPT OF STATE

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

DSCB:15-8512/8951-2

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

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

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

26<sup>th</sup> day of September, 2013

UGI Newco, LLC

\_\_\_\_\_  
Name of Limited Partnership/Limited Liability Company

  
\_\_\_\_\_  
Signature

Vice President & General Counsel, Secretary

\_\_\_\_\_  
Title

PENNSYLVANIA DEPARTMENT OF STATE  
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

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

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

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

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

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

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

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

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

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

6. The consenting association is about to (check one):

☒ Change its name    ☐ Cease to do business    ☐ Withdraw from doing business in PA    ☐ Is being wound up

IN TESTIMONY WHEREOF, the undersigned association has caused this consent to be signed by a duly authorized officer thereof this

26<sup>th</sup> day of September, 2013



Signature

Monica M. Gaudiosi, VP and General Counsel, Secretary

Title



**Exhibit 3**

**\*201329100517\***

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
10/18/2013	201329100517	TRADE NAME/ASSIGNMENT (RNA)	25.00	100.00	.00	.00	.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.

*Jon Husted*

Ohio Secretary of State

**Exhibit 4**

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.*

A handwritten signature in cursive script that reads "Jon Husted".

Ohio Secretary of State

Validation Number: 201331600513