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December 18, 2012

VIA HAND DELIVERY

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor (filing room)
PO Box 3265
Harrisburg, PA 17105-3265

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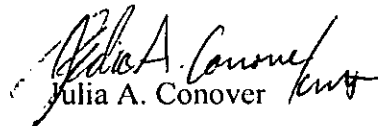
RE: Petition of Metropolitan Edison Company, Petition of Pennsylvania Electric Company, and Petition of West Penn Power Company; Docket Nos. M-20212-23343387, M-2012-2334392, and M-2012-2334398; **INITIAL PREHEARING CONFERENCE MEMORANDUM OF UGI UTILITIES, INC. – GAS DIVISION, UGI PENN NATURAL GAS, INC. AND UGI CENTRAL PENN GAS, INC.**

Dear Secretary Chiavetta:

Enclosed for filing with the Commission is an original Prehearing Conference Memorandum of UGI Utilities, Inc. – Gas Division, UGI Penn Natural Gas, Inc. and UGI Central Penn Gas, Inc. in the above-captioned proceeding. Copies have been served on the parties pursuant to the Certificate of Service.

Thank you for your attention to this matter. If you have any questions regarding this filing, please do not hesitate to contact my office.

Very truly yours,


Julia A. Conover

JAC/jld

Enclosure

cc: Administrative Law Judge Elizabeth H. Barnes (via hand delivery)
Mark C. Morrow, Esquire
Per Certificate of Service

MAILING ADDRESS: P.O. BOX 1778 HARRISBURG, PA 17105

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Petition of Metropolitan Edison Company	:	Docket Nos.	M-2012-2334387
Petition of Pennsylvania Electric Company	:		M-2012-2334392
Petition of West Penn Power Company	:		M-2012-2334398
	:		

**INITIAL PREHEARING CONFERENCE MEMORANDUM
OF UGI UTILITIES, INC. – GAS DIVISION, UGI PENN NATURAL
GAS, INC. AND UGI CENTRAL PENN GAS, INC.**

UGI Utilities, Inc. – Gas Division (“UGI”), UGI Penn Natural Gas, Inc. (“PNG”) and UGI Central Penn Gas, Inc. (“CPG”) (collectively, the “UGI Distribution Companies”), by and through their counsel, Hawke McKeon & Sniscak LLP, hereby file this Initial Prehearing Conference Memorandum in accordance with the Prehearing Conference Order dated November 28, 2012 in the above-captioned matter pursuant to 52 Pa. Code § 5.71.

1. The UGI Distribution Companies have intervened in three of the Act 129 Petitions filed by the FirstEnergy Companies (“FirstEnergy”). Specifically, all three UGI Distribution Companies have intervened in the Petition filed by Metropolitan Edison Company (“Met-Ed”); CPG has intervened in the Petition filed by West Penn Power Company (“West Penn”); and PNG and CPG have intervened in the Petition filed by Pennsylvania Electric Company (“Penelec”).

2. The UGI Distribution Companies are represented by the following counsel in this proceeding:

Kevin J. McKeon (Attorney I.D. #30428)
Julia A. Conover (Attorney I.D. #27451)
Christopher M. Arfaa (Attorney I.D. #57047)
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Ms. Conover should be listed on the official service list. UGI Distribution Companies request that Ms. Conover and Mr. Morrow of the above-listed counsel be included on the email service list for all documents in this matter.

3. The UGI Distribution Companies have already served limited discovery in this matter and have requested in hand service of responses on an expedited basis in order to comply with the compressed schedule. UGI Distribution Companies would request that the discovery rules be modified for this proceeding to provide for: 1) in hand service of discovery responses within seven (7) calendar days of service; 2) oral notification of objections to discovery within three (3) calendar days of service and, to the extent those objections are not resolved, in hand service of written objections within seven (7) calendar days from the date of the discovery requests. The UGI Distribution Companies will work cooperatively with counsel for FirstEnergy to facilitate the exchange of information.

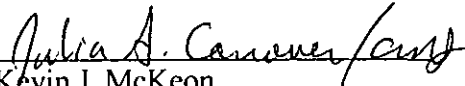
4. UGI Distribution Companies do not object to the schedule attached to the Prehearing Conference Order, with two (2) clarifications/concerns. First, the date set for filing Main Briefs (January 27) is a Sunday and should be changed to January 28. In addition, the dates set for hearings, January 16-17, overlap in part with hearings set in the PPL Act 128 filing (Docket M-2012-2334388) pending before ALJ Buckley. UGI Distribution Companies' witness will be testifying in both proceedings. We request that counsel for FirstEnergy work cooperatively with us with regard to scheduling for the hearings to avoid any conflict.

5. The UGI Distribution Companies plan to present the following witness in this proceeding:

Paul H. Raab
Energy Tools, LLC
5313 Portsmouth Road
Bethesda, MD 20816
Tel.: 301.320.7549
Fax: 301.320.6369
paul@energytoolsllc.com

It is currently anticipated that Mr. Raab will generally be providing testimony: (a) supporting the inclusion of fuel switching opportunities in the FirstEnergy Companies' Phase II EE&C Plans; and (b) supporting the inclusion of a Combined Heat and Power ("CHP") component within FirstEnergy's proposed Custom measure for Small and Large Commercial and Industrial customers. As part of this testimony Mr. Raab will address the significant benefits of including fuel switching and CHP measures in FirstEnergy's Phase II EE&C Plans to not only meet the load reduction mandate of Act 129, but to provide long-term sustainable benefits to consumers. Mr. Raab will also offer suggested improvements to the FirstEnergy Plans to account for fuel switching and CHP.

Respectfully submitted,


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Counsel for the UGI Distribution Companies

Dated: December 18, 2012

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CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing document upon the parties, listed below, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a party).

VIA E-MAIL AND FIRST CLASS MAIL

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