



UGI Utilities, Inc.
460 North Gulph Road
King of Prussia, PA 19406
Post Office Box 858
Valley Forge, PA 19482-0858
(610) 337-1000 Telephone
(610) 992-3258 Fax

August 7, 2015

VIA E-FILING

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
P.O. Box 3265
Harrisburg, PA 17105-3265

**Re: Affiliated Interest Filing of UGI Utilities, Inc. – Gas Division, UGI Utilities, Inc.-
Electric Division, UGI Penn Natural Gas, Inc. and UGI Central Penn Gas, Inc.,
Docket Nos. G-_____; G-_____; G-_____; G-_____**

Dear Secretary Chiavetta:

Enclosed for filing please find the affiliated interest filing of UGI Utilities, Inc. – Gas Division, UGI Utilities, Inc. – Electric Division, UGI Penn Natural Gas, Inc. and UGI Central Penn Gas, Inc. (collectively the “UGI Distribution Companies”), submitted pursuant to the provisions of Section 2102 of the Public Utility Code. Copies of this document have been served upon the persons shown on the attached certificate of service.

Should you have any questions concerning this filing, please feel free to contact me.

Very truly yours,

Mark C. Morrow

Counsel for the UGI Distribution Companies

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Affiliated Interest Filing of UGI Utilities, Inc. – Gas Division, UGI Utilities, Inc. – Electric Division, UGI Penn Natural Gas, Inc. and UGI Central Penn Gas, Inc.	:	Docket Nos. G-_____
	:	G-_____
	:	G-_____
	:	G-_____

**AFFILIATED INTEREST FILING
OF
THE UGI DISTRIBUTION COMPANIES**

Pursuant to Section 2102 of the Public Utility Code, 66 Pa.C.S. §2102, UGI Utilities, Inc. – Gas Division (“UGI-GD”), UGI Utilities, Inc. – Electric Division (“UGI-ED”), UGI Penn Natural Gas, Inc. (“PNG”) and UGI Central Penn Gas, Inc. (“CPG”) (collectively the “UGI Distribution Companies”) hereby submit for Commission approval an affiliated interest arrangement with UGI HVAC Enterprises, Inc. (“UGI HVAC”), and in support thereof state the following:

I. INTRODUCTION

1. Each of UGI-GD, PNG and CPG is a certificated natural gas distribution company subject to the Commission’s jurisdiction, and UGI-ED is a certificated electric distribution company subject to the Commission’s jurisdiction.
2. PNG and CPG are wholly-owned subsidiaries of UGI Utilities, Inc. (“UGIU”), and UGIU, in turn, is a wholly owned subsidiary of UGI Corporation.
3. UGI HVAC is a wholly-owned subsidiary of UGI Enterprises, Inc., which, in turn, is a wholly owned subsidiary of UGI Corporation.

4. An organization chart showing the corporate relationship between the UGI Distribution Companies and UGI HVAC is attached as Appendix A hereto.

5. The UGI Distribution Companies and UGI HVAC are “affiliated interests” as that term is defined in Section 2101 of the Public Utility Code.

II. AFFILIATED INTEREST ARRANGEMENT

6. Section 2102 of the Public Utility Code provides, in pertinent part:

(a) General Rule. -No contract or arrangement providing for the ...sale ... of any property ... between a public utility and any affiliated interest shall be valid or effective unless and until such contract or arrangement has received the written approval of the commission.

7. UGI HVAC is in the process of restructuring its operations and now has an excess of work vehicles whereas the UGI Distribution Companies have a need for such vehicles.

8. Attached as Appendix B hereto is a list of sixteen UGI HVAC vehicles the UGI Distribution Companies, subject to final inspection, have preliminarily determined that they would be willing to acquire for use in providing utility service.

9. UGI HVAC has agreed to sell such vehicles to the UGI Distribution Companies at the Kelly Blue Book dealer trade-in value.

10. Nine of the vehicles have been inspected by the UGI Distribution Companies so far, and their Kelly Blue Book dealer trade-in value has been determined to be \$141,990.

11. The best current estimate of the Kelly Blue Book dealer trade-in value of the remaining seven vehicles is \$96,000, for a total estimated cost of \$237,990.

12. The current net book value of the vehicles in UGI HVACs accounts is \$254,654.

13. If and when the UGI Distribution Companies acquire such vehicles, the transfer will be memorialized by way of a Bill-of-Sale substantially in the form shown in Appendix C hereto.

14. Timely approval of this affiliated interest arrangement is in the public interest since it will enable the UGI Distribution Companies to acquire work vehicles necessary for their operations at a very favorable price.

WHEREFORE, the UGI Distribution Companies respectfully request affiliated interest approval to acquire, subject to final inspection, the vehicles identified in Appendix A hereto at the Kelly Blue Book dealer trade-in value.

Respectfully submitted,



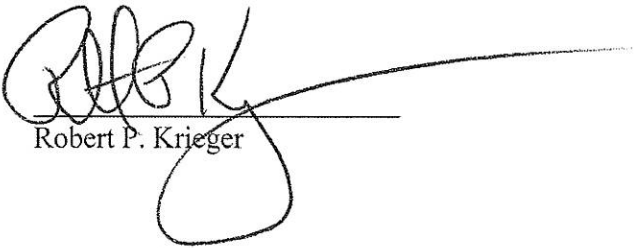
Mark C. Morrow
(Attorney I.D. No. 33590)
UGI Corporation
460 North Gulph Road
King of Prussia, PA 19406-2807
Tel.: 610.768.3628
e-mail: morrowm@ugicorp.com

Counsel for the UGI Distribution
Companies

Dated: August 7, 2015

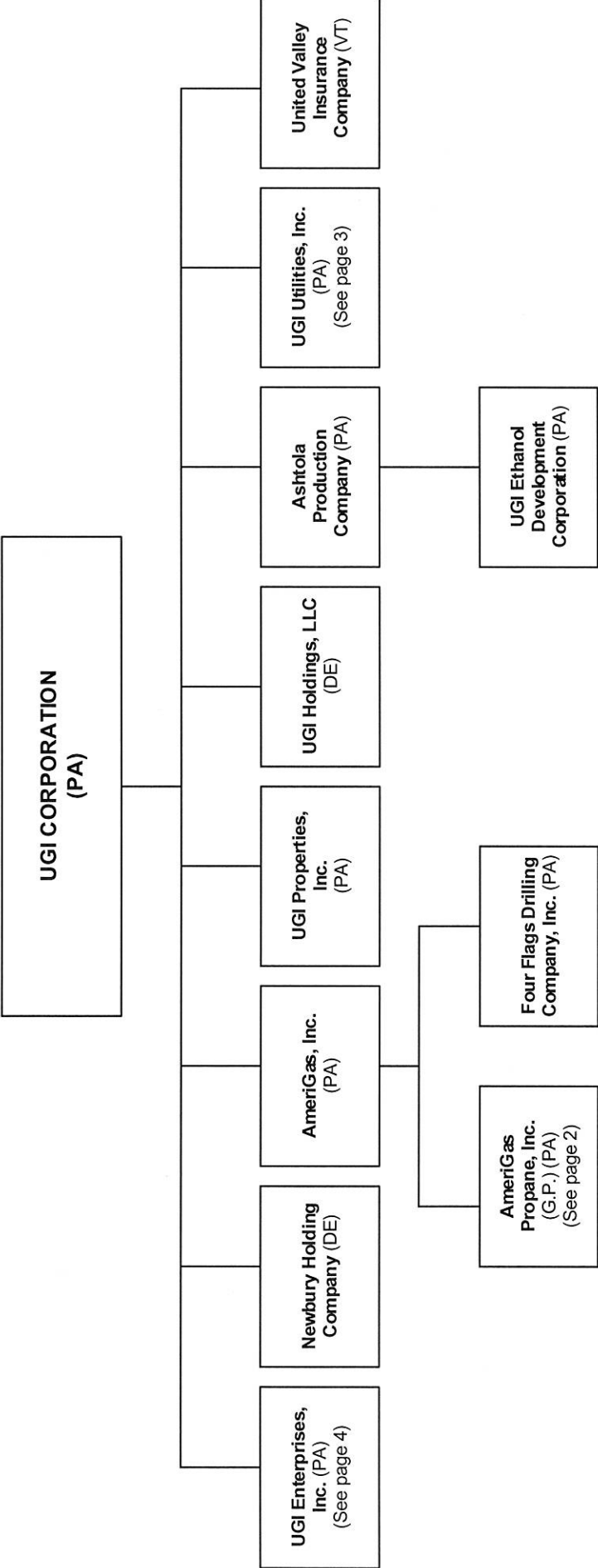
VERIFICATION

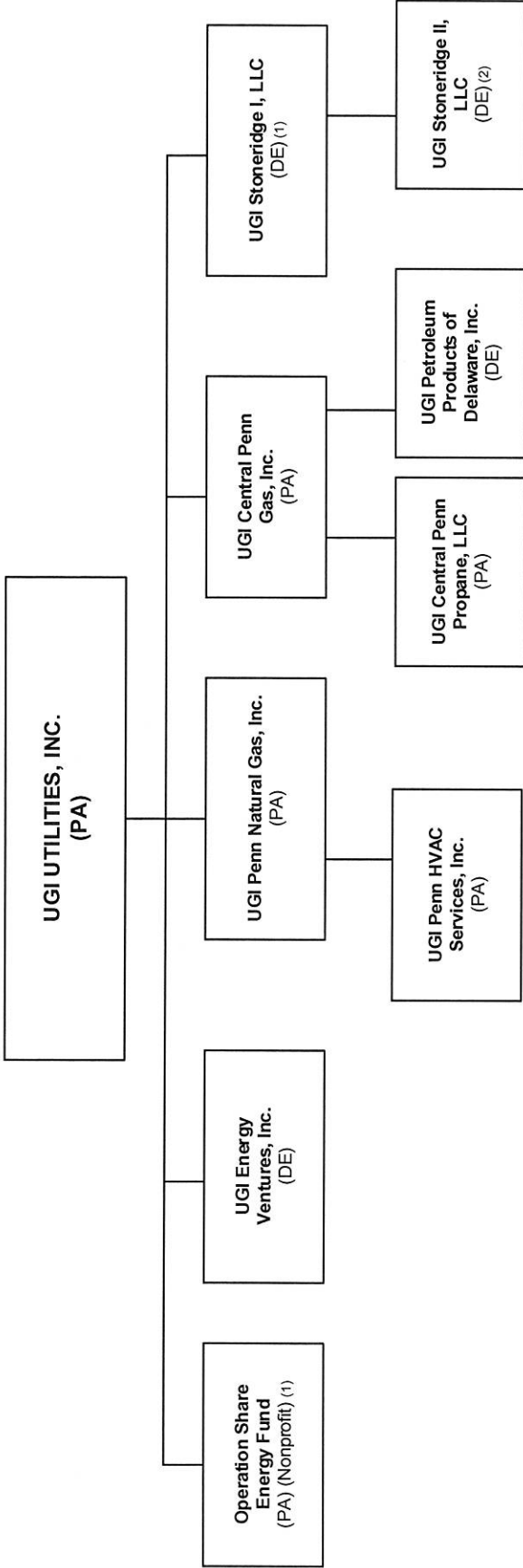
Robert P. Krieger, deposes and says that he is Vice President - Operations for UGI Utilities, Inc; that he is duly authorized to and does make this verification on behalf of the UGI Distribution Companies identified in the attached affiliated interest filing; that the affiliated interest arrangement summarized in the foregoing document is true and correct to the best of his knowledge information and belief, and that this verification is made subject to the penalties of 18 Pa.C.S. §4904 (relating to unsworn falsification to authorities).



Robert P. Krieger

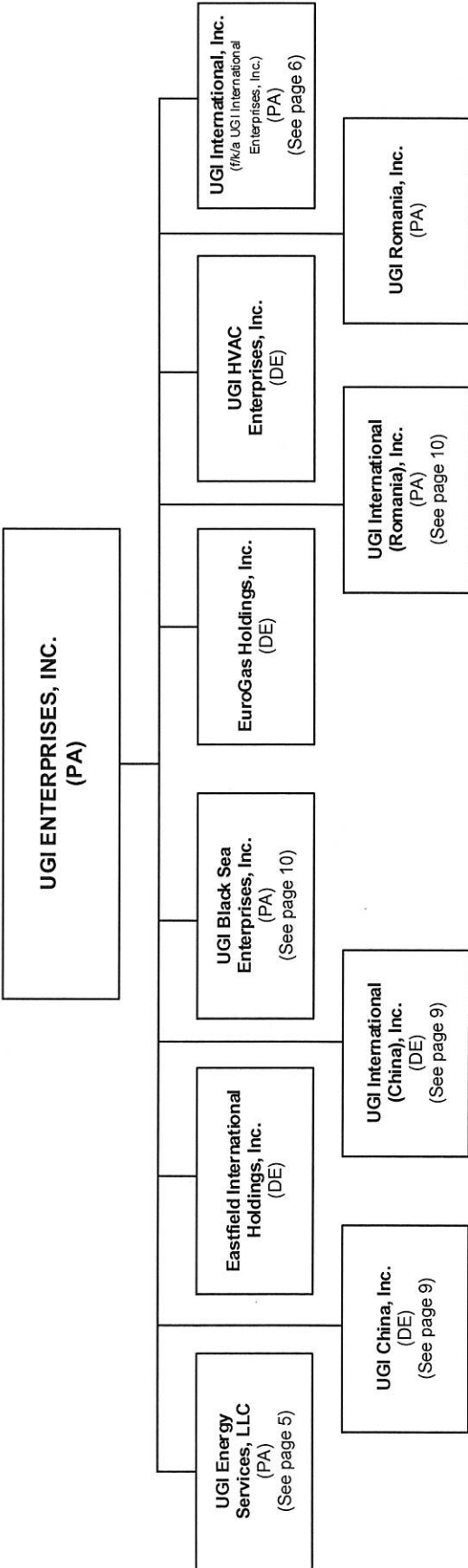
APPENDIX A
(Organization Chart)





(1) UGI Utilities, Inc. is sole member

(2) UGI Stoneridge I, LLC is sole member



APPENDIX B

(Vehicle List)

	Vehicle Description	UGI HVAC Net Book Value	Kelly Blue Book Dealer Trade-In Value
1.	Ford E-350 Cargo Van	\$ 15,621	\$16,560
2.	Ford F-150 Pickup	\$ 23,339	\$22,570
3.	Ford Transit Connect Van	\$ 12,608	\$12,260
4.	Ford Transit Connect Van	\$ 12,608	\$12,130
5.	Ford Transit Connect Van	\$ 9,698	\$11,030
6.	Ford Transit Connect Van	\$ 3,487	\$9,160
7.	Ford Transit Connect Van	\$ 3,906	\$8,280
8.	Ford Transit Connect Van	\$ 9,698	To be determined
9.	Chevy Express 10' Utility Body	\$ 25,458	\$20,000
10.	GMC Savana 10' Utility Body	\$ 35,430	\$30,000
11.	Ford Transit Connect Van	\$ 3,935	To be determined
12.	Ford Transit Connect Van	\$ 18,300	To be determined
13.	Ford E-150 Cargo Van	\$ 12,350	To be determined
14.	Ford E-250 Cargo Van	\$ 20,046	To be determined
15.	Ford E-250 Cargo Van	\$ 20,665	To be determined
16	Chevy Silverado 8' Utility Body	\$ 30,506	To be determined
	Subtotal:	\$ 257,654	\$141,990
	Estimated KBB Dealer Trade-in Value		\$96,000
	Total:	\$257,654	\$237,990

APPENDIX C

Bill of Sale and Indemnification Agreement

Please see the Agreement on the following pages.

BILL OF SALE

BILL OF SALE dated _____, from UGI HVAC Enterprises, Inc., a Delaware corporation ("Seller") to _____, a _____ ("Buyer").

In consideration of Buyer's payment to Seller of \$_____, receipt of which is hereby acknowledged, Seller hereby sells, conveys, and transfers to Buyer, subject to the restrictions and limitations set forth herein, good and marketable title to the following vehicles:

Description	Manufacturer	Vehicle Identification Number

By its execution of the Agreement and Acknowledgment below, Buyer acknowledges receipt of the vehicles and a copy of this Bill of Sale and agrees that:

(a) Buyer shall pay all sales, use and transfer taxes, if any, resulting from the sale of the vehicles to Buyer;

(b) Delivery of possession shall be deemed to have occurred on the date hereof, and all risk of loss to the vehicles shall pass to and be on Buyer from and after such time.

(c) Buyer hereby irrevocably and unconditionally indemnifies and holds harmless Seller and each of Seller's owners, partners, agents, directors, officers, employees, insurers, representatives, attorneys, divisions, subsidiaries, parents, affiliates, and its and their predecessors, successors, heirs, executors, administrators and assigns, and all persons acting by, through, under or in concert with any of them, of and from any and all actions, causes of action, suits, debts, charges, complaints, claims, liabilities, obligations, promises, agreements, controversies, damages and expenses (including attorney's fees and costs), of any nature whatsoever, in law or equity, arising from or in any way related to the possession, sale, lease or use

of the vehicles which is the subject of this Agreement, including any alleged violation of any federal, state or local law, statute, rule, regulation, ordinance or common law relating to the vehicles in any way.

(d) This instrument shall be governed by and enforced in accordance with the laws of the Commonwealth of Pennsylvania.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be duly executed on the date first above written.

Insert utility name(s)

UGI HVAC Enterprises, Inc.

Name:

Name:

Title:

Title:

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

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Inc. – Gas Division, UGI Utilities, Inc. –	:	G-	_____
Electric Division, UGI Penn Natural Gas,	:	G-	_____
Inc. and UGI Central Penn Gas, Inc.	:	G-	_____

CERTIFICATE OF SERVICE

I hereby certify that I have, this 7th day of August, 2015, served a true and correct copy of the foregoing document in the manner and upon the persons listed below in accordance with the requirements of 52 Pa. Code §1.54 (relating to service by a participant):

First Class Mail:

Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1923

Office of Small Business Advocate
Commerce Building, Suite 202
300 North Second Street
Harrisburg, PA 17101

Bureau of Investigations and Enforcement
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120



Mark C. Morrow