

Before the
Federal Communications Commission
Washington, DC 20554

COMMONWEALTH TELEPHONE COMPANY)
LLC d/b/a FRONTIER COMMUNICATIONS)
COMMONWEALTH TELEPHONE COMPANY and)
CTSI, LLC d/b/a FRONTIER COMMUNICATIONS)
CTSI COMPANY,)

Complainants,)

v.)

UGI UTILITIES, INC. – ELECTRIC DIVISION,)
Respondent.)

File No. EB-14-MD-007

ACCEPTED/FILED

SEP 15 2014

Federal Communications Commission
Office of the Secretary

POLE ATTACHMENT COMPLAINT REPLY

COMMONWEALTH TELEPHONE COMPANY LLC
d/b/a FRONTIER COMMUNICATIONS
COMMONWEALTH TELEPHONE COMPANY and
CTSI, LLC d/b/a FRONTIER COMMUNICATIONS
CTSI COMPANY

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POLE ATTACHMENT COMPLAINT REPLY

I. INTRODUCTION

Like so many other power companies, UGI devotes the vast majority of its responsive briefing to arguing that the Commission’s *Pole Attachment Order*¹ should be vacated or ignored.² Indeed, UGI devotes an entire section to the argument that the Commission lacks jurisdiction over ILEC pole attachment rates³ even though the D.C. Circuit unanimously affirmed the Commission’s jurisdiction – and even questioned whether any other interpretation of the Commission’s authority over ILEC pole attachment rates was ever reasonable.⁴ UGI’s

¹ Report and Order and Order on Reconsideration, *In the Matter of Implementation of Section 224 of the Act; A National Broadband Plan for Our Future*, 26 FCC Rcd 5240 (2011), *aff’d*, *Am. Elec. Power Serv. Corp. v. FCC*, 708 F.3d 183 (D.C. Cir. 2013), *cert. denied*, 134 S. Ct. 118 (2013) (“*Pole Attachment Order*” or “*Order*”).

² See also File Nos. EB-12-MD-004, EB-13-MD-007, EB-14-MD-001, EB-14-MD-003, EB-14-MD-002, EB-14-MD-008.

³ See Response to Pole Attachment Complaint at 28 (Aug. 25, 2014) (“Resp.”)

⁴ See *Am. Elec. Power Serv. Corp.*, 708 F.3d at 188 (“uphold[ing] the Commission’s view that ILECs are ‘providers of telecommunications services’ for purposes of § 224(a)(4)” and stating that, “[g]iven our analysis of the relevant language, we very much doubt if the prior interpretation was reasonable”).

response thus confirms why this Pole Attachment Complaint is before the Commission. It is not – as UGI represents – because Commonwealth and CTSI⁵ grudgingly participated in superficial negotiations for a new rental rate.⁶ It is because UGI continues to deny – more than three years after the *Order*'s relevant effective dates – that the *Pole Attachment Order* has any effect at all on the rental rates charged Commonwealth, an ILEC, or CTSI, a CLEC.⁷ UGI's stubborn resistance to the Commission's comprehensive pole attachment reforms, which is so evident in UGI's Response, illustrates why Commonwealth's and CTSI's attempts to secure just and reasonable rental rates through negotiations have failed. Rather than negotiate a just and reasonable rental rate for Commonwealth and provide CTSI the new telecom rate to which it is entitled, UGI demanded that Commonwealth and CTSI pay an even higher rental rate,⁸ [REDACTED]

[REDACTED]

[REDACTED] destroyed any possibility of settlement at the parties' first

⁵ The Complainants in this proceeding are Commonwealth Telephone Company LLC d/b/a Frontier Communications Commonwealth Telephone Company ("Commonwealth"), which is an ILEC, and CTSI, LLC d/b/a Frontier Communications CTSI Company ("CTSI"), which is a CLEC. Because Commonwealth and CTSI are subsidiaries of Frontier Communications Corporation, they are sometimes referred to collectively as "Frontier."

⁶ See, e.g., Resp. at i-ii.

⁷ The effective date of the *Order*'s ILEC reforms is July 12, 2011, and the effective date of the *Order*'s CLEC reforms is June 8, 2011. See 76 Fed. Reg. 40817 (July 12, 2011); 76 Fed. Reg. 26620 (May 9, 2011).

⁸ See Compl. Ex. 8 (Letters from P. Szykman, Vice President – Rates, UGI, to J. Huffine, Section Manager – Network Engineering, Frontier (Feb. 10, 2012)) (demanding payment of an \$18.86 rate per year effective July 12, 2011 (although the effective date for CTSI, a CLEC, should be June 8, 2011, see 76 Fed. Reg. 26620 (May 9, 2011))).

⁹ Reply Ex. A ¶ 3 (Reply Affidavit of Susan L. Knowles (Sept. 15, 2014) ("Knowles Reply Aff.")) [REDACTED]

executive-level meeting by refusing to discuss the *Pole Attachment Order*,¹⁰ and then sought to further delay Commission review by claiming (in direct contradiction to the facts) that Commonwealth and CTSI failed to satisfy the executive-level meeting requirement.¹¹

UGI has further complicated matters by taking various and inconsistent positions depending on the financial benefit to UGI. For example:

- When UGI thought it could foist a rate higher than \$18.70 on Commonwealth and CTSI, it asserted that the higher rate became effective on July 12, 2011.¹² Now that Commonwealth and CTSI have shown that the properly calculated new telecom rate is much lower (\$7.60 for 2012),¹³ UGI argues that the rate cannot take effect until the Commission rules on this Complaint and the parties enter a new agreement.¹⁴
- In 2001, when UGI was able to calculate a higher rate under the Commission’s then-existing telecom formula by classifying its service area as *non-urban*, it did so.¹⁵ Now that UGI can calculate a higher rate under the new telecom formula by classifying its area as *urban* (while improperly using a number of attaching entities

¹⁰ Compl. Ex. B ¶ 4 (Affidavit of Cynthia M. Cormany (May 13, 2014) (“Cormany Aff.”)); Reply Ex. B ¶ 4 (Reply Affidavit of Cynthia M. Cormany (Sept. 15, 2014) (“Cormany Reply Aff.”)).

¹¹ See Resp. Ex. 5 (UGI Motion for Leave to File Motion to Hold Proceeding in Abeyance); see also Compl. Ex. B ¶¶ 2-4 (Cormany Aff.); Reply Exs. B ¶¶ 3-4 (Cormany Reply Aff.), D ¶¶ 2-3 (Reply Affidavit of Todd B. Lewis (Sept. 11, 2014) (“Lewis Reply Aff.”)), C ¶¶ 2-3 (Reply Affidavit of David S. Snyder (Sept. 11, 2014) (“Snyder Reply Aff.”)).

¹² See Compl. Ex. 8 (Letters from P. Szykman, Vice President – Rates, UGI, to J. Huffine, Section Manager – Network Engineering, Frontier (Feb. 10, 2012)) (demanding payment of an \$18.86 rate per year effective July 12, 2011 (although the effective date for CTSI, a CLEC, should be June 8, 2011, see 76 Fed. Reg. 26620 (May 9, 2011))).

¹³ See Reply Exs. A ¶ 36 (Knowles Reply Aff.), E ¶ 4 (Reply Affidavit of Timothy J. Tardiff (Sept. 15, 2014) (“Tardiff Reply Aff.”)). These rates are different from the corresponding \$8.56 and \$9.52 rates provided in the Complaint because Commonwealth and CTSI have updated their rate calculations based on certain information provided in UGI’s Response. See *infra* Section VI.A.

¹⁴ See Resp. at 14-15, 26-27.

¹⁵ See Compl. Ex. 6 at 2 (Letter from E. Sorber, Staff Analyst, UGI, to Jean Heeman, Frontier (Sept. 20, 2001)) (showing the “Average Number of Attachments” as 3); see also Reply Ex. E ¶ 10 (Tardiff Reply Aff.) (noting that “classifying itself as urbanized at that time [*i.e.*, 2001] would have produced a lower rate of \$12.47 instead of \$18.70”).

lower than those presumed in *non-urban* areas¹⁶), it argues that the same service area is *urban*.¹⁷

- When UGI sought to increase CTSI’s rate by distorting the new telecom formula, it recognized that CTSI is entitled to the new telecom rate as a CLEC.¹⁸ Now that UGI concedes that its manipulations of the new telecom formula result in a rate lower than the rate that UGI had been charging CTSI (\$17.53 for 2012 instead of \$18.70), UGI argues that the higher rate applies – even though it claims to charge *every other CLEC* the new telecom rate.¹⁹

In spite of UGI’s transparent gamesmanship, Commonwealth and CTSI sought a negotiated resolution of this matter – even agreeing to an abeyance of this proceeding when it appeared that UGI was willing to address the *Pole Attachment Order* in a second executive-level meeting.²⁰ That effort failed as every prior one did because UGI again refused to budge from its unfounded positions that (1) the *Pole Attachment Order* is not valid or applicable, (2) UGI may continue to charge CTSI, as a CLEC, a rate higher than the new telecom rate, and

¹⁶ As detailed below, the Commission intentionally paired an urban 66% cost multiplier with a presumption of 5 attaching entities in urban areas and a 44% cost multiplier with a presumption of 3 attaching entities in non-urban areas. *See infra* Section VI.B.1; *see also, e.g., Pole Attachment Order*, 26 FCC Rcd at 5305 (¶ 150) (“We adopt a different definition of cost in non-urban areas—namely, 44 percent of fully allocated costs—to address the fact that there typically are fewer attachers on poles in non-urban areas, as reflected by the Commission’s presumptions.”). UGI instead mixes and matches an urban 66% cost multiplier with 2.5 attaching entities (*i.e.*, a number even lower than the 3 attaching entities presumed in non-urban areas). *See, e.g.,* Resp. Ex. 7 ¶ 20 (Affidavit of Melanie J. El Atieh (Aug. 25, 2014) (“El Atieh Aff.”)). This distorts the resulting pole cost, and takes the rate out of parity with the cable rate. *See* Reply Exs. A ¶¶ 56-61 (Knowles Reply Aff.), E ¶¶ 7-8 (Tardiff Reply Aff.).

¹⁷ *See* Resp. Ex. 7 ¶¶ 16-18 (El Atieh Aff.).

¹⁸ *See* Compl. Ex. 8 at 4-5 (Letter from P. Szykman, Vice President – Rates, UGI, to J. Huffine, Section Manager – Network Engineering, Frontier (Feb. 10, 2012)). The primary cause of the distortion is UGI’s improper pairing of the urban 66% cost multiplier with 2.5 attaching entities (*i.e.*, a number even lower than the 3 attaching entities presumed in non-urban areas). *See supra* n.16 and *infra* Section VI.B.1.

¹⁹ *See* Resp. at 19 n.65 (“All CLEC attachers are charged the Telecom Rate.”); *id.* at 15-17 (arguing that the \$18.70 rate charged to CTSI pursuant to its License Agreement is just and reasonable even though the new telecom rate is lower).

²⁰ *See, e.g.,* Reply Exs. B ¶¶ 5-6 (Cormany Reply Aff.), D ¶ 2 (Lewis Reply Aff.).

(3) Commonwealth and CTSI must pay a rate that is *nearly double* the unreasonably high rate that UGI calculates for its cable attachers.²¹ Each of these positions flies in the face of the *Pole Attachment Order*, which (1) has been unanimously affirmed on appeal,²² (2) states that the new telecom rate formula “determine[s] the *maximum* rate[] for pole attachments” of CLECs,²³ and (3) intentionally “provide[d] a reduction in the telecom rate” so that the rate “will, in general, approximate the cable rate.”²⁴

The Commission’s assistance is thus required to ensure that Commonwealth and CTSI receive the just and reasonable rate to which they are entitled. As companies that attach on materially comparable terms,²⁵ they are entitled to a properly calculated new telecom rate (\$7.60 for 2012 and \$8.56 for 2013) as of the effective dates of the *Order*. In light of the recalcitrance of UGI and other electric utilities, the Commission should act quickly to require UGI to properly calculate and apply the new telecom rate as of the appropriate effective date so that the *Order* will finally fulfill its stated purpose to “reduce input costs, such as pole rental rates, [to] expand opportunities for investment,” to provide competitive neutrality for ILECs and other attachers, and to reduce the need for additional Pole Attachment Complaints.²⁶

²¹ UGI seeks to impose an \$18.70 rate on Commonwealth and CTSI and miscalculates the cable rate as \$9.97 for 2012 and \$9.96 for 2013. *See* Resp. Ex. 7 ¶¶ 13, 42 (El Atieh Aff.). The properly calculated cable rates for 2012 and 2013 are \$6.95 and \$7.37, respectively. *See* Reply Exs. A ¶¶ 37, 46 (Knowles Reply Aff.), E ¶ 3 nn.3-4 (Tardiff Reply Aff.).

²² *See Am. Elec. Power Serv. Corp. v. FCC*, 708 F.3d 183 (D.C. Cir. 2013), *cert. denied*, 134 S. Ct. 118 (2013).

²³ *See, e.g., Pole Attachment Order*, 26 FCC Rcd at 5297 (¶ 131) (emphasis added).

²⁴ *Id.* at 5305 (¶ 149); *see also id.* at 5320 (¶ 181) (“Reducing the telecom rate to make it closer to uniform with the cable rate will enable more efficient investment decisions in network expansion and upgrades, most notably in the deployment of modern broadband networks.”).

²⁵ *See* Compl. ¶ 23; *see also infra* Section IV.B.3.

²⁶ *Pole Attachment Order*, 26 FCC Rcd at 5330, 5336-37 (¶¶ 208, 217-18).

II. BACKGROUND

UGI provides an incomplete and inaccurate history of the parties' negotiations.²⁷ The complete picture shows that Commonwealth and CTSI have long sought just and reasonable rates from UGI,²⁸ that UGI responded to their request for reduced rates that comply with the *Pole Attachment Order* by demanding a rate *increase*,²⁹ and that UGI has since thwarted and delayed negotiations in an attempt to evade application of the *Pole Attachment Order*.³⁰

First, the record belies UGI's claim that it "promptly" and "repeatedly" indicated a willingness to negotiate for just and reasonable rates. *See Resp.* at 3. The only support that UGI cites for this claim are emails dated February and August 2013, and a letter sent in April 2014. *Id.* at 3 n.9.³¹ Commonwealth, however, requested just and reasonable rates in September 2011 – *seventeen months* before the first email cited by UGI.³² And UGI's response to that first request was a declaration that Commonwealth and CTSI were required to pay *higher* rental rates.³³ Thus, UGI was far from a prompt and willing participant in negotiations for the just and

²⁷ As they did with their Complaint, Commonwealth and CTSI have taken a conservative approach to confidentiality in this Reply in light of the Confidentiality Agreements between the parties. *See Compl.* at 4.

²⁸ Compl. Ex. 7 (Letter from J. Huffine, Section Manager – Network Engineering, Frontier, to E. Sorber, Senior Engineer Planning & Operations, UGI (Sept. 13, 2011)).

²⁹ Compl. Ex. 8 (Letters from P. Szykman, Vice President – Rates, UGI, to J. Huffine, Section Manager – Network Engineering, Frontier (Feb. 10, 2012)).

³⁰ *See, e.g.*, Compl. Ex. B ¶¶ 2-4 (Cormany Aff.), Reply Exs. B ¶ 4 (Cormany Reply Aff.), C ¶ 3 (Snyder Reply Aff.).

³¹ UGI misdates the April 2014 letter as an April 2013 letter in the footnote on page 3. *Compare Resp.* at 3 n.9 *with Resp.* Ex. 2 (Letter from K. Skjoldal, Eckert Seamans, LLC, to C. Huther, Wiley Rein LLP (Apr. 14, 2014)). *See also Resp.* Ex. 1 (Email from C. Zdebski, Eckert Seamans, LLC, to J. Huffine, Senior Engineer – Network Engineering, Frontier (Aug. 5, 2013)).

³² Compl. Ex. 7 ((Letter from J. Huffine, Section Manager – Network Engineering, Frontier, to E. Sorber, Senior Engineer Planning & Operations, UGI (Sept. 13, 2011)).

³³ Compl. Ex. 8 (Letters from P. Szykman, Vice President – Rates, UGI, to J. Huffine, Section Manager – Network Engineering, Frontier (Feb. 10, 2012)).

reasonable rental rates required by the *Order* for Commonwealth and CTSI as of the July 12 and June 8, 2011 effective dates of the rules, respectively.

Second, UGI's revisionist history depends on its self-serving omission of the attachments to its February 2013 email.³⁴ UGI faults Commonwealth and CTSI for not responding to its February email or proposed draft agreements, but omits the attached letter [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] in no way undermines their longstanding effort to obtain just and reasonable rental rates from UGI.

Third, UGI's attempt to manufacture a dispute over the executive-level meeting requirement is absurd. *See* Resp. at 5-6. The first face-to-face executive-level meeting occurred on April 16, 2014 (before Commonwealth and CTSI filed this Complaint).³⁶ UGI was well-aware that the meeting was scheduled in order to seek a global resolution of this rate dispute and was explicitly premised on the application of the Commission's *Pole Attachment Order*.³⁷ The

³⁴ *See* Resp. Ex. 1 at 3 (Email from C. Zdebski, Eckert Seamans, LLC, to J. Huffine, Senior Engineer – Network Engineering, Frontier (Aug. 5, 2013)) (attaching “Joan Huffine Letter, Exhibits A and B.pdf”).

³⁵ Reply Ex. A ¶ 3 (Knowles Reply Aff.).

³⁶ Compl. Ex. B ¶¶ 2-4 (Cormany Aff.); Reply Exs. B ¶ 3 (Cormany Reply Aff.), C ¶ 2 (Snyder Reply Aff.).

³⁷ *See* Compl. Exs. 7 (Letter from J. Huffine, Section Manager – Network Engineering, Frontier, to E. Sorber, Senior Engineer Planning & Operations, UGI (Sept. 13, 2011)) (seeking renegotiation of rental rate in light of *Pole Attachment Order*); 8 (Letters from P. Szykman, Vice President – Rates, UGI, to J. Huffine, Section Manager – Network Engineering, Frontier (Feb. 10, 2012)) (discussing purported effect of *Pole Attachment Order* on rental rate); 10 (Letters from E. Sorber, Senior Engineer – System Planning & Operations, UGI, to M. Sorber, Frontier (Feb. 25, 2013)) (discussing purported effect of *Pole Attachment Order* on rental rate); Resp. Exs. 1 (Email from C. Zdebski, Eckert Seamans, to J. Huffine, Senior Engineer – Network Engineering, Frontier (Aug. 5, 2013)) (discussing purported effect of *Pole Attachment Order* on rental rate); 3 (Letter from B. Freedson, Eckert Seamans, LLC, to J. Huffine, Senior Engineer –

certified letter sent by Commonwealth and CTSI prior to the meeting summarized the parties' prior correspondence spanning more than 26 months about the effect of the *Pole Attachment Order* on rental rates in order "[t]o assist in making that meeting as productive as possible."³⁸ Then, in response to the letter from UGI's counsel that the meeting would address "those pole attachment fee amounts owed by Frontier to UGI for calendar years 2012 and 2013,"³⁹ [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

The April 16, 2014 meeting was held at UGI's counsel's offices in Harrisburg, Pennsylvania.⁴² Commonwealth and CTSI were represented by David S. Snyder, Vice President – Engineering (whose office is in Gloversville, NY); Cynthia M. Cormany, Senior Manager – Network Engineering (whose office is in Fort Wayne, IN); David W. Morris II, Manager – Engineering (whose office is in Dallas, PA); and outside counsel for Commonwealth and CTSI

Network Engineering, Frontier (Nov. 21, 2013)) (discussing purported effect of *Pole Attachment Order* on rental rate).

³⁸ Resp. Ex. 6 at 1, 4-5 (Letter from C. Cormany, Senior Manager – Engineering, Frontier, to P. Szykman, Vice President – Rates, UGI (Apr. 10, 2014)).

³⁹ Resp. Ex. 2 (Letter from K. Skjoldal, Eckert Seamans, LLC, to C. Huther, Wiley Rein LLP (Apr. 14, 2014)).

⁴⁰ Reply Ex. A at Ex. K-7 (Knowles Reply Aff.) [REDACTED]

⁴¹ *Id.*

⁴² Compl. Ex. B ¶ 3 (Cormany Aff.); Reply Exs. B ¶ 3 (Cormany Reply Aff.), C ¶ 2 (Snyder Reply Aff.).

(whose office is in Washington, DC).⁴³ The Commonwealth and CTSI executives had full and complete authority to make binding decisions on behalf of Commonwealth and CTSI regarding this rate dispute.⁴⁴ Their good faith effort to resolve the dispute at that meeting, however, was thwarted by UGI's refusal even to discuss the parties' longstanding dispute over the interpretation and application of the *Pole Attachment Order* or respond to Commonwealth's and CTSI's settlement offer.⁴⁵

UGI's assertion that the April 16, 2014 meeting did not satisfy the 47 C.F.R. § 1.1404(k) requirement is flat wrong. Nonetheless, Commonwealth and CTSI were open to holding another executive-level meeting when one was requested by UGI in its motion to hold this proceeding in abeyance.⁴⁶ Pleased to learn that UGI was finally willing to discuss the appropriate rental rates for their use of UGI's poles following the relevant effective dates of the *Pole Attachment Order*, Commonwealth and CTSI invited UGI to its counsel's offices in Washington, DC to seek a good-faith resolution of this dispute.⁴⁷ That meeting was held on July 25, 2014.⁴⁸ Commonwealth and CTSI were represented by Todd B. Lewis, Associate Vice President – Engineering (whose office is in Rochester, NY); Joseph J. Starsick, Associate General Counsel (whose office is in Charleston, WV), Reed J. Nelson, Director – Engineering (whose office is in Ranson, WV); David W. Morris II, Manager – Engineering (whose office is in Dallas, PA); Cynthia M. Cormany, Senior Manager – Network Engineering (whose office is in Fort Wayne,

⁴³ Reply Ex. B ¶ 3 (Cormany Reply Aff.).

⁴⁴ Compl. Ex. B ¶ 3 (Cormany Aff.); Reply Exs. B ¶ 3 (Cormany Reply Aff.), C ¶ 2 (Snyder Reply Aff.).

⁴⁵ Compl. Ex. B ¶ 4 (Cormany Aff.); Reply Exs. B ¶ 4 (Cormany Reply Aff.), C ¶ 3 (Snyder Reply Aff.).

⁴⁶ Reply Ex. B ¶ 5-6 (Cormany Reply Aff.).

⁴⁷ *Id.* ¶ 5.

⁴⁸ *Id.*; Reply Ex. D ¶ 2 (Lewis Reply Aff.).

IN), Joan E. Huffine, Senior Engineer – Network Engineering (whose office is in Fort Wayne, IN), and outside counsel for Commonwealth and CTSI (whose office is in Washington, DC).⁴⁹ As at the April meeting, the Commonwealth and CTSI executives had full and complete authority to make binding decisions on behalf of Commonwealth and CTSI regarding this rate dispute.⁵⁰ Although several offers were exchanged, UGI refused to acknowledge the application of the *Pole Attachment Order* and the parties were too far apart to resolve the dispute.⁵¹

In sum, for nearly three years, Commonwealth and CTSI have devoted significant time and incurred considerable expense in the effort to obtain rental rates that comply with the *Pole Attachment Order*. The suggestion that their efforts were made “grudgingly” or in a “superficial” way, *see* Resp. at i-ii, is preposterous. Commonwealth and CTSI continued to pursue a negotiated resolution of this dispute in spite of UGI’s efforts to delay and increase the cost of rate relief by stalling negotiations,⁵² filing a State court lawsuit,⁵³ and requiring executives to travel to Harrisburg for a meeting at which UGI refused to discuss the core issues in dispute.⁵⁴ The record thus shows that Commonwealth and CTSI have done everything possible to obtain a negotiated resolution of this dispute, but that UGI’s actions have ensured that “independent negotiations [were] not . . . alone sufficient to ensure just and reasonable rates,

⁴⁹ Reply Ex. B ¶ 5 (Cormany Reply Aff.).

⁵⁰ *Id.*, Reply Ex. D ¶ 2 (Lewis Reply Aff.).

⁵¹ Reply Exs. B ¶ 6 (Cormany Reply Aff.), D ¶ 3 (Lewis Reply Aff.).

⁵² *See, e.g.*, Resp. at 3 (relying on February and August 2013 emails as evidence of a “prompt” response to Commonwealth’s September 2011 request for just and reasonable rates).

⁵³ Compl. Ex. 12 (Complaint, *UGI Utilities, Inc. – Electric Division v. Commonwealth Telephone Company, LLC, d/b/a Frontier Communications Commonwealth Telephone Company, and CTSI, LLC, d/b/a Frontier Communications CTSI Company*, No. 2014 CV 1236 CV (Court of Common Pleas, Dauphin County, Pennsylvania Feb. 12, 2014)).

⁵⁴ Compl. Ex. B ¶¶ 2-4 (Cormany Aff.); Reply Exs. B ¶¶ 3-4 (Cormany Reply Aff.), C ¶ 3 (Snyder Reply Aff.).

terms and conditions for [the] incumbent LEC[] pole attachments” of Commonwealth,⁵⁵ or for the CLEC attachments of CTSI.

III. CTSI IS A CLEC THAT IS ENTITLED TO JUST AND REASONABLE RENTAL RATES.

Perhaps nowhere is the exercise of UGI’s bargaining power, and the unreasonableness of its negotiating position, more apparent than in its treatment of CTSI, a CLEC. In its Response, UGI urges the Commission to order CTSI to pay the \$18.70 rate contained in its License Agreement until a new agreement is entered.⁵⁶ At the same time, UGI concedes that even it cannot manipulate the Commission’s new telecom formula to produce a rate higher than \$17.53 for 2012 and \$17.51 for 2013. Resp. at 16.⁵⁷ In other words, UGI even tries to foist an unreasonably high rate on a *CLEC*, which has an unqualified right to attach at a rate no higher than the rate produced by the Commission’s new telecom formula.

UGI itself concedes that its treatment of CTSI is fatally flawed – in a footnote, it states unconditionally that “[a]ll CLEC attachers are charged the Telecom Rate.” *Id.* at 19 n.65. It nonetheless seeks to impose a *higher* rate on CTSI. The Commission’s precedents do not permit such a result. Since 1998, the telecom formula has been “used to determine the maximum just and reasonable pole attachment rate for [CLEC] telecommunications carriers.”⁵⁸ The formula

⁵⁵ *Pole Attachment Order*, 26 FCC Rcd at 5327 (¶ 199).

⁵⁶ *See, e.g.*, Resp. at 14 (arguing that the “CTSI License Agreement[] . . . continue[s] to govern Frontier’s existing attachments on UGI’s poles until the parties negotiate new contractual agreements or arrangements”).

⁵⁷ These rates are grossly excessive. The properly calculated cable rates for 2012 and 2013 are \$6.95 and \$7.37, respectively, and the properly calculated new telecom rates for 2012 and 2013 are \$7.60 and \$8.56, respectively. *See* Reply Exs. A ¶¶ 36, 37, 45, 46 (Knowles Reply Aff.), E ¶¶ 3 nn.3-4, 4, 34 (Tardiff Reply Aff.).

⁵⁸ Report and Order, *In the Matter of Implementation of Section 703(e) of the Telecommunications Act of 1996; Amendment of the Commission’s Rules and Policies Governing Pole Attachments*, 13 FCC Rcd 6777, 6823 (¶ 102) (1998).

was revised in the *Pole Attachment Order* in order to result in a rate that is “substantially equivalent to its already adopted cable rates.”⁵⁹ In so doing, the Commission confirmed that the formula continues to determine, as a matter of law, the maximum rate that may be charged a CLEC.⁶⁰ As the Commission’s regulations state, “[w]ith respect to attachments to poles by any telecommunications carrier or cable operator providing telecommunications services, *the maximum just and reasonable rate* shall be the [rate that results from the new telecom formula].” 47 C.F.R. § 1.1409(e)(2) (emphasis added).

Indeed, the Commission was clear that the guidance it provides about existing agreements relates solely to “the Commission’s approach to *incumbent LEC* pole attachment complaints.” 26 FCC Rcd at 5334 (¶ 214) (emphasis added). UGI nonetheless cites the guidance provided by the Commission as though it were applicable to CTSI – entirely ignoring the Commission’s clarification in bold typeface that it was providing “**Guidance Regarding Commission Review of Incumbent LEC Pole Attachment Complaints.**” *Id.* at 5333-38 (¶¶ 214-220). CTSI is a *competitive* (not incumbent) LEC; as such, it is entitled to a rate that is no higher than the properly calculated new telecom rate. For 2012 and 2013, that rate was \$7.60 and \$8.56, respectively.⁶¹

IV. COMMONWEALTH IS AN ILEC THAT IS ENTITLED TO JUST AND REASONABLE RENTAL RATES.

UGI spends the vast majority of its Response on arguments that seek either to (A) render the *Pole Attachment Order*’s ILEC reforms null and void or (B) make them irrelevant to its

⁵⁹ *Am. Elec. Power Serv. Corp.*, 708 F.3d at 188.

⁶⁰ *Id.* (“The new telecom rates . . . apply . . . to telecommunications carriers.”); *Pole Attachment Order*, 26 FCC Rcd at 5297 (¶ 131) (noting that the new telecom formula “determine[s] the *maximum rate*[] for pole attachments” of CLECs) (emphasis added).

⁶¹ Reply Exs. A ¶¶ 36, 45 (Knowles Reply Aff.), E ¶¶ 4, 34 (Tardiff Reply Aff.).

dispute with Commonwealth. These arguments fail as next detailed. The Commission clearly extended rate relief to this situation, where Commonwealth has been unable to obtain just and reasonable rental rates through private negotiations.⁶² Commonwealth gave UGI ample time and every incentive to negotiate.⁶³ UGI's response was to demand *higher* rental rates and to file a Response with this Commission that continues to deny Commonwealth's right to just and reasonable rates. *See, e.g.*, Resp. at 28. Indeed, UGI has still not offered any evidence to show that its \$18.70 demanded rate is reasonable or competitively neutral – it instead concedes that, even under its flawed applications of the FCC's methodologies, the \$18.70 rental rate is nearly double the \$9.96 cable rate calculated by UGI for 2013.⁶⁴ The Commission should reject UGI's attempts to nullify the *Pole Attachment Order's* critical rate reforms and set a just and reasonable rate for Commonwealth.

A. UGI's Attempts To Nullify The *Pole Attachment Order* Should Be Summarily Rejected.

UGI devotes significant briefing to settled questions, arguing (1) that the Commission lacks jurisdiction over ILEC pole attachments, Resp. at 28, (2) that the *Pole Attachment Order's* ILEC reforms are impermissibly retroactive, *id.* at 21-26, and (3) that the *Order* should not take effect until the Commission rules, *id.* at 26-27, and the parties enter a new agreement, *id.* at 14-

⁶² *See Pole Attachment Order*, 26 FCC Rcd at 5327 (¶ 199).

⁶³ *See, e.g.*, Compl. Ex. 7 (Letter from J. Huffine, Section Manager – Network Engineering, Frontier, to E. Sorber, Senior Engineer Planning & Operations, UGI (Sept. 13, 2011)) (requesting rates that comply with the *Pole Attachment Order*); Resp. Ex. 6 (Letter from C. Cormany, Senior Manager – Engineering, Frontier, to P. Szykman, Vice President – Rates, UGI (Apr. 10, 2014)) (summarizing Commonwealth's efforts to obtain a just and reasonable rental rate over a two-and-a-half year period).

⁶⁴ *See* Resp. at 15-16 (arguing that the \$18.70 contract rate is just and reasonable); Resp. Ex. 7 ¶ 42 (El Atieh Aff.) (attesting to \$9.96 cable rate for 2013). The flaws in UGI's calculations are detailed below in Section V. *See also* Reply Exs. A ¶¶ 25-73 (Knowles Reply Aff), E ¶ 3 n.4 (Tardiff Reply Aff.) (calculating UGI's cable rate as \$7.37 for 2013).

15. Each of these arguments is inconsistent with the express terms of the *Pole Attachment Order* and should be summarily rejected. *See infra* Sections IV.A.1-3.

1. It Is Settled Law That The Commission Has Jurisdiction Over ILEC Pole Attachments.

In the final page of its Response, UGI provides possibly the best proof of the road blocks that ILECs, including Commonwealth, have faced in seeking the rate relief that they are entitled to as a matter of federal law. *See Resp.* at 28. For *over three years* after the Commission issued its *Pole Attachment Order*, *over eighteen months* after the D.C. Circuit affirmed that *Order*, and *nearly one year* after the Supreme Court denied further review, UGI continues to argue that the Commission lacks jurisdiction over ILEC pole attachments. This question has been decided: “[T]he Commission has authority to ensure that incumbent LECs’ attachments to other utilities’ poles are pursuant to rates, terms and conditions that are just and reasonable.” 26 FCC Rcd at 5330 (¶ 208). Indeed, the D.C. Circuit questioned whether the statute could sustain any other interpretation. *Am. Elec. Power Serv. Corp.*, 708 F.3d at 188 (“Given our analysis of the relevant language, we very much doubt if the prior interpretation was reasonable.”). By again contesting this settled issue, UGI confirms the reason why Commonwealth has been unable to obtain just and reasonable rates through private negotiations. It is not because Commonwealth “made no meaningful effort to negotiate.” *See Resp.* at i. It is because UGI continues to refuse to face the fact that the Commission properly recognized over three years ago that Section 224 extends the right to just and reasonable rates to all “providers of telecommunications services” – including ILECs – and to reduce its rental rates accordingly. *See, e.g.*, 26 FCC Rcd at 5332 (¶ 211).⁶⁵

⁶⁵ While UGI claims to be making an “as-applied” challenge to the statute that is not precluded by the *Am. Elec. Power Serv. Corp.* opinion, *Resp.* at 28-29 n.74, its brief discussion of the statutory authority issue does not explain why the Commission should interpret the statute

2. There Is Nothing Impermissibly Retroactive About The *Pole Attachment Order*'s ILEC Rate Reforms.

UGI also argues that the *Pole Attachment Order* is impermissibly retroactive. *See* Resp. at 13, 21-26. But the *Pole Attachment Order* merely provided new guidance regarding the Commission's longstanding remedial authority under Section 224 to, "after hearing a complaint and responsive pleadings, . . . take whatever action it deems 'appropriate and necessary' if it finds a particular rate, term, or condition to be unjust or unreasonable."⁶⁶ And it did so on a purely prospective basis.⁶⁷ As the Commission explained, "[w]e decline to apply our new interpretation of section 224 retroactively, and make clear that incumbent LECs only can get refunds of amounts paid subsequent to the effective date of this Order."⁶⁸

differently here than it did in its prior interpretation, which was affirmed by the D.C. Circuit. Indeed, the D.C. Circuit based its affirmance on the Commission's plain language reading of the statute, as well as on its reasonable conclusion that ILECs (which the Commission recognized were generally attached to utility poles pursuant to existing joint use agreements, *see* 26 FCC Rcd at 5334 (¶ 216)) required rate relief because of the rates that resulted from the fact that "power companies [have] a far higher proportion of poles" and a "lesser incentive to share," *Am. Elec. Power Serv. Corp.*, 708 F.3d at 188. Those same facts are presented here. Commonwealth is attached to UGI's poles pursuant to a joint use agreement, and UGI owns 99.2 percent of those poles jointly used by Commonwealth and UGI. *See* Compl. Exs. 9 (Invoice from Commonwealth to UGI for 2013 Pole Attachments (Feb. 6, 2013)) (invoicing UGI for 90 poles (0.8% of the joint use poles)); 10 (Letter from E. Sorber, Senior Engineer – System Planning & Operations, UGI, to M. Sorber, Frontier (Feb. 25, 2013)) (invoicing Commonwealth for 11,854 poles (99.2% of the joint use poles)).

⁶⁶ Memorandum Opinion and Order, *In the Matter of Adoption of Rules for the Regulation of Cable Television Pole Attachments*, 77 FCC 2d 187, 195 (¶ 22) (1980).

⁶⁷ *Nat'l Cable & Telecomms. Ass'n v. FCC*, 567 F.3d 659, 670 (D.C. Cir. 2009) ("[W]e think it readily apparent that the Commission's action has only 'future effect'" because it "purports to alter only the present situation, not the past legal consequences of past actions.") (citation omitted).

⁶⁸ *Pole Attachment Order*, 26 FCC Rcd at 5334 (¶ 214 n.647). For this reason, UGI's suggestions that application of the *Pole Attachment Order* would constitute retroactive ratemaking or violate the Due Process Clause, Resp. at 25-26, are misplaced. The Commission explicitly ensured that its *Order* would have prospective effect only.

Moreover, the Commission’s longstanding authority to change the rates contained in existing agreements has never raised retroactivity concerns. The Commission’s regulations codify its right to “[t]erminate the unjust and/or unreasonable rate” in an existing contract, “[s]ubstitute into the pole attachment agreement the just and reasonable rate . . . established by the Commission,” and “[o]rder a refund, . . . if appropriate.” 47 C.F.R. § 1.1410(a). And the Commission has exercised this authority to substitute a new rate into an existing contract on numerous occasions⁶⁹ – including in the *Georgia Power* case on which UGI relies, where the court upheld the Commission’s decision to replace an existing rate under a contract with a new, just and reasonable rate.⁷⁰

While the prospective application of almost any new rule may upset expectations, such secondary retroactivity is not *per se* unlawful,⁷¹ and UGI has not provided any basis for the Commission to conclude that any arbitrary and capricious secondary retroactivity would result from the prospective application of its new rules as of their effective dates. The Commission considered the relative benefits and burdens of applying its new interpretation of Section 224 to

⁶⁹ See *Teleport Commc’ns Atlanta, Inc. v. Ga. Power Co.*, 16 FCC Rcd 20238, 20239 (¶ 4) (2001) (substituting new rate for “attachments [that] were made under a contract executed by the parties”); *Time Warner Entm’t v. Fla. Power & Light Co.*, 14 FCC Rcd 9149, 9154 (¶ 14) (1999) (substituting new rental rate “for the existing rate in the Agreements”); *Teleprompter of Fairmont, Inc. v. Chesapeake & Potomac Tel. Co.*, 85 FCC 2d 243, 244 (¶ 2) (1981) (“[W]e substituted the maximum just and reasonable rate for the \$4.00 rate set in the contract between the parties.”).

⁷⁰ Resp. at 25 (quoting *Ga. Power Co. v. Teleport Commc’ns Atlanta, Inc.*, 346 F.3d 1033, 1042 (11th Cir. 2003), which affirmed *Teleport Commc’ns Atlanta, Inc. v. Ga. Power Co.*, 16 FCC Rcd 20238 (2001)).

⁷¹ See, e.g., *Nat’l Cable & Telecomms. Ass’n* at 670-71 (requiring agencies to “balance the harmful ‘secondary retroactivity’ of upsetting prior expectations or existing investments against the benefits of applying their rules to those preexisting interests,” but affirming rule in spite of purported secondary effects and noting that “any cautious administrative lawyer would have understood that the Commission could later take precisely the action it decided against [previously because the fact that] agencies may change their minds is, after all, a matter of hornbook law” (emphasis added)).

existing joint use relationships and found that rate relief was strongly in the public interest because “widely disparate pole rental rates distort infrastructure investment decisions and in turn could negatively affect the availability of advanced services and broadband, contrary to the policy goals of the Act.”⁷² Moreover, the Commission’s decision cannot “make[] worthless substantial past investment incurred in reliance upon the prior rule,” as UGI contends.⁷³ The Commission adopted a rate formula that ensures that UGI will be fully compensated for its investment.⁷⁴ Moreover, UGI concedes that it built its network with the understanding that Commonwealth can terminate its joint use agreement and “walk away.”⁷⁵ Under UGI’s view, then, it could not have invested in its network with the expectation of a permanent revenue stream of any amount – let alone of the excessive amounts that it was able to extract from Commonwealth prior to the effective date of the Commission’s *Pole Attachment Order*.

There is therefore nothing impermissibly retroactive about the Commission’s authority to replace the unjust and unreasonable rate in UGI’s agreement with Commonwealth with the just and reasonable rate to which Commonwealth is entitled. The Commission appropriately provided a new interpretation of the statute that applies with respect to ILECs prospectively only as of the July 12, 2011 effective date of the *Order*.

⁷² *Pole Attachment Order*, 26 FCC Rcd at 5243 (¶ 6).

⁷³ Resp. at 24 (quoting *Bowen v. Georgetown Univ. Hosp.*, 488 U.S. 204, 220 (1988)).

⁷⁴ *Pole Attachment Order*, 26 FCC Rcd at 5299 (¶ 137) (“The rate is just, reasonable, and fully compensatory, and our new methodology is grounded in sound economic policies.”).

⁷⁵ See Resp. at 11-12, 18. UGI, of course, knows that Commonwealth cannot terminate the agreement for reasons detailed in Section IV.B.1, including the fact that UGI owns 99.2 percent of the joint use poles at issue in this case.

3. UGI Cannot Delay The *Pole Attachment Order's* Reforms By Requesting A New Effective Date For Refunds.

UGI also argues that any rate relief that is warranted by the *Pole Attachment Order* should not take effect until the Commission finds Commonwealth's rental rate unjust and unreasonable, Resp. at 26-27, and the parties enter a new agreement, *id.* at 14-15. This transparent attempt to further delay the Commission's broad pole attachment reforms should be rejected.

UGI had years of notice regarding the Commission's approach to ILEC attachments. The Commission provided an extensive comment period prior to the April 7, 2011 issuance of its *Order*, which allowed for an exhaustive inquiry into pole attachment rates charged to ILECs. *See* 26 FCC Rcd at 5285 (¶ 96). The Commission then made clear in its *Order* that "incumbent LECs . . . can get refunds of amounts paid subsequent to the effective date of this Order," which was July 12, 2011. *See id.* at 5334 (¶ 214 n.647); 76 Fed. Reg. 40817 (July 12, 2011) (announcing effective date). This provision for refunds was unanimously affirmed on appeal. *See Am. Elec. Power Serv. Corp.*, 708 F.3d at 190-91.

Two months after the *Order's* effective date, Commonwealth promptly sought new rates.⁷⁶ Since that date, UGI – and not Commonwealth – has engaged in a "dilatatory and deliberately protracted effort[]" to delay any reduction of rates under the *Order*. *See* Resp. at 27. UGI sought to *increase* Commonwealth's rates,⁷⁷ stalled negotiations [REDACTED]

⁷⁶ Compl. Ex. 7 (Letter from J. Huffine, Section Manager – Network Engineering, Frontier, to E. Sorber, Senior Engineer Planning & Operations, UGI (Sept. 13, 2011)).

⁷⁷ Compl. Ex. 8 (Letter from P. Szykman, Vice President – Rates, UGI, to J. Huffine, Section Manager – Network Engineering, Frontier (Feb. 10, 2012)).

⁷⁸ Reply Ex. A ¶ 3 (Knowles Reply Aff.).

and derailed negotiations by claiming that the *Pole Attachment Order* is irrelevant to this dispute.⁷⁹ In other words, the delay in this case is entirely attributable to UGI, which should not be rewarded with a delayed effective date for relief to Commonwealth.

Indeed, the transparent purpose of UGI's request becomes clear when its initial communications with Commonwealth are considered: UGI is trying to obtain a later effective date in order to hold onto the highest rates possible for as long as possible. For when UGI thought it could get away with foisting *higher* rates on Commonwealth by misapplying the Commission's new telecom formula (\$18.86 instead of the \$18.70 contract rate), it was more than willing to apply the July 12, 2011 effective date of the *Order*.⁸⁰ Now that Commonwealth has refused to accede to that unreasonable demand – and has shown that the properly calculated new telecom rate is \$7.60 – UGI reverses course and seeks to delay the *Order*'s reforms until the Commission rules and a new agreement is entered.⁸¹ The Commission should reject UGI's request and replace the unjust and unreasonable rate provision in UGI's contract with Commonwealth as of July 12, 2011.⁸²

⁷⁹ Compl. Ex. B ¶ 4 (Cormany Aff.); Reply Exs. B ¶ 4 (Cormany Reply Aff.), C ¶ 3 (Snyder Reply Aff.).

⁸⁰ Compl. Ex. 8 at 1 (Letter from P. Szykman, Vice President – Rates, UGI, to J. Huffine, Section Manager – Network Engineering, Frontier (Feb. 10, 2012)) (“This new rate became effective July 12, 2011, the effective date of the *Order*, and applies to all attachments in existence during the calendar year 2011, pro-rated for the period July 12, 2011 through December 31, 2011 . . .”).

⁸¹ For new telecom rate calculation, *see* Reply Exs. A ¶¶ 36, 45 (Knowles Reply Aff.), E ¶¶ 4, 34 (Tardiff Reply Aff.).

⁸² *See* 47 C.F.R. § 1.1410(a) (providing authority to “[t]erminate the unjust and/or unreasonable rate,” “[s]ubstitute into the pole attachment agreement the just and reasonable rate . . . established by the Commission,” and “[o]rder a refund, . . . if appropriate”); *see also Pole Attachment Order*, 26 FCC Rcd at 5289 (¶ 110), 5290 (¶ 112) (modifying rules “to allow monetary recovery in a pole attachment action to extend as far back in time as the applicable statute of limitations allows” and rejecting argument that “monetary recovery [should be measured] *only* from the date the complaint is filed”); *Am. Elec. Power Serv. Corp.*, 708 F.3d at

B. The *Pole Attachment Order* Extends Rate Relief To Commonwealth.

UGI also seeks to render the *Pole Attachment Order* irrelevant to its dispute with Commonwealth, arguing that (1) the parties’ 1931 contract has not been terminated, *id.* at 9-13, (2) Commonwealth does not lack bargaining power in spite of the fact that it has always owned a tiny fraction of the joint use poles (presently 0.8 percent), *id.* at 17-19, and (3) Commonwealth should not be considered comparable to a CLEC attacher, even though UGI itself has historically treated Commonwealth and CTSI equivalently because they both use UGI’s poles pursuant to comparable terms and conditions, *id.* at 19. These arguments fail for reasons next detailed.

1. Commonwealth Was Not Required To Terminate Its Existing Agreement To Seek Just And Reasonable Rates.

Nothing in the FCC’s pole attachment rules requires an ILEC to terminate an existing agreement before filing a pole attachment complaint. The ILEC complaint rule, 47 C.F.R. § 1.1424, includes no such requirement. It provides an unrestricted right for ILECS to file a complaint “alleging that a rate, term, or condition for a pole attachment is not just and reasonable.” *See* 47 C.F.R. § 1.1424. Moreover, that rule says that ILEC complaints should “follow the same complaint procedures specified for other pole attachment complaints.” *Id.* Those complaint procedures also never mention any requirement to terminate an existing agreement as a pre-condition to filing a complaint.

The *Pole Attachment Order* is consistent with the rules and explicitly authorizes ILECs to file Pole Attachment Complaints without terminating their existing agreements. The Commission stated that “incumbent LECs frequently have access to pole attachments pursuant to

190-91 (affirming *Pole Attachment Order*’s decision to replace prior rule, which permitted “refunds starting at the date of the initial complaint” with a rule that encourages pre-complaint negotiation by allowing refunds “consistent with the applicable statute of limitations” (citation omitted)).

joint use agreements” and decided “that where incumbent LECs have such access, they are entitled to rates, terms and conditions that are ‘just and reasonable’ in accordance with section 224(b)(1).” 26 FCC Rcd at 5328 (¶ 202), 5334 (¶ 216). As a result, the Commission concluded without restriction that “[w]e therefore allow incumbent LECs to file complaints with the Commission challenging the rates, terms and conditions of pole attachment agreements with other utilities.” *Id.* at 5328 (¶ 203). Not a word was written to restrict that right only to ILECs that have terminated their agreements.

Although the Commission noted that ILECs and utilities “have the ability to terminate existing agreements and seek new arrangements, and that, at times, each type of entity has sought to do so,” *id.* at 5335 (¶ 216), the Commission never said that an ILEC *must* terminate an existing agreement as a pre-condition to filing a pole attachment complaint in any circumstance (including where it has the ability to do so). Rather, the Commission explained that in those cases where an ILEC has not terminated its agreement, its inability to do so would be a relevant factor, specifically stating that “[t]o the extent that an incumbent LEC can demonstrate that it genuinely lacks the ability to terminate an existing agreement and obtain a new arrangement, the Commission can consider that as appropriate in a complaint proceeding.” *Id.* at 5335-36 (¶ 216). It also confirmed that it was only “unlikely to find the rates, terms and conditions in existing joint use agreements unjust or unreasonable” where the agreement was entered by an ILEC that was “in a more balanced negotiating position with electric utilities, at least based on relative pole ownership.” *Id.* at 5335 (¶ 216). By definition, then, some complaint proceedings must involve “existing agreements” – agreements that have not been terminated. UGI’s reading of the *Order* directly contradicts this guidance from the Commission.

Moreover, the Commission rejected a proposed rule that would have required contract negotiations prior to the filing of a Pole Attachment Complaint. *See id.* at 5292-95 (¶¶ 119-25). The Commission explained that the rule would have required ILECs to provide “notice of its objections to provisions of a proposed pole attachment agreement, during contract negotiations, as a prerequisite for later bringing a complaint challenging those provisions.” *Id.* at 5293 (¶ 119). The Commission rejected the proposed rule. Instead, it decided to rely on the executive-level discussion requirement of 47 C.F.R. § 1.1404(k), which requires discussions “to resolve the pole attachment dispute” – and *not* discussions regarding a “proposed pole attachment agreement.” *Compare* 47 C.F.R. § 1.1404(k) *with* 26 FCC Rcd at 5293 (¶ 119).

The Commission had good reason for rejecting an approach that would have required termination of every pole attachment agreement. It “carries a significant risk of unduly complicating and delaying the negotiation of pole attachments agreements and the adjudication of disputes over such agreements.” 26 FCC Rcd at 5295 (¶ 124). It would require ILECs to devote the significant time and expense required to terminate and renegotiate an agreement where it is clear that it will be no better situated after all of the effort. This case is a perfect example. The parties’ only dispute relates to Commonwealth’s right to just and reasonable rates. Instead of resolving that ripe issue, UGI would require Commonwealth to first terminate the agreement at issue and replace it with an entirely new agreement of UGI’s choosing in order to file a Pole Attachment Complaint that may need to also include challenges to the new UGI-chosen terms and conditions. The Commission rightly refused to create such a costly, wasteful, and absurd requirement.

The fact that UGI deployed its network with knowledge that Commonwealth had attachments on its poles does not change the fact that termination of the existing agreement is not

required. *See* Resp. at 11-13. When it issued its *Pole Attachment Order*, the Commission necessarily knew that electric companies set taller poles to accommodate third party attachers, including ILECs. The Commission still decided to extend the right to just and reasonable rates to ILECs.⁸³ In so doing, the Commission recognized that electric utilities would recover any costs associated with the use of taller poles because the greater investment for taller poles is accounted for in the FCC’s rate formulas.⁸⁴ The Commission did not – as UGI would prefer – decide that electric utilities could continue to be overcompensated because ILECs are attached to their poles.

Moreover, UGI’s assertion that it has maintained a more expensive pole system because of Commonwealth is hard to believe. *See* Resp. at 12. With the expansion in cable offerings, the 1996 introduction of competition into the local telephone market, and the development of wireless technology, UGI has had every incentive to maintain poles that accommodate multiple attachers because they provide rental income that UGI never envisioned when it entered its agreement with Commonwealth in 1931.

In any event, UGI’s argument that it is entitled to Commonwealth’s payment of the contract rates in perpetuity because it has maintained a network with the expectation that it would always receive excessive rates fails under UGI’s admission that Commonwealth can

⁸³ *See, e.g., Pole Attachment Order*, 26 FCC Rcd at 5328 (¶ 202) (“[W]here incumbent LECs have such access, they are entitled to rates, terms and conditions that are ‘just and reasonable’ in accordance with section 224(b)(1).”).

⁸⁴ All FCC formulas include the gross pole investment in Account 364 as an input in the net pole investment. *See e.g., Consolidated Partial Order on Reconsideration, In the Matter of Amendment of Commission’s Rules and Policies Governing Pole Attachments; Implementation of Section 703(e) of the Telecommunications Act of 1996*, 16 FCC Rcd 12103, 12174 (App. D-2), 12176 (App. E-2) (2001) (“*Reconsideration Order*”).

terminate the agreement and “walk away.” *See* Resp. at 11-12, 18.⁸⁵ Under UGI’s view, then, Commonwealth could remove all of its attachments tomorrow, leaving UGI with the network that it constructed and no rent from Commonwealth. Therefore, even if UGI constructed or maintained its network to support Commonwealth’s attachments, that alone cannot entitle it (even under its own reasoning) to a permanent revenue stream of any amount – let alone of an unjust, unreasonable and anticompetitive amount derived from the imposition of excessive rental rates upon Commonwealth. UGI is only entitled to just and reasonable rates which, by definition, will fully compensate it for its “obligations of pole ownership,” *see id.* at 11.⁸⁶

Finally, even if termination were generally required, it would not be required here because Commonwealth genuinely lacks the ability to terminate its agreement with UGI. The Commission clarified that it would consider the fact that an ILEC “genuinely lacks the ability to terminate an existing agreement *and obtain a new arrangement.*” 26 FCC Rcd at 5336 (¶ 216) (emphasis added). UGI’s Response proves that Commonwealth had no ability to terminate *and obtain a new arrangement* because UGI continues to dispute that Commonwealth even has the right to rates different from those in its agreement. *See, e.g.,* Resp. at 21-28. And UGI has provided no answer to Commonwealth’s claim that it genuinely lacks the ability to terminate the existing agreement given its service needs in Pennsylvania. *See* Compl. ¶ 24. Termination would require Commonwealth to remove its attachments, lines, and appurtenances from nearly

⁸⁵ UGI, of course, knows that Commonwealth cannot terminate the agreement for the reasons detailed below, including the fact that UGI owns over 11,854 poles to which Commonwealth is attached. *See* Compl. Ex. 10 (Letters from E. Sorber, Senior Engineer – System Planning & Operations, UGI, to M. Sorber, Frontier (Feb. 25, 2013)). Indeed, UGI’s 99.2/0.8 percent ownership ratio is what has given UGI the superior bargaining power that it has leveraged to extract unreasonable rates from Commonwealth, which must be remedied under the *Pole Attachment Order*.

⁸⁶ *See Pole Attachment Order*, 26 FCC Rcd at 5299 (¶ 137) (finding that the rate that results from the new telecom formula is “just, reasonable, and fully compensatory.”).

12,000 poles in UGI’s service area,⁸⁷ and would thereby risk significant harm to Commonwealth’s ability to provide reliable service to its customers in Pennsylvania and to meet its carrier-of-last resort and universal service obligations.⁸⁸ Indeed, UGI states that UGI itself “must have access to Commonwealth’s essential facilities.” Resp. at 18. But termination would only require UGI to remove its facilities from 90 joint use poles – while it would require Commonwealth to remove facilities from 11,854 poles.⁸⁹ If UGI finds termination to be an unavailable option for itself under these circumstances, it most certainly is not a genuinely available option for Commonwealth.⁹⁰

2. The High Rates Demanded By UGI Are The Result Of Its Superior Bargaining Power.

UGI also argues that the *Pole Attachment Order* does not apply because “Commonwealth was not and is not in an inferior bargaining position” because its parent is a large corporation. See Resp. at 17-19. But the size of Commonwealth’s parent company is irrelevant. There is no size limitation on the statutory right of ILECs to just and reasonable rates, terms and conditions for pole attachments or to seek relief from the Commission when such rates, terms and conditions are denied. And the Commission declined to add such a limitation when it found that ILECs are entitled to just and reasonable rates while necessarily aware that many ILECs are

⁸⁷ Compl. Ex. 1 at Art. VIII, § 1 (1931 Commonwealth Agreement) (“Upon the termination of any license hereunder, Licensee shall, at its sole expense, remove its wires and appliances from Owner’s poles . . .”).

⁸⁸ See Reply Ex. A ¶¶ 6, 9 (Knowles Reply Aff.).

⁸⁹ UGI’s 2013 invoice charged Commonwealth for 11,854 poles (99.2% of the joint use poles) while Commonwealth’s 2013 invoice charged UGI for 90 poles (0.8% of the joint use poles). See Compl. Exs. 9 (Invoice from Commonwealth to UGI for 2013 Pole Attachments (Feb. 6, 2013)), 10 (Letter from E. Sorber, Senior Engineer – System Planning & Operations, UGI, to M. Sorber, Frontier (Feb. 25, 2013)).

⁹⁰ See, e.g., 26 FCC Rcd at 5329 (¶ 206 n.618).

subsidiaries of large corporations. The Commission instead rightly focused the bargaining power inquiry on relative pole ownership numbers:

Standard economic theories of bargaining predict that each party will consider its best alternative to a negotiated agreement when negotiating. As a hypothetical illustration, if the electric company owned 90% of poles in an area and the incumbent LEC owned 10%, and if the best outside alternative for each party was deploying the remaining needed poles (and having the legal right to do so), the electric utility would face the cost of deploying 10% of poles, while the incumbent LEC would face the cost of deploying 90% of poles. As a result, the incumbent LEC would have less bargaining power than the electric utility.

26 FCC Rcd at 5329 (¶ 206 n.618) (citations omitted). In other words, bargaining power depends on the cost of staying on utility poles when compared with the cost of relocating those facilities – *i.e.*, the “best alternative to a negotiated agreement.” *Id.*; *see also* Reply Ex. E ¶¶ 37-39 (Tardiff Reply Aff.).

Here, UGI does not dispute that it owns 99.2 percent of the joint use poles. Nor does it dispute that it is prohibitively expensive “to walk away” from the joint use relationship. *See* Resp. at 18. What it does ignore is the fact that the cost of walking away is exponentially greater for Commonwealth. Rather than pay rent for use of Commonwealth’s poles, UGI would need to incur the cost of deploying 90 poles. Commonwealth, on the other hand, would need to deploy nearly 12,000 poles. For that reason, UGI has been able to extract unreasonably high rental rates for the nearly 12,000 poles to which Commonwealth is attached. The rental rates – though exorbitant and anti-competitive – are not as exorbitant as the cost of walking away.

3. Commonwealth Is, And Has Always Been Treated As, Comparable To UGI’s CLEC Attachers.

UGI all but concedes that Commonwealth is comparably situated to CTSI and UGI’s other CLEC attachers. It provides one paragraph that asserts, without any supporting pole attachment agreements, that “UGI does not believe that Commonwealth is comparably situated

to its competitors.” *See id.* at 19.⁹¹ It further states that its belief is based on “the terms and conditions of attachment *offered* to all non-incumbent telecommunications attachers,” which it concedes are different from the terms of its executed agreements “where specific provisions have been negotiated.” *Id.* at 19 n.65 (emphasis added).

Moreover, UGI identifies just two purported “benefits” available to Commonwealth: (1) it pays per pole rates when its competitors pay per attachment rates for one foot of space, and (2) it may place its attachments at the lowest available space on the pole. Resp. at 19. The first distinction conflicts with the facts of this case, which involves license agreements that charge a CLEC entity on a “pole/year” basis.⁹² And, even if the distinctions are true in some cases,⁹³ they do not provide Commonwealth a material benefit. For the first, UGI uses one foot of space in its rate calculations for Commonwealth,⁹⁴ thereby equating Commonwealth’s per pole rate with a per attachment rate based on one foot of space. For the second, the placement of Commonwealth’s facilities is dictated by industry practice, and, as a practical matter,

⁹¹ UGI had a duty to file its existing agreements if it wanted to establish that Commonwealth does not attach on terms that are materially comparable to those of its other attachers. *See* 26 FCC Rcd at 5336 (¶ 217 n.660) (“In a complaint where an incumbent local exchange carrier . . . claims comparability to the pole attachment agreements of a telecommunications carrier or cable television system attacher, and it is not able to file such agreements, *the respondent shall have the duty to file such agreements.*”) (emphasis added).

⁹² Compl. Ex. 4 at ¶ 2 (Attachment License Nos. 1-16 Between CTSI and UGI (collectively, the “CTSI License Agreement”).

⁹³ As noted, UGI has not pointed to any agreements as support for these differences. And, although it has also pointed to an Affidavit in support, that Affidavit details UGI’s rate calculations and does not speak to this issue. *See* Resp. at 19 nn.62-64 (citing Resp. Ex. 7 (El Atieh Aff.)); *see also* Resp. Ex. 7 ¶ 5 (El Atieh Aff.) (“[T]his Affidavit responds to Frontier’s most recent proposed annual pole attachment rates, and supporting rate calculation methodologies, as contained in the Knowles Affidavit.”).

⁹⁴ *See, e.g.,* Resp. Ex. 7 at Exs. MJE-1R line A & MJE-10R line A (El Atieh Aff.) (showing a one-foot input for “Space Occupied by Attachment”).

disadvantages Commonwealth by subjecting it to added risk of interference from oversized vehicles.⁹⁵

In contrast to UGI's unsupported and self-interested statements, Commonwealth has pointed to the terms of its agreement with UGI, which are materially comparable to the terms of CTSI's licenses with UGI. *See* Compl. ¶¶ 9, 23. For example, Commonwealth and CTSI are both required to pay make-ready costs,⁹⁶ to obtain permits prior to making attachments,⁹⁷ and to remove attachments following termination of their respective agreements.⁹⁸ Further, UGI imposed the same rates on Commonwealth and CTSI under the agreements and currently demands the same \$18.70 per pole rate from each.⁹⁹ Therefore, Commonwealth – which is attached to UGI's poles on terms and conditions comparable to those of CTSI – is entitled to the same just and reasonable, competitively neutral, and properly calculated new telecom rate that applies to CTSI.¹⁰⁰

V. THE PARTIES' PAYMENT HISTORY DOES NOT UNDERMINE CTSI'S OR COMMONWEALTH'S RIGHT TO JUST AND REASONABLE RATES.

In a last-ditch effort to avoid implementation of the *Pole Attachment Order*, UGI argues that Commonwealth and CTSI are not entitled to relief because (A) they adjusted UGI's invoices and paid estimated undisputed amounts pending resolution of this dispute, and (B) Commonwealth did not adjust the invoice that it sent UGI for the 90 Commonwealth poles to

⁹⁵ *See* Reply Ex. A ¶ 16 (Knowles Reply Aff.).

⁹⁶ Compl. Exs. 1 at Art. VI (1931 Commonwealth Agreement); 4 ¶¶ 2, 3 (CTSI License Agreement).

⁹⁷ Compl. Exs. 1 at Art. III (1931 Commonwealth Agreement); 4 ¶ 4 (CTSI License Agreement).

⁹⁸ Compl. Exs. 1 at Art. XII (1931 Commonwealth Agreement); 4 ¶ 11 (CTSI License Agreement).

⁹⁹ Compl. Exs. 2 at 7 (2001 Supplemental Agreement); 5 (Letter from M. Dingman, Vice President and General Manager, UGI, to K. Crispell, CTSI (Aug. 2, 2001)).

¹⁰⁰ *See Pole Attachment Order*, 26 FCC Rcd at 5336 (¶ 217).

which it is attached. *See* Resp. at 7, 14, 19-21. These arguments are meritless for reasons next detailed.

A. Payment Of Estimated Undisputed Amounts During The Pendency Of This Rate Dispute Was Proper And Justified.

UGI faults Commonwealth and CTSI for paying the amounts that it estimated were due pending resolution of this rate dispute. *Id.* at 19-21. UGI’s argument relies on a mischaracterization of Commonwealth’s and CTSI’s conduct. They did not “unlawfully” help themselves to lower rates. *See id.* at 21. Instead, they first tried to resolve their rate dispute with UGI. Only when they were met with resistance, delay, and ultimately unreasonable demands for *increased* rates did they adjust UGI’s invoices to reflect the amounts they estimated were undisputed pending resolution of the dispute. Compl. ¶¶ 14, 16.

There is nothing in Section 224 of the Act, the pole attachment rules, or FCC Orders that indicates that an attacher must pay disputed charges. Indeed, Commission Staff has indicated that the Commission lacks authority to declare such non-payment unlawful.¹⁰¹ The good-faith payments of Commonwealth and CTSI were lawful, reasonable, and necessitated by UGI’s conduct.

The cases cited by UGI are not to the contrary.¹⁰² The *Level 3* case did not involve the issue of whether it was unlawful to withhold payment (there, of tariffed rates), but rather denied injunctive relief on the basis that the carrier customer had not shown irreparable injury because it

¹⁰¹ *See Appalachian Power Co. v. Capitol Cablevision Corp.*, 49 Rad. Reg. 2d (P&F) 574, 576 (¶ 7) (CCB 1981).

¹⁰² *See* Resp. at 20-21 (citing *Level 3 Commc’ns, LLC v. Telephone Operating Co. of Vermont, LLC*, 2011 WL 6291959 (D. Vt. Dec. 15, 2011); *Nat’l Commc’ns Ass’n v. AT&T Co.*, 2001 WL 99856 (S.D.N.Y. Feb. 5, 2001); *Fiber Techs. Networks, L.L.C. v. Duquesne Light Co.*, 18 FCC Rcd 10628 (EB 2003); *MGC Commc’ns, Inc. v. AT&T Corp.*, 14 FCC Rcd 11647 (1999), *aff’d*, *MGC Commc’ns, Inc. v. AT&T Corp.*, 15 FCC Rcd 308 (1999); *Communique Telecomms., Inc.*, 10 FCC Rcd 10399 (1995); *MCI Telecomms. Corp.*, 62 FCC 2d 703 (1976)).

“could” have paid disputed amounts rather than withholding them.¹⁰³ And the *Level 3* court cited Commission precedent that stated it is “consistent with current . . . practice” even where tariffed rates are involved to pay only the undisputed amounts, stating that it “prevents customers from being forced to pay disputed amounts to avoid service disruptions.”¹⁰⁴ The *Level 3* court further recognized that it can “be unjust to require a party, who is entitled to withhold payment for charges that are the subject of a good faith dispute, to simply pay those charges anyway in order to continue services, especially if that same ransom could be unfairly demanded again in the future.”¹⁰⁵

Similarly, the *MCI Telecommunications* case solely denied emergency relief where the disputed charges could be paid to avoid the need for such relief,¹⁰⁶ and the *Fiber Technologies* case simply held that a pole attachment customer had not proven the requisite irreparable injury for an injunction because it could have paid the charge and then disputed it.¹⁰⁷ It said nothing to suggest that a decision to withhold charges was unlawful. Nor did the *National Communications Association* case, where the issue was solely whether an entity could state a claim for lost profits where it refused to make a deposit that would have triggered its right to lower rates.¹⁰⁸ The court did not suggest that the decision not to pay the deposit was unlawful; it instead merely held that

¹⁰³ See *Level 3*, 2011 WL 6291959 at *11-12.

¹⁰⁴ *Level 3*, 2011 WL 6291959 at *12 (quoting *Verizon Petition for Emergency Declaratory and Other Relief*, 17 FCC Rcd 26884, 26897 (¶ 29) (2002)).

¹⁰⁵ *Id.*

¹⁰⁶ *MCI Telecomms. Corp.*, 62 FCC 2d at 703 (¶ 1) (considering request for emergency relief).

¹⁰⁷ *Fiber Techs. Networks*, 18 FCC Rcd at 10632 (¶ 12).

¹⁰⁸ *Nat’l Commc’ns Ass’n*, 2001 WL 99856, at *6.

the company had not mitigated its damages (as required for a lost profits claim) where it could have paid the deposit and received the lower rates.¹⁰⁹

In the *Communique Telecommunications* case, the Commission did “not rule on the lawfulness of . . . self-help provisions.”¹¹⁰ And the *MGC Communications* case (also involving a tariff regime) is not good law, as the FCC has made clear repeatedly and recently: “[A]n allegation by a carrier that a customer has failed to pay charges specified in the carrier’s tariff fails to state a claim for violation of any provision of the Act,” and “[t]o the extent the Commission’s decision in *MGC* can be read to stand for the proposition that a carrier’s failure to pay access charges violates the Act, *we hold that it is not good law.*”¹¹¹

Commonwealth and CTSI thus acted lawfully and were justified when they adjusted UGI’s invoices to give UGI an incentive to negotiate reduced rates that comply with the *Pole Attachment Order*.¹¹² That UGI still refused to renegotiate its rates is possibly some of the strongest evidence that the Commission must act. There can be no doubt that “market forces and independent negotiations” have not been “alone sufficient to ensure just and reasonable rates, terms and conditions for [Commonwealth’s] pole attachments,” 26 FCC Rcd at 5327 (¶ 199), let alone for CTSI’s.

¹⁰⁹ *Id.* at *6-9.

¹¹⁰ *Communique Telecommc’ns*, 10 FCC Rcd at 10405 (¶ 31).

¹¹¹ *All Am. Tel. Co. v. AT&T Corp.*, 26 FCC Rcd 723, 724 (¶ 2), 732 (¶ 20) (2011) (emphasis added).

¹¹² *See* 26 FCC Rcd at 5337 (¶ 218) (encouraging resolution of rate disputes through private negotiations in order to “reduce the number of disputes for which Commission resolution is required”).

B. Commonwealth Has Charged, And Will Continue To Charge, UGI A Proportionate Rate.

UGI criticizes Commonwealth for invoicing it for 90 poles at the \$18.70 contract rate pending negotiations. *See* Resp. at 7, 14. But Commonwealth’s invoicing followed the Commission’s clear guidance on the rental rate that should be charged an electric utility: “We believe that a just and reasonable rate in such circumstances would be the same proportionate rate charged the electric utility, given the incumbent LEC’s relative usage of the pole (such as the same rate per foot of occupied space).” 26 FCC Rcd at 5337 (¶ 218 n.662).

The \$18.70 rate, when invoiced, was *lower* than the calculated proportionate rate that resulted from the best data available at the time. Reply Ex. A ¶ 23 (Knowles Reply Aff.). Additional data has since become available that reduces UGI’s proportionate rate for 2012 and 2013 to \$16.01 and \$18.01, respectively. *Id.* ¶ 24. But the good faith of Commonwealth’s decision to charge UGI a rate that is *lower* than the most accurate proportionate rate that it could then estimate cannot be questioned. Commonwealth then invoiced UGI – and will continue to invoice UGI when its right to just and reasonable rates is enforced – no more than the “same proportionate rate” it is able to calculate based on available data given the parties’ “relative usage of the pole.” 26 FCC Rcd at 5337 (¶ 218 n.662).

VI. COMMONWEALTH AND CTSI ARE ENTITLED TO PROPERLY CALCULATED JUST AND REASONABLE RATES.

UGI relegates its discussion of the rates that should apply under the Commission’s new telecom formula to an Affidavit. *See* Resp. Ex. 7 (El Atieh Aff.). In so doing, UGI evidences its reluctance to even discuss the proper calculation of rates under the Commission’s new telecom formula. This reluctance is well-founded, for UGI’s rate calculations improperly manipulate the Commission’s formula to increase its profits. As next detailed, (A) the properly calculated new telecom rates for 2012 and 2013, based on new data provided by UGI, are \$7.60

and \$8.56, respectively, and (B) UGI's attempt to calculate rates that are more than double these rates (\$17.53 and \$17.51 for 2012 and 2013, respectively) cannot withstand review.

A. Commonwealth And CTSI Have Revised Their Rate Calculations With Updated Data Provided By UGI.

Commonwealth and CTSI acknowledged when they filed their Complaint that there was likely more accurate non-confidential data for certain inputs to the new telecom rate formula than it had available to use. As a result, they reserved the right to supplement their Complaint with revised calculations should UGI provide updated and more accurate data, particularly with respect to the needed pole count,¹¹³ depreciation reserve,¹¹⁴ and depreciation rate¹¹⁵ information. UGI has provided more accurate data for these three inputs.¹¹⁶ Commonwealth and CTSI, accordingly, have revised their new telecom rate calculations.

Based on the best non-confidential data presently available, the properly calculated "lower bound" new telecom rate in this case remains higher than the properly calculated new telecom rate. As a result, the "lower bound" new telecom rate applies.¹¹⁷

The properly calculated new telecom rate for Commonwealth's and CTSI's attachments to UGI's poles during the 2012 calendar year (using the best data currently available to

¹¹³ See Compl. ¶¶ 29 n.87, 30 n.92; Compl. Exs. A ¶¶ 13 n.10, 21 n.19 (Affidavit of Susan L. Knowles (May 13, 2014) ("Knowles Aff.")), C ¶ 6 n.12 (Affidavit of Timothy J. Tardiff (May 14, 2014) ("Tardiff Aff.")).

¹¹⁴ See Compl. Ex. C ¶ 6 n.9 (Tardiff Aff.).

¹¹⁵ See Compl. Exs. A ¶¶ 13 n.13, 21 n.22 (Knowles Aff.).

¹¹⁶ See Resp. Ex. 7 ¶¶ 11, 29, 31, 33, 40, 48, 50, 52 (El Atieh Aff.).

¹¹⁷ See 47 C.F.R. § 1.1409(e)(2) ("With respect to attachments to poles by any telecommunications carrier or cable operator providing telecommunications services, the maximum just and reasonable rate shall be the higher of the rate yielded by paragraphs (e)(2)(i) or (e)(2)(ii) of this section.").

Commonwealth and CTSI) is \$6.53 per pole.¹¹⁸ This rate was calculated using UGI's 2010 FERC data, a rate of return of 9.56%,¹¹⁹ a pole count of 48,456,¹²⁰ a depreciation rate for poles of 2.10%,¹²¹ the non-urban cost multiplier of 44% based on the parties' overlapping service areas,¹²² and the FCC's rebuttable presumptions of three attaching entities and 24 feet of unusable space.¹²³ This rate was also calculated using an appurtenance factor of 17.94% and a pole height of 40 feet, because Commonwealth and CTSI have rebutted the Commission's presumptions on these points based on experience and available data (as detailed in their supporting Affidavits).¹²⁴

The properly calculated "lower bound" new telecom rate for Commonwealth's and CTSI's attachments to UGI's poles during the 2012 calendar year (using the best data currently available to Commonwealth and CTSI) is \$7.60 per pole.¹²⁵ This rate was calculated using

¹¹⁸ Reply Ex. A ¶ 35 (Knowles Reply Aff.). This estimated rate, calculated using UGI's 2010 FERC data, applies to Commonwealth's and CTSI's attachments during the 2012 rental year. Should Commonwealth or CTSI obtain more complete and accurate non-confidential input information, they reserve the right to supplement their Reply.

¹¹⁹ See Compl. Ex. 14 (Opinion and Order, Dkt. Nos. R-00932862 *et al.*, 1994 Pa. PUC LEXIS 137 (PPUC July 27, 1994)); see also 47 C.F.R. § 1.1404(g)(1)(x) (pointing to "the latest decision of the state regulatory body or state court which establishes this authorized rate of return").

¹²⁰ See Resp. Ex. 7 ¶ 31 (El Atieh Aff.).

¹²¹ *Id.* at ¶ 33.

¹²² See *Pole Attachment Order*, 26 FCC Rcd at 5304-05 (¶¶ 149, 150).

¹²³ 47 C.F.R. §§ 1.1417(c), 1.1418.

¹²⁴ See Compl. Ex. A ¶¶ 13-14, 21-22 (Knowles Aff.) (rebutting the presumption of a 37.5-foot pole); Reply Ex. A ¶¶ 63-66 (Knowles Reply Aff.) (rebutting the presumption of a 37.5-foot pole), 26-29 (rebutting the presumption of a 15% appurtenance factor).

¹²⁵ Reply Exs. A ¶ 36 (Knowles Reply Aff.); E ¶¶ 4, 34 (Tardiff Reply Aff.). This estimated rate, calculated using UGI's 2010 FERC data, applies to Commonwealth's and CTSI's attachments during the 2012 rental year. Should Commonwealth or CTSI obtain more complete and accurate non-confidential input information, they reserve the right to supplement their Reply.

UGI's 2010 FERC data, a pole count of 48,456,¹²⁶ and the FCC's rebuttable presumptions of three attaching entities and 24 feet of unusable space.¹²⁷ This rate was also calculated using an appurtenance factor of 17.94% and a pole height of 40 feet, because Commonwealth and CTSI have rebutted the Commission's presumptions on these points based on experience and available data (as detailed in their supporting Affidavits).¹²⁸

B. Commonwealth And CTSI Have Properly Calculated The Applicable New Telecom Rate.

UGI continues to insist that the new telecom formula results in rates for 2012 (and 2013) that are *more than double* the properly calculated new telecom rate, *more than double* the properly calculated cable rate, *and nearly double* the best rate that UGI is able to manipulate the cable formula to obtain:

Year	Contract Rate Demanded by UGI	New Telecom Rate Calculated by UGI	Cable Rate Calculated by UGI	Properly Calculated New Telecom Non-Urban Rate	Properly Calculated "Lower Bound" New Telecom Non-Urban Rate	Properly Calculated Cable Rate
2012	\$18.70	\$17.53	\$9.97	\$6.53	\$7.60	\$6.95
2013 ¹²⁹	\$18.70	\$17.51	\$9.96	\$6.94	\$8.56	\$7.37

Even a cursory glance at the various rates involved in this case confirms that Commonwealth's and CTSI's calculations are proper because they result in new telecom rates

¹²⁶ See Resp. Ex. 7 ¶ 31 (El Atieh Aff.).

¹²⁷ 47 C.F.R. §§ 1.1417(c), 1.1418.

¹²⁸ See Compl. Ex. A ¶¶ 13-14, 21, 22 (Knowles Aff.) (rebutting the presumption of a 37.5-foot pole); Reply Ex. A ¶¶ 63-66 (Knowles Reply Aff.) (rebutting the presumption of a 37.5-foot pole), 26-29 (rebutting the presumption of a 15% appurtenance factor).

¹²⁹ As with its Complaint, Commonwealth and CTSI estimated the rate that applies for 2013 in order to determine whether the 2012 rate relied on in this Reply is a reasonable benchmark for comparing UGI's demanded \$18.70 rate to the rates applicable to Commonwealth's and CTSI's attachments during other rental years following the effective date of the *Pole Attachment Order*. See also Compl. n.11 (citing Compl. Exs. A ¶¶ 14, 22 (Knowles Aff.); C ¶ 12 (Tardiff Aff.)).

that approach competitive parity with the cable rate.¹³⁰ UGI's manipulations eviscerate the *Pole Attachment Order's* purpose to "largely eliminate[e] the difference in prices charged to cable operators and telecommunications carriers [in order to] significantly reduce the extent to which investment and deployment choices by such providers, and competition more generally, are distorted based on regulatory classifications." 26 FCC Rcd at 5320 (¶ 181).

UGI's distortions of the FCC's methodology fall into two main categories: (1) those that effect the calculation of the space factor and (2) those that increase annual pole costs. These are next detailed.

1. Commonwealth And CTSI Have Properly Calculated The Space Factor.

There are three principal flaws in UGI's calculation of the space factor. *First*, UGI improperly assigns the number of attaching entities as 2.5 instead of 3.¹³¹ Under the Commission's regulations, "[f]or non-urbanized service areas (under 50,000 population), a presumptive average number of attaching entities of three (3)" applies.¹³² Commonwealth and CTSI predominantly provide service in rural communities, and each of the overlapping serving areas in which Commonwealth or CTSI is attached to a UGI-owned pole has a population of 50,000 or less. Reply Ex. A ¶¶ 50, 56 (Knowles Reply Aff.). Because the service area used to determine the average number of attaching entities must be representative of the area for which

¹³⁰ Compl. Exs. A ¶¶ 14, 16, 22, 24 (Knowles Aff.), C ¶¶ 5, 12 (Tardiff Aff.).

¹³¹ *See* Resp. Ex. 7 ¶¶ 20, 46, Exs. MJE-1R line E, MJE-10R line E (El Atieh Aff.); *cf.* Compl. Exs. A ¶¶ 13, 14, 21, 22, Exs. K-2 line 8, K-5 line 8 (Knowles Aff.), C ¶ 10 (Tardiff Aff.); Reply Exs. A ¶¶ 50-55, Revised Exs. K-2 line 8, K-5 line 8 (Knowles Reply Aff.), E ¶¶ 1-14 (Tardiff Reply Aff.).

¹³² 47 C.F.R. § 1.1417(c).

pole attachment rates are being set, the non-urban presumptive average of 3 attaching entities should apply.¹³³

UGI cannot use 2.5 attaching entities in its calculation because it has not rebutted the FCC’s presumptive number of 3 attaching entities.¹³⁴ “In order to be a reasonable reflection of the actual poles to which an attacher is affixed, the average must reflect *only those poles in areas where the attacher is actually affixed.*”¹³⁵ UGI has instead calculated the number of attaching entities based on *all poles* in UGI’s service territory for which UGI “is the vested owner of the pole and at least one foreign (non-UGI) entity is attached to the pole”¹³⁶ – rather than based on the poles to which Commonwealth or CTSI is attached.¹³⁷ UGI then asks the Commission to blindly accept the results of its own review of “Company records” (the results of which have changed over time from 2.3 to 2.5 average attaching entities),¹³⁸ rather than providing access to those records.¹³⁹ This is significant because the data that UGI did provide (Exhibit MJE-8, which was provided to support its distribution pole count) *contradicts* the information that UGI pulled from these “Company records” – showing 16,383 jointly owned poles in 2010 as

¹³³ See *Reconsideration Order*, 16 FCC Rcd at 12137 (¶ 66 n.227); *Order on Review, In re Teleport Commc’ns Atlanta, Inc. v. Ga. Power Co.*, 17 FCC Rcd 19859, 19869 (¶ 25) (2002).

¹³⁴ 47 C.F.R. § 1.1417(c).

¹³⁵ *Teleport Commc’ns Atlanta, Inc.*, 17 FCC Rcd at 19869 (¶ 25) (emphasis added).

¹³⁶ Resp. Ex. 7 ¶ 22 (El Atieh Aff.).

¹³⁷ See Reply Exs. A ¶ 52 (Knowles Reply Aff.), E ¶¶ 12, 14 (Tardiff Reply Aff.).

¹³⁸ See Resp. Ex. 7 ¶ 20 (El Atieh Aff.) (“UGI-ED rebutted the presumption originally with an average number of attaching entities of 2.3 based on Company records, but based on a further review of the Company’s records, . . . I have revised the calculation of the average number of attaching entities to 2.5.”).

¹³⁹ See, e.g., *id.* ¶¶ 20-26.

compared to the 9,789 jointly owned poles used in UGI's average attaching entity calculation.¹⁴⁰

With all of these apparent flaws in its calculation, UGI has failed to rebut the presumptive number of 3 attaching entities.¹⁴¹

Second, UGI improperly uses a 66% multiplier instead of the 44% multiplier that applies to non-urban areas.¹⁴² UGI does not dispute that Commonwealth and CTSI are rural service providers; UGI concedes that its service area is essentially non-urban;¹⁴³ and UGI previously treated its service area as non-urban when invoicing Commonwealth using essentially unchanged census data.¹⁴⁴ Of course, previously treating its service area as non-urban (as opposed to urban) meant that UGI could charge a higher rental rate,¹⁴⁵ making UGI's change of heart on this issue

¹⁴⁰ Compare Resp. Ex. 7 ¶ 22 (El Atieh Aff.) (assuming 9,789 jointly owned poles) with Resp. Ex. 7 at Ex. MJE-8 (Summary) (El Atieh Aff.) (showing 16,383 jointly owned poles (*i.e.*, 4,523 + 2,642 + 9,218 = 16,383)); see also Reply Exs. A ¶ 54 (Knowles Reply Aff.), E ¶ 13 (Tardiff Reply Aff.).

¹⁴¹ See, e.g., 47 C.F.R. § 1.1417(d)(1) ("Each utility shall, upon request, provide all attaching entities and all entities seeking access the methodology and information upon which the utilities presumptive average number of attachers is based."). Additionally, UGI has not calculated a separate average number of attaching entities for urbanized and non-urbanized locations, even though the FCC has required that a utility depart from the presumptive average only where it has developed actual "averages for two areas: (1) urbanized (50,000 or higher population), and (2) non-urbanized (less than 50,000 population)." *Reconsideration Order*, 16 FCC Rcd at 12138 (¶ 67).

¹⁴² See Resp. Ex. 7 ¶¶ 16-18, 45 (El Atieh Aff.); cf. Compl. Exs. A ¶¶ 13, 21, Exs. K-2 line 69, K-5 line 69 (Knowles Aff.), C ¶ 6 n.13 (Tardiff Aff.); Reply Exs. A ¶ 56-61, Revised Exs. K-2 line 69, K-5 line 69 (Knowles Reply Aff.), E ¶¶ 7-10 (Tardiff Reply Aff.).

¹⁴³ See Resp. Ex. 7 ¶ 18 (El Atieh Aff.).

¹⁴⁴ See Compl. Ex. 6 at 2 (Letter from E. Sorber, Staff Analyst, UGI, to J. Heeman, Frontier (Sept. 20, 2001)) (employing the presumptive average of 3 attaching entities for non-urbanized service areas). Compare 2010 Census data, available at http://www.census.gov/newsroom/releases/archives/2010_census/cb12-50.html, click on "list of urban areas" (showing Scranton urbanized population of 381,502 for 2010) with 2000 Census data, available at <http://www.census.gov/geo/reference/docs/ua/ua2k.txt> (showing Scranton urbanized population of 385,237 for 2000).

¹⁴⁵ See Reply Ex. E ¶ 8 (Tardiff Reply Aff.).

particularly suspicious now that UGI's manipulation of the new telecom rate results in higher rates for urban (as opposed to non-urban) areas.

Making matters worse, UGI has coupled the 66% multiplier, which is applicable to *urban* areas, with its unsupported 2.5 number of attaching entities, which is even lower than the FCC's presumption of 3 attaching entities for *non-urban* areas.¹⁴⁶ In other words, UGI mixed and matched inputs in cherry-picking style – using 2.5 and 66% (instead of 3 and 44% or 5 and 66%). In the *Pole Attachment Order*, the Commission specifically and intentionally paired the urban 66% cost multiplier with its presumption of 5 attaching entities in urban areas and the 44% cost multiplier with its presumption of 3 attaching entities in non-urban areas in order to “provide a reduction in the telecom rate, [that] will, in general, approximate the cable rate, advancing the Commission policies.”¹⁴⁷ UGI recognizes this intentional pairing in its own analysis, explaining that it seeks to rebut “the FCC’s presumptive average of attaching entities of five” because it “uses the urbanized area 66% multiplier.”¹⁴⁸

The Commission further explained that “using the same definition of cost in both types of areas would increase the burden pole attachment rates pose for providers of broadband and other communications services in non-urban areas [such as Commonwealth and CTSI], as compared to urban areas.”¹⁴⁹ Applying the urban multiplier with the non-urban number of attaching entities (or, as here, an even lower number) artificially increases the rate and eliminates the competitive neutrality that the new rate inputs were designed to achieve.¹⁵⁰ UGI admits this is true – it

¹⁴⁶ See Resp. Ex. 7 ¶¶ 16-18, 20-26, 45-46 (El Atieh Aff.).

¹⁴⁷ *Pole Attachment Order*, 26 FCC Rcd at 5305 (¶ 149).

¹⁴⁸ Resp. Ex. 7 ¶ 20 (El Atieh Aff.).

¹⁴⁹ *Pole Attachment Order*, 26 FCC Rcd at 5305 (¶ 150).

¹⁵⁰ See *id.* at 5304-05 (¶¶ 149, 150).

rejects the use of 5 attaching entities with its 66% multiplier because it would “drive[] down the Telecom Rate.” Resp. Ex. 7 ¶ 20 (El Atieh Aff.). Driving down the rate to create competitive neutrality, however, is precisely what the *Pole Attachment Order* is designed to achieve.

Third, UGI has improperly used a pole height of 37.5 feet instead of 40 feet.¹⁵¹ Although the Commission’s regulations include a presumptive pole height of 37.5 feet, they expressly provide that a party may rebut that presumption:

With respect to the formulas referenced in § 1.1409(e)(1) and § 1.1409(e)(2), . . . [t]he pole height is presumed to be 37.5 feet. ***These presumptions may be rebutted by either party.***

47 C.F.R. § 1.1418 (emphasis added). Commonwealth and CTSI did just that when they used a 40-foot input based on experience reviewing inventory results and pole attachment agreements.¹⁵² UGI does not question the validity of Commonwealth’s and CTSI’s experience;

[REDACTED]

[REDACTED] in the draft agreement it provided

Commonwealth, which represented its own “starting point on terms and conditions.”¹⁵³

Moreover, UGI attached data to its Response that shows an average pole height that corroborates the fact that its poles, on average, are significantly taller than 37.5 feet.¹⁵⁴ And UGI asserts that it has built and maintained a stronger – and presumably taller – system of poles in order to

¹⁵¹ See Resp. Ex. 7 ¶¶ 11, 12, 27, 40, 41, 46 (El Atieh Aff.); cf. Compl. Exs. A ¶¶ 13-14, 21-22, Exs. K-2 line 9, K-5 line 9 (Knowles Aff.), C ¶ 10 (Tardiff Aff.); Reply Exs. A ¶¶ 63-66, Revised Exs. K-2 line 9, K-5 line 9 (Knowles Reply Aff.), E ¶ 15 (Tardiff Reply Aff.).

¹⁵² See Compl. Ex. A ¶¶ 13, 21 (Knowles Aff.).

¹⁵³ See Resp. Ex. 7 ¶ 27 n.37 (El Atieh Aff.); see also Reply Ex. A ¶ 63 (Knowles Reply Aff.).

¹⁵⁴ See Reply Exs. A ¶ 65 (Knowles Reply Aff.), E ¶ 15 (Tardiff Reply Aff.).

accommodate Commonwealth's attachments.¹⁵⁵ As a result, UGI has failed to contradict Commonwealth's and CTSI's use of a 40-foot joint use pole.

2. Commonwealth And CTSI Have Properly Calculated Annual Pole Costs.

UGI points to five purported flaws in UGI's calculation of its annual pole costs, but none is a flaw.¹⁵⁶ *First*, UGI questions the choice of inputs from page 200 of UGI's FERC Form 1 for total plant investment and depreciation reserve assigned to total plant.¹⁵⁷ According to UGI, Commonwealth and CTSI have improperly mismatched a "total electric utility plant in service" value with a "total electric utility plant" value.¹⁵⁸ UGI's use of values, however, contains a bigger mismatch, in that it pairs a *gross* value that includes more than "total electric utility plant in service" with a *net* value that excludes items that are in the "total electric utility plant in

¹⁵⁵ *See* Resp. at 12. In Section IV.B.1, Commonwealth points out that UGI's claim that it built a stronger system solely to suit Commonwealth is hard to believe. The fact that UGI built a taller system of poles than what was required to accommodate its own attachments, however, is very believable given the many third parties that attach to its poles. *See* Resp. Ex. 7 at Ex. MJE-6 (El Atieh Aff.). In any event, UGI cannot have it both ways – it cannot both argue that it requires higher rates because it has deployed taller poles *and* that those rates should be based on shorter poles.

¹⁵⁶ UGI points to eight differences between its and Commonwealth's and CTSI's rate calculations, but Commonwealth and CTSI have updated their rate calculations to eliminate three of those differences. *See supra* Section VI.A.

¹⁵⁷ *See* Resp. Ex. 7 ¶¶ 34, 53, Exs. MJE-4 lines 3B, 3C, MJE-13 lines 3B, 3C (El Atieh Aff.); *see also id.*, Exs. MJE-2 at 1, MJE-11 at 1 (FERC Form 1, page 200). The difference is between UGI's use of the values at lines 13 and 18 on page 200 and Commonwealth's and CTSI's use of the values at lines 8 and 14 on page 200. *Cf.* Compl. Exs. A at Exs. K-1, p.2, lines 8, 15, K-4, p.2, lines 8, 15 (Knowles Aff.), C at Ex. T-2, Table I, lines 6.1, 10.1, Table II, lines 6.1, 10.1 (Tardiff Aff.); Reply Exs. A at Revised Exs. K-1, p.2, lines 8, 15, K-4, p.2, lines 8, 15 (Knowles Reply Aff.), E at Revised Ex. T-2, Table I, lines 6.1, 10.1 Table II, lines 6.1, 10.1 (Tardiff Reply Aff.).

¹⁵⁸ Resp. Ex. 7 ¶¶ 34, 53 (El Atieh Aff.).

service.”¹⁵⁹ For that reason, Commonwealth and CTSI used the appropriate values, which actually favor UGI in the calculation.¹⁶⁰

Second, UGI questions Commonwealth’s and CTSI’s use of company-wide data for the tax component of the annual charge factor instead of using data specific to its electric plant.¹⁶¹ The flaw in UGI’s approach is evident in the formula that it cites, which expressly calls for use of the total plant when calculating the tax component.¹⁶² Moreover, the distinction between total and electric plant is clear where the formula in full is considered, for its administrative element calculation explicitly calls for “[e]lectric” plant data.¹⁶³

Third, UGI asserts that Commonwealth and CTSI should have calculated a higher net investment per pole by subtracting UGI’s Account 190 amounts from the sum of three other Accounts (Accounts 281, 282 and 283).¹⁶⁴ But Commonwealth’s and CTSI’s calculation correctly follows the Commission’s rules, which require the addition of all four accounts (Accounts 190, 281, 282 and 283) to determine total deferred income taxes, which are then

¹⁵⁹ Reply Exs. A ¶ 68 (Knowles Reply Aff.), E ¶ 20 (Tardiff Reply Aff.).

¹⁶⁰ Reply Exs. A ¶ 68 (Knowles Reply Aff.), E ¶¶ 19-21 (Tardiff Reply Aff.).

¹⁶¹ See Resp. Ex. 7 ¶¶ 36, 55, Exs. MJE-4 lines 5H-K, MJE-13 lines 5H-K (El Atieh Aff.). Cf. Compl. Exs. A at Exs. K-1, p.1, lines 5H-K, K-4, p.1, lines 5H-K (Knowles Aff.), C at Ex. T-2, Table I, lines 6, 10, 17, 20, Table II, lines 6, 10, 17, 20 (Tardiff Aff.); Reply Exs. A at Revised Exs. K-1, p.1, lines 5H-K, K-4, p.1, lines 5H-K (Knowles Reply Aff.), E at Revised Ex. T-2, Table I, lines 6, 10, 17, 20, Table II, lines 6, 10, 17, 20 (Tardiff Reply Aff.).

¹⁶² See Resp. Ex. 7 ¶ 9 (El Atieh Aff.) (citing *Reconsideration Order*, 16 FCC Rcd at 12176 (App. E-2)).

¹⁶³ See *Reconsideration Order*, 16 FCC Rcd at 12176 (App. E-2).

¹⁶⁴ See Resp. Ex. 7 ¶¶ 30, 34, 49, 53, Exs. MJE-1R line J, MJE-4 line 3D, MJE-10R line J, MJE-13 line 3D (El Atieh Aff.). Cf. Compl. Exs. A at Exs. K-1, p.1, line 3D, K-4, p.1, line 3D (Knowles Aff.), C at Ex. T-2, Table I, line 17.1, Table II, line 17.1 (Tardiff Aff.); Reply Exs. A at Revised Exs. K-1, p.1, line 3D, K-4, p.1, line 3D (Knowles Reply Aff.), E at Revised Ex. T-2, Table I, line 17.1, Table II, line 17.1 (Tardiff Reply Aff.).

subtracted from gross investment to produce the net plant investment. Reply Exs. A ¶ 70 (Knowles Reply Aff.), E ¶ 23 (Tardiff Reply Aff.).¹⁶⁵

Fourth, UGI tries to assign error based on Commonwealth's and CTSI's assignment of accumulated deferred income taxes to sub-accounts on a net, instead of gross, basis.¹⁶⁶ This, however, is not an error. Reply Exs. A ¶ 71 (Knowles Reply Aff.), E ¶¶ 24-27 (Tardiff Reply Aff.). The Commission requires that accumulated deferred income taxes be assigned to particular subaccounts, but provides no further guidance regarding how the aggregate amounts available on a utility's FERC Form 1 should be assigned to those subaccounts. *See* Reply Exs. A ¶ 71 (Knowles Reply Aff.), E ¶ 24 (Tardiff Reply Aff.).¹⁶⁷ Commonwealth's and CTSI's assignment was not an error; it was instead an approach that more closely aligns with how the rate of return is developed and applied to determine annual costs. It also more closely aligns with the approach followed by other electric utilities. Reply Exs. A ¶ 71 (Knowles Reply Aff.), E ¶ 27 (Tardiff Reply Aff.).

Fifth, UGI argues that the Commission's 11.25% default rate of return should be used instead of its last state-prescribed rate of return of 9.56%.¹⁶⁸ UGI bases its argument on a

¹⁶⁵ *See Reconsideration Order*, 16 FCC Rcd at 12155-56 (¶ 109), 12176 (App. E-2).

¹⁶⁶ *See* Resp. Ex. 7 ¶¶ 30, 49, Exs. MJE-4 line 1C, MJE-13 line 1C (El Atieh Aff.). *Cf.* Compl. Exs. A at Exs. K-1, p.1, line 1C, K-4, p.1, line 1C (Knowles Aff.), C at Ex. T-2, Table I, line 11, Table II, line 11 (Tardiff Aff.); Reply Exs. A at Revised Exs. K-1, p.1, line 1C, K-4, p.1, line 1C (Knowles Reply Aff.), E at Revised Ex. T-2, Table I, line 11, Table II, line 11 (Tardiff Reply Aff.).

¹⁶⁷ *See also Reconsideration Order*, 16 FCC Rcd at 12176 (App. E-2).

¹⁶⁸ *See* Resp. Ex. 7 ¶¶ 37, 56, Exs. MJE-1R, MJE-4 line 6A, MJE-10R, MJE-13 line 6A (El Atieh Aff.); *cf.* Compl. Ex. 14 (Opinion and Order, Dkt. Nos. R-00932862 *et al.*, 1994 Pa. PUC LEXIS 137 (PPUC July 27, 1994)) (setting forth 9.56% rate of return). Commonwealth and CTSI used the 9.56% rate of return to calculate the new telecom rate, but because the "lower bound" result of that calculation is higher than the new telecom result, and because the "lower bound" rate involves only the administrative and maintenance components, the rate of return is not, in fact, used in calculating the rental rate that applies. *See* Compl. Exs. A ¶¶ 13, 21, Exs. K-

“subsequent base rate proceeding in 1996 . . . [that] was resolved by what is commonly called a ‘black box’ settlement where a certain dollar amount rate increase was allowed but specific elements, such as rate of return, were not decided or prescribed.”¹⁶⁹ The settlement agreement in that proceeding, however, did not vacate the 9.56% rate of return approved in 1994. Indeed, the return on equity adopted in 1994 was recently listed by the Pennsylvania Public Utility Commission as operative. *See* Reply Ex. E ¶ 29 (Tardiff Reply Aff.). There is, therefore, no reason to reject the last authorized rate of return for UGI. Indeed, the 9.56% rate of return from 1994 is more current than the 11.25% default rate of return, which was last revised in 1990¹⁷⁰ and is currently under review at the Commission. That review may very well result in a rate of return that is no more than 9.0%¹⁷¹ – in other words, *lower* than the 9.56% rate of return last set for UGI. The 9.56% rate of return, therefore, remains the appropriate rate of return for UGI’s rate calculations.¹⁷²

VII. CONCLUSION

For the foregoing reasons, the Commission should summarily reject UGI’s many arguments that seek to nullify the *Pole Attachment Order*’s much-needed ILEC and CLEC rate

1, p.1, line 6A, p.2, line 59, K-2 line 60, K-4, p.1, line 6A, p.2, line 59, K-5 line 60 (Knowles Aff.), C ¶¶ 6, 7 n.16, Ex. T-2, Table I, line 39, Table II, line 39 (Tardiff Aff.); Reply Exs. A ¶ 72, Revised Exs. K-1, p.1, line 6A, p.2, line 59, K-2 line 60, K-4, p.1, line 6A, p.2, line 59, K-5 line 60 (Knowles Reply Aff.), E ¶¶ 28-31, Revised Ex. T-2, Table I, line 39, Table II, line 39 (Tardiff Reply Aff.).

¹⁶⁹ Resp. Ex. 7 ¶¶ 37, 56 (El Atieh Aff.).

¹⁷⁰ Order, *In the Matter of Represcribing the Authorized Rate of Return for Interstate Services of Local Exchange Carriers*, 5 FCC Rcd 7507 (1990).

¹⁷¹ Report and Order and Further Notice of Proposed Rulemaking, *In re Connect America Fund*, 26 FCC Rcd 17663, 18055 (¶ 1057) (2011) (“This preliminary analysis would conservatively suggest that the authorized interstate rate of return should be no more than 9 percent.”).

¹⁷² *See* Reply Exs. A ¶ 72 (Knowles Reply Aff.), E ¶¶ 28-31 (Tardiff Reply Aff.); *see also* 47 C.F.R. § 1.1404(g)(1)(x) (pointing to “the latest decision of the state regulatory body or state court which establishes this authorized rate of return”).

reductions and should order UGI to charge Commonwealth and CTSI, effective July 12 and June 8, 2011, respectively, a just and reasonable rate properly calculated pursuant to the new telecom formula. Any other result will render ineffective the Commission's work to "reduce input costs, such as pole rental rates" in order to improve competition and advance innovation. *See* 26 FCC Rcd at 5330 (¶ 208). By expeditiously rejecting each meritless argument presented by UGI, and ordering that Commonwealth and CTSI be charged a properly calculated new telecom rate, the Commission can send a strong signal to UGI and other recalcitrant electric utilities that the Commission will not accept their continued failure to accept or comply with the dictates of the *Pole Attachment Order*.

Respectfully submitted,

COMMONWEALTH TELEPHONE COMPANY
LLC d/b/a FRONTIER COMMUNICATIONS
COMMONWEALTH TELEPHONE COMPANY
and CTSI, LLC d/b/a FRONTIER
COMMUNICATIONS CTSI COMPANY

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Dated: September 15, 2014

CERTIFICATE OF SERVICE

I hereby certify that on September 15, 2014, I caused a copy of the foregoing Pole Attachment Complaint Reply and affidavits in support thereof, to be served on the following (service method indicated):

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, SW
Room TW-A325
Washington, DC 20554
(original and three copies of confidential and public versions by hand delivery)

Kimberly D. Bose, Secretary
Nathaniel J. Davis, Sr., Deputy Secretary
Federal Energy Regulatory Commission
888 First Street, N.E.
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Rosemary Chiavetta, Secretary
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Claire J. Evans

**Before the
Federal Communications Commission
Washington, DC 20554**

COMMONWEALTH TELEPHONE COMPANY)
LLC d/b/a FRONTIER COMMUNICATIONS)
COMMONWEALTH TELEPHONE COMPANY and)
CTSI, LLC d/b/a FRONTIER COMMUNICATIONS)
CTSI COMPANY,)

Complainants,)

v.)

UGI UTILITIES, INC. – ELECTRIC DIVISION,)
Respondent.)

File No. EB-14-MD-007

POLE ATTACHMENT COMPLAINT REPLY EXHIBITS

A	Reply Affidavit of Susan L. Knowles (Sept. 15, 2014), with Revised Exhibits K-1 through K-6 and Exhibits K-7 through K-15.
B	Reply Affidavit of Cynthia M. Cormany (Sept. 15, 2014).
C	Reply Affidavit of David S. Snyder (Sept. 11, 2014).
D	Reply Affidavit of Todd B. Lewis (Sept. 11, 2014).
E	Reply Affidavit of Timothy J. Tardiff, Ph.D. (Sept. 15, 2014), with Revised Exhibit T-2.

Exhibit A

Before the
Federal Communications Commission
Washington, DC 20554

<hr/>)	
COMMONWEALTH TELEPHONE COMPANY)	
LLC d/b/a FRONTIER COMMUNICATIONS)	
COMMONWEALTH TELEPHONE COMPANY and)	
CTSI, LLC d/b/a FRONTIER COMMUNICATIONS)	
CTSI COMPANY,)	
	Complainants,)	File No. EB-14-MD-007
)	
	v.)	
)	
UGI UTILITIES, INC. – ELECTRIC DIVISION,)	
)	
	Respondent.)	
<hr/>)	

REPLY AFFIDAVIT OF SUSAN L. KNOWLES

STATE OF INDIANA)
) ss.
 COUNTY OF ALLEN)

I, SUSAN L. KNOWLES, being sworn, depose and say:

1. I am the Director of Engineering, Centralized Joint Use Team, for the operating subsidiaries of Frontier Communications Corporation. I am responsible for analyzing and negotiating joint use agreements and pole licensing agreements for Commonwealth Telephone Company LLC d/b/a Frontier Communications Commonwealth Telephone Company (“Commonwealth”) and CTSI, LLC d/b/a Frontier Communications CTSI Company (“CTSI”). I filed an Affidavit dated May 13, 2014 in support of Commonwealth’s and CTSI’s Pole Attachment Complaint against UGI Utilities, Inc. – Electric Division (“UGI”).¹ I am executing this Affidavit to respond to certain assertions made by or on behalf of UGI in its August 25, 2014 Response to Commonwealth’s and CTSI’s Pole Attachment Complaint. I know the following of

¹ Compl. Ex. A (Affidavit of Susan L. Knowles (May 13, 2014) (“Knowles Aff.”)).

my own personal knowledge and, if called as a witness in this action, I could and would testify competently to these facts under oath.

A. Commonwealth And CTSI Made A Good-Faith Effort To Negotiate With UGI.

2. As I stated in my May 13, 2014 Affidavit, I have personal knowledge of Commonwealth's and CTSI's effort to renegotiate the rates in their agreements with UGI. Since Commonwealth requested a new rental rate in September 2011, Commonwealth's and CTSI's efforts have been delayed and thwarted by UGI.

3. For example, [REDACTED] UGI assured Commonwealth and CTSI that it would negotiate, but then did not follow through on its promise to be in touch to schedule negotiations. In particular, on October 13, 2011, UGI sent Commonwealth and CTSI a letter in which it stated that "you can expect to hear further from [UGI] in the near future." The next correspondence that Commonwealth and CTSI received four months later from UGI was an invoice applying a higher rate back to July 12, 2011.² [REDACTED]

[REDACTED] Instead, UGI waited until August 5, 2013 (over five months later) to email Commonwealth and CTSI and did not include any possible meeting dates in its email.³

² See Compl. Ex. 8 (Invoices attached to Letters from P. Szykman, Vice President – Rates, UGI, to J. Huffine, Section Manager – Network Engineering, Frontier (Feb. 10, 2012)).

³ See Resp. Ex. 1 (Email from C. Zdebski, Eckert Seamans, to J. Huffine, Senior Engineer – Network Engineering, Frontier (Aug. 5, 2013)).

4. When UGI finally agreed to meet in April 2014, UGI tried to derail the executive-level meeting before it even began. Attached to UGI's Response is a letter from UGI's counsel dated April 14, 2014, in which he asserts that the meeting would address only "those pole attachment fee amounts owed by Frontier to UGI for calendar years 2012 and 2013, pursuant to the pole attachment agreements between UGI, and Commonwealth and CTSI, which remain in full force and effect."⁴ [REDACTED]

It is my understanding that at the April 16, 2014 meeting, UGI refused to discuss the allegations that form the basis of Commonwealth's and CTSI's Pole Attachment Complaint, including the application of the *Pole Attachment Order* to the rental rates applicable to Commonwealth's and CTSI's use of UGI's utility poles or any method for determining just and reasonable pole

⁴ Resp. Ex. 2 (Letter from K. Skjoldal, Eckert Seamans, LLC, to C. Huther, Wiley Rein LLP (Apr. 14, 2014)).

⁵ Report and Order and Order on Reconsideration, In the Matter of Implementation of Section 224 of the Act; A National Broadband Plan for Our Future, 26 FCC Rcd 5240 (2011), aff'd, Am. Elec. Power Serv. Corp. v. FCC, 708 F.3d 183 (D.C. Cir. 2013), cert. denied, 134 S. Ct. 118 (2013).

attachment rates for such attachments.⁶ It is also my understanding that UGI declined to provide a counteroffer to the proposal made by Commonwealth and CTSI at that meeting.⁷

5. Commonwealth and CTSI were nonetheless willing to again meet with UGI when it appeared from UGI's motion to hold this proceeding in abeyance that UGI was finally willing to discuss the appropriate rental rates for their use of UGI's poles following the relevant effective dates of the *Pole Attachment Order*. It is my understanding that the parties engaged in a good faith discussion of the relevant issues at the subsequent July 25, 2014 meeting, but were so far apart in their views of the rates that apply that settlement was not possible.⁸

B. Commonwealth Had No Genuine Ability To Terminate Its Agreement With UGI.

6. In its Response, UGI criticizes the fact that Commonwealth did not terminate its agreement with UGI.⁹ But Commonwealth has not terminated its 1931 Agreement with UGI because termination is not required under the *Pole Attachment Order* and because it does not have a genuine ability to terminate the agreement and obtain a new arrangement. Termination would require Commonwealth to *remove* its attachments, lines, and appurtenances from over 11,800 poles in UGI's service area within one year,¹⁰ and would thereby risk significant harm to

⁶ Compl. Ex. B ¶ 4 (Affidavit of Cynthia M. Cormany (May 13, 2014) ("Cormany Aff.)); Reply Exs. B ¶ 4 (Reply Affidavit of Cynthia M. Cormany (Sept. 15, 2014) ("Cormany Reply Aff.")), C ¶ 3 (Reply Affidavit of David S. Snyder (Sept. 11, 2014) ("Snyder Reply Aff.")).

⁷ Reply Exs. B ¶ 4 (Cormany Reply Aff.), C ¶ 3 (Snyder Reply Aff.).

⁸ Reply Exs. B ¶ 6 (Cormany Reply Aff.); D ¶ 3 (Reply Affidavit of Todd B. Lewis (Sept. 11, 2014)).

⁹ Resp. at 10.

¹⁰ Compl. Ex. 1 at Arts. VIII, § 1 (1931 Commonwealth Agreement) ("Upon the termination of any license hereunder, Licensee shall, at its sole expense, remove its wires and appliances from Owner's poles . . ."), XII (requiring one year notice of termination and providing that "[e]ach party shall within said year after receipt of notice, remove its wires and appliances at its sole

Commonwealth's ability to provide reliable service to its customers in Pennsylvania and to meet its carrier-of-last resort and universal service obligations.

7. The fact that Commonwealth lacks the genuine ability to terminate its agreement and obtain a new arrangement is evident in UGI's Response, as UGI states that UGI itself "must have access to Commonwealth's essential facilities."¹¹ If termination is not an option for UGI, which would need to remove its facilities from 90 joint use poles, it is most certainly not an option for Commonwealth, which would need to remove its facilities from 11,854 joint use poles.¹²

8. Moreover, upon the effective date of termination, Commonwealth would have no ability to make new attachments to UGI's poles. Given UGI's attempts to leverage a rental rate increase following release of the *Order*, and in light of our experience in negotiations with other electric utilities, Commonwealth concluded that it was not genuinely able to terminate its agreement and obtain a new arrangement within one year.

9. The uninterrupted ability to deploy facilities in Pennsylvania is particularly necessary because of Commonwealth's carrier-of-last resort, universal service, and Public Service Commission obligations. The Pennsylvania Utilities Commission has identified Commonwealth as a rural local exchange carrier ("RLEC") and has clarified that:

expense from the poles of the other"); *see also* Compl. Ex. 10 at 2 (Letter from E. Sorber, Senior Engineer – System Planning & Operations, UGI, to M. Sorber, Frontier (Feb. 25, 2013)) (invoicing Commonwealth for its use of 11,854 poles during the 2013 rental year).

¹¹ Resp. at 18.

¹² Recent invoices show that UGI owns 11,854 poles (99.2% of the joint use poles) compared to Commonwealth's 90 poles (0.8% of the joint use poles). Compl. Exs. 9 (Invoice from Frontier to UGI for 2013 Pole Attachments (Feb. 6, 2013)), 10 (Letter from E. Sorber, Senior Engineer – System Planning & Operations, UGI, to M. Sorber, Frontier (Feb. 25, 2013)). $11,854 + 90 = 11,944$ total joint use poles; $11,854 / 11,944 = 99.2\%$ and $90 / 11,944 = 0.8\%$.

RLECs are required *universally* to provide adequate, safe and reliable service and facilities for the convenience of the public *and* the interconnected telecommunications carriers *throughout* their respective service areas. Such COLR obligations extend to the provision of retail telecommunications services anywhere within an RLEC's service territory, and include service quality requirements and public safety obligations in terms of handling 911/E911 call traffic and telecommunications carrier connectivity requirements. Competitive local exchange carriers (CLECs) depend on the RLECs' switched access and "last mile" transport and distribution facilities for originating and completing wireline and wireless call traffic. Under applicable federal law that is enforced by this Commission, the RLECs also have federal eligible telecommunication carrier (ETC) designations and thus qualify for the receipt of certain types and amounts of support from the federal Universal Service Fund (USF). Thus, the RLECs' COLR obligations under state regulation are combined with federal ETC obligations.¹³

10. As a result, Commonwealth lacked any genuine ability to terminate its agreement and obtain a new arrangement to satisfy the needs of customers in Pennsylvania. This is different from the situation presented in Frontier's pending Pole Attachment Complaints regarding attachments to Duke Energy's poles in North and South Carolina.¹⁴ Termination under those agreements would not have required removal of attachments and was not expected to threaten consumer service.

C. UGI's Suggestion That It Has Incurred Extra Costs Because Of Joint Use With Commonwealth Lacks Merit.

11. UGI suggests that its "substantial, necessary capital investments in joint use poles" is somehow attributable to Commonwealth's attachments on the poles.¹⁵ In my opinion, however, UGI has not incurred additional expense in building and maintaining its pole

¹³ See Opinion and Order, Investigation Regarding Intrastate Access Charges and IntraLATA Toll Rates of Rural Carriers and The Pennsylvania Universal Service Fund, 2012 Pa. PUC LEXIS 1297, *1 n.1, *20-21 (Pa. Pub. Util. Comm'n Aug. 9, 2012).

¹⁴ Frontier Commc'ns of the Carolinas LLC v. Duke Energy Progress, Inc., No. EB-13-MD-007; Frontier Commc'ns of the Carolinas LLC v. Duke Energy Carolinas, LLC, No. EB-14-MD-001; Frontier Commc'ns of the Carolinas LLC v. Duke Energy Carolinas, LLC, No. EB-14-MD-002.

¹⁵ Resp. Ex. 7 ¶ 59 (El Atieh Aff.).

infrastructure that is solely attributable to its joint use relationship with Commonwealth. As a preliminary matter, UGI's suggestion that it should be indefinitely entitled to an excessive \$18.70 annual rate from Commonwealth contradicts the Commission's conclusion that ILECs have paid too much for use of electric utility poles and that, where they currently have access to the poles, they "are entitled to rates, terms and conditions that are 'just and reasonable' in accordance with section 224(b)(1)."¹⁶

12. UGI's expenditure argument also ignores the fact that UGI permits many entities – not just Commonwealth – to attach to its poles. As a matter of business practicality, therefore, UGI will necessarily choose to place a taller pole that accommodates more parties (and more rental income for UGI) than a shorter pole. In other words, Commonwealth is not the sole cause of UGI's need to invest in poles. [REDACTED]

[REDACTED] This evidences its decision to deploy a network that accommodates the needs of other attaching entities (and not just Commonwealth).

13. UGI also claims that "Commonwealth's payments made under the Agreement partially offset" UGI's investment costs, as if claiming that Commonwealth's rent payments leave it undercompensated.¹⁷ Given the excessive rents Commonwealth has historically paid, it can hardly be said that it has undercompensated UGI on its investment. Moreover, the Commission has determined that the cable rate and the new telecom rate – rates significantly

¹⁶ The Commission "note[d] that incumbent LECs estimate that, in aggregate, they annually pay pole attachment rates that are \$320 to \$350 million greater than they would pay at the cable rate" and that where ILECs have access to poles, they are entitled to just and reasonable rates, terms, and conditions. *Pole Attachment Order* at 5328, 5330-31 (¶¶ 202, 208).

¹⁷ Resp. Ex. 7 ¶ 59 (El Atieh Aff.).

lower than what Commonwealth has paid – fully compensate electric utility pole owners “because these rates meet or exceed incremental cost, and satisfy all constitutional compensation requirements.”¹⁸ Citing U.S. Supreme Court decisions, the Commission has further stated that “[t]he cable rate formula has been upheld by the courts as just, reasonable, and fully compensatory, and in virtually all cases the new telecom rate will recover at least an equivalent amount of costs.”¹⁹

D. Commonwealth Attaches To UGI’s Poles On Terms And Conditions Similar To Those Of CTSI.

14. In its Response, UGI identifies only two purported “benefits” available to Commonwealth: (1) it pays per-pole rates when its competitors pay per-attachment rates for one foot of space, and (2) it may place its attachments at the lowest available space on the pole.²⁰

15. The first distinction conflicts with the facts of this case, which involves license agreements that charge a CLEC entity (CTSI) on a “pole/year” basis.²¹ It is also a distinction without a difference in this case because UGI uses one foot of space in its rate calculations for Commonwealth,²² thereby equating Commonwealth’s per-pole rate with a per-attachment rate based on one foot of space.

16. For the second, as a practical matter, Commonwealth is *disadvantaged* by placement of its facilities lowest on the pole because that placement subjects it to added risk of

¹⁸ *Pole Attachment Order*, 26 FCC Rcd at 5321 (¶ 183).

¹⁹ *Id.* (citing *Ala. Power Co. v. FCC*, 311 F.3d 1357, 1370-71 (11th Cir. 2002) and *FCC v. Fla. Power Corp.*, 480 U.S. 245, 253-54 (1987)).

²⁰ Resp. at 19.

²¹ Compl. Ex. 4 at ¶ 2 (CTSI License Agreement).

²² *See, e.g.*, Resp. Ex. 7 at Exs. MJE-1R line A & MJE-10R line A (El Atieh Aff.) (showing a one-foot input for “Space Occupied by Attachment”).

interference from oversized vehicles. Also, the placement of Commonwealth's facilities lowest on the pole is dictated by industry practice. The industry "Hierarchy Standard" requires that fiber optic and coaxial cable be placed *above* the existing ILEC copper plant on poles. This well-established standard locates ILEC facilities lowest on the pole for many reasons, including safety and reliability.²³ Those experienced with designing and building communications networks routinely follow the Hierarchy Standard as a matter of course for several reasons:

17. *First*, locating the ILEC's cable at the bottom helps maintain separation between different attachments for reliability and safety reasons, namely to avoid physical contact or interference and to help ensure adequate working space for technicians.

18. *Second*, because of the order in which facilities must be transferred to a new pole, locating the ILEC's cable at the bottom facilitates pole change-outs for ILEC-owned poles²⁴ by allowing the pole owner to transfer facilities and dispose of the replaced pole at one time. This, in turn, reduces double wood situations, which are disfavored in communities and present additional safety issues.

19. *Third*, locating the ILEC's cable at the bottom prevents confusion in the field as to who owns facilities that are located in the communications space. This helps technicians identify facilities and makes pole inventories more efficient and cost effective.

20. *Fourth*, locating the ILEC's cable at the bottom eliminates the potential for criss-crossing facilities, interference between the facilities due to contact and friction, confusion in the field, and National Electrical Safety Code ("NESC") violations. The NESC states that "[a]ll equipment of electric supply and communication lines should be arranged to occupy uniform

²³ *Telcordia Blue Book – Manual of Construction Procedures*, Telcordia Technologies Special Report SR-1421, Issue 5, September 2011 With Revision 1, October 2011 at Section 3.2.1 Hierarchy on Pole at pp. 3-4, 3-5.

²⁴ An ILEC's obligation to change-out poles is a burden instead of benefit to the ILEC.

positions throughout or shall be constructed, located, marked, or numbered so as to facilitate identification by employees authorized to work thereon.” *See* NESC § 220E. The NESC further requires 12 inches separation between messengers supporting communication cables and not less than 4 inches clearance anywhere in the span between the conductors, cables, and equipment of one communication utility to those of another. *See id.* § 235H.

E. Commonwealth Reasonably Invoiced UGI At An \$18.70 Rate Pending Resolution Of This Rate Dispute.

21. UGI takes issue with the fact that Commonwealth invoiced UGI at the \$18.70 rental rate “despite short-paying its own attachment fees.”²⁵ Commonwealth has sought a just and reasonable rental rate from UGI for over three years.²⁶ As I detail above (*see* Section A) that effort has been met with delay and demands from UGI for an *increased* rate. In light of UGI’s resistance, Commonwealth and CTSI decided to adjust UGI’s invoices in order to give UGI additional incentive to negotiate new rental rates using the guidance provided by the *Pole Attachment Order*. Commonwealth and CTSI also sought to minimize the refund that UGI would need to pay to Commonwealth and CTSI once their right to a just and reasonable rate was recognized by UGI or enforced by the Commission.

22. Commonwealth and CTSI remitted payment on the invoices at estimated rental rates that it calculated using the FCC’s new telecom formula and the best available

²⁵ Resp. at 7.

²⁶ *See* Compl. Ex. 7 (Letter from J. Huffine, Section Manager – Network Engineering, Frontier, to E. Sorber, Senior Engineer Planning & Operations, UGI (Sept. 13, 2011)) (requesting just and reasonable rates).

information.²⁷ Commonwealth's and CTSI's payments were good-faith payments pending resolution of this dispute.

23. Commonwealth did not adjust the \$18.70 rental rate that it invoiced UGI pending resolution of this dispute.²⁸ When invoiced, the \$18.70 rental rate was *lower* than the estimated proportionate rental rate that UGI should pay to Commonwealth using the FCC's new telecom formula and the best information then available. Based on the best information then available, UGI's proportionate 2012 rate was \$20.36 and 2013 rate was \$20.28.²⁹ Commonwealth's invoicing thus was *more generous* than what Commonwealth could have invoiced following the Commission's guidance that "a just and reasonable rate in such circumstances would be the same proportionate rate charged the electric utility, given the incumbent LEC's relative usage of the pole (such as the same rate per foot of occupied space)."³⁰

24. Additional data has since become available which reduces UGI's proportionate rate for 2012 and 2013 to \$16.01 and \$18.01, respectively. After Commonwealth's right to a just and reasonable rate is enforced in this proceeding, Commonwealth will invoice UGI at a rate that is not higher than the "proportionate rate" that Commonwealth is able to calculate based on the best available data in light of UGI's "relative usage of the pole"³¹ and true up any payments made to date.

²⁷ Commonwealth's and CTSI's good-faith payments differ from the rates proposed in their Reply because they were based on the best information available to Commonwealth and CTSI at that time. Commonwealth's and CTSI's proposed rates in this Reply incorporate some additional information provided by UGI in its Response.

²⁸ See Compl. Ex. 9 (Invoice from Commonwealth to UGI for 2013 Pole Attachments (Feb. 6, 2013)).

²⁹ The rate calculations supporting these figures were provided to UGI as noted on page 4 of Resp. Ex. 6 (attaching "Estimated 2012 and 2013 rate calculations).

³⁰ *Pole Attachment Order*, 26 FCC Rcd at 5337 (¶ 218 n.662).

³¹ *Id.*

F. The Pole Count, Depreciation Reserve, Depreciation Rate, And Appurtenance Information Provided By UGI Requires A Revision Of My Prior Estimates Of Just And Reasonable Rates.

25. With Commonwealth's and CTSI's Pole Attachment Complaint, I estimated the just and reasonable rates for Commonwealth's and CTSI's attachment to UGI's poles for the 2012 and 2013 rental years using the FCC's new telecom formula, and attached Exhibits K-1 through K-6 in support.³² I noted that my calculations were based on the best data available at the time, and that I would revise my estimates should UGI provide missing data.³³ I specifically pointed out that I needed updated pole count³⁴ and depreciation rate³⁵ information from UGI. In its Response, UGI provided updated information for these two inputs, and I have used them in my revised calculations.³⁶ In addition, Dr. Tardiff noted that UGI may also have more accurate depreciation reserve information.³⁷

1. Appurtenance Factor.

26. In my May 13, 2014 Affidavit, I used the FCC's presumption that 15% of a company's pole costs are attributable to appurtenances because UGI had not then provided the information from its continuing property records needed to calculate an actual value.³⁸ UGI also

³² See Compl. Ex. A ¶¶ 11-25, Exs. K-1 – K-6 (Knowles Aff.).

³³ See *id.* ¶¶ 6-7.

³⁴ *Id.* ¶¶ 13 n.10, 21 n.19.

³⁵ *Id.* ¶¶ 13 n.13, 21 n.22.

³⁶ See Resp. Ex. 7 ¶¶ 11, 29, 31, 33, 40, 48, 50, 52 (El Atieh Aff.).

³⁷ Compl. Ex. C ¶ 6 n.9 (Affidavit of Timothy J. Tardiff, Ph.D. (May 14, 2014)).

³⁸ See Compl. Ex. A at Exs. K-1 p.2 line 38, K-2 line 18, K-4 p.2 line 38, K-5 line 18 (Knowles Aff.); see also Memorandum Opinion and Order on Reconsideration, *In the Matter of Amendment of Rules and Policies Governing the Attachment of Cable Television Hardware to Utility Poles*, 4 FCC Rcd 468, 469 (¶ 9) (1989) (“The utility maintains the records regarding its

used the FCC’s default appurtenance factor of 15%.³⁹ The appurtenance factor is designed to “eliminate the investment in crossarms and other non-pole related items” from Account 364.⁴⁰ The FCC’s 15% appurtenance ratio for electric companies is a rebuttable presumption to be used if no party “chooses to present probative, direct evidence on the actual investment in non-pole-related appurtenances.”⁴¹

27. In its Response, UGI provided data that permits me to now calculate a more accurate appurtenance factor.⁴² Specifically, UGI provided detailed information on its Account 364 records, including costs for crossarms and other appurtenances.⁴³ I have analyzed this data in depth and have calculated the actual appurtenance factor that should apply in place of the presumption for the 2012 and 2013 rental years. The end result is that UGI’s company records establish that UGI’s appurtenance costs are actually higher than 15%.

28. The table below summarizes my analysis of UGI’s company records (with the detailed support attached in Exhibit K-8) and shows that the appurtenance factor for 2012 should be 17.94%.⁴⁴

investments and is in the best position to provide information regarding non-pole-related appurtenances.”).

³⁹ See Resp. Ex. 7 at Exs. MJE-1R line G, MJE-4 line E (2012 rate calculations) and MJE-10R line G, MJE-13 line E (2013 rate calculations) (El Atieh Aff.).

⁴⁰ Consolidated Partial Order on Reconsideration, In the Matter of Amendment of Commission’s Rules and Policies Governing Pole Attachments; Implementation of Section 703(e) of the Telecommunications Act of 1996, 16 FCC Rcd 12103, 12122-23 (¶ 32) (2001) (“Reconsideration Order”)

⁴¹ Report and Order, In the Matter of Amendment of Rules and Policies Governing the Attachment of Cable Television Hardware to Utility Poles, 2 FCC Rcd 4387, 4390 (¶ 19) (1987).

⁴² See Resp. Ex. 7 at Exs. MJE-8, MJE-15 (El Atieh Aff.).

⁴³ See id.

⁴⁴ See Ex. K-8 and Resp. Ex. 7 at Ex. MJE-8 (El Atieh Aff.).

UGI Account 364 - YE2010 Data for 2012 Rates			
Account	Description	Number of Units	Cost
Pole-Related			
364200	Poles 100 0/0	32,065	\$ 16,776,845.54
364300	Poles 50 Veriz	4,523	\$ 1,425,868.91
364400	Poles 50 Comm	2,642	\$ 343,132.09
364500	Poles 50 Unidf	9,218	\$ 547,611.12
	Pole Total		\$ 19,093,457.66
364600	Anchor & Guy	28,354	\$ 4,382,666.86
	Pole-Related Total		\$ 23,476,124.52
Non Pole-Related			
364100	Towers and Clearing R/W	8	\$ 16,629.43
364600	Arms	24,112	\$ 2,260,888.83
364600	Brackets	18,452	\$ 948,877.54
364600	Conduit	575	\$ 11,969.48
364600	Misc	33	\$ 639.85
364600	Pins	38,951	\$ 848,952.90
364600	Pole Top Ext	3,778	\$ 349,705.09
364600	Racks	37,398	\$ 694,350.83
	Non Pole-Related Total	123,307	\$ 5,132,013.95
	Account 364 Total	200,109	\$ 28,608,138.47
	Appurtenance %		17.94%

29. For 2013, the table below summarizes my analysis of UGI's company records (with the detailed support attached in Exhibit K-9) and shows that the appurtenance factor should be 17.29%.⁴⁵

⁴⁵ See Ex. K-9 and Resp. Ex. 7 at Ex. MJE-15 (El Atieh Aff.).

UGI Account 364 - YE2011 Data for 2013 Rates			
Account	Description	Number of Units	Cost
Pole-Related			
364200	Poles 100 0/0	32,161	\$ 18,249,485.47
364300	Poles 50 Veriz	4,512	\$ 1,451,349.55
364400	Poles 50 Comm	2,643	\$ 371,122.98
364500	Poles 50 Unidf	9,218	\$ 547,611.12
	Pole Total		\$ 20,619,569.12
364600	Anchor & Guy	28,719	\$ 4,530,355.47
	Pole-Related Total		\$ 25,149,924.59
Non Pole-Related			
364100	Towers and Clearing R/W	8	\$ 16,629.43
364600	Arms	23,596	\$ 2,349,727.46
364600	Brackets	18,292	\$ 940,765.46
364600	Conduit	575	\$ 11,969.48
364600	Misc	31	\$ 640.25
364600	Pins	40,240	\$ 948,987.86
364600	Pole Top Ext	2,442	\$ 308,281.11
364600	Racks	37,563	\$ 681,706.99
	Non Pole-Related Total	122,747	\$ 5,258,708.04
	Account 364 Total	200,000	\$ 30,408,632.63
	Appurtenance %		17.29%

2. 2012 Estimated Rates.

30. Attached are Revised Exhibits K-1 through K-3, which show my new calculations for the 2012 rental year based on the updated pole count, depreciation reserve, depreciation rate, and appurtenance information provided by UGI in its Response.

31. Revised Exhibit K-1 includes spreadsheets showing the data that I now use for my calculations for estimated just and reasonable per pole rates for Commonwealth's and CTSI's attachments to UGI's poles for the 2012 rental year. The data are derived from UGI's 2010 FERC Form 1, which is on file with the Federal Energy Regulatory Commission ("FERC"), and other best non-confidential data currently available to Commonwealth and CTSI.

32. Revised Exhibit K-2 includes my calculations for estimated just and reasonable per pole rates for Commonwealth's and CTSI's attachments to UGI's poles for the 2012 rental

year. To calculate the estimated rate that applies, I calculated both the per pole rate that results from the FCC's new telecom formula and the per pole rate that results from the FCC's "lower bound" new telecom formula. Using the best non-confidential data presently available, the properly calculated "lower bound" new telecom rate is higher than the properly calculated new telecom rate. As a result, the "lower bound" new telecom rate applies.⁴⁶

33. To calculate the per pole rate under the new telecom rate formula, I used the following identical data identified in my Complaint Affidavit:

- (1) UGI's 2010 FERC data,
- (2) 1 foot of usable space occupied by Commonwealth and CTSI,⁴⁷
- (3) 8 feet of usable space occupied by UGI,⁴⁸
- (4) The FCC's rebuttable presumptions of 3 attaching entities and 24 feet of unusable space.⁴⁹
- (5) 40-foot pole height,⁵⁰
- (6) UGI's last state-approved rate of return of 9.56%,⁵¹ and
- (7) the non-urban cost multiplier of 44% based on the parties' overlapping service areas.⁵²

⁴⁶ See 47 C.F.R. § 1.1409(e)(2).

⁴⁷ The Commonwealth and CTSI agreements do not allocate usable space to the parties. I used the Commission's rebuttable presumption of 1 foot of usable space to determine the new telecom rate that should approximate the cable rate. 47 C.F.R. § 1.1418.

⁴⁸ This 8-foot amount is based on my experience reviewing hundreds of agreements and my experience reviewing pole inventory results. Based on this experience, the space allocated to and occupied by power companies is at least 8 feet.

⁴⁹ 47 C.F.R. §§ 1.1417(c), 1.1418.

⁵⁰ In my experience, pole attachment agreements generally define a standard joint use pole as 40 feet tall, and pole inventories generally confirm that the average power company utility pole is at least 40 feet tall.

⁵¹ See Compl. Ex. 14 (Opinion and Order, Dkt. Nos. R-00932862 *et al.*, 1994 Pa. PUC LEXIS 137 (PPUC July 27, 1994)); *see also* 47 C.F.R. § 1.1404(g)(1)(x) (pointing to "the latest decision of the state regulatory body or state court which establishes this authorized rate of return").

34. The following four inputs have been revised from what I used in my Complaint Affidavit:

- (1) a pole count of 48,456,⁵³
- (2) a depreciation rate for poles of 2.10%,⁵⁴
- (3) more accurate depreciation reserve information provided in UGI's Response,⁵⁵ and
- (4) an appurtenance factor of 17.94%.⁵⁶

35. As shown in Revised Exhibit K-2, the end result is an estimated just and reasonable per pole new telecom rate of \$6.53 for Commonwealth's and CTSI's attachments to UGI's poles during the 2012 rental year.

36. To calculate the per pole rate under the "lower bound" new telecom rate formula, I again used UGI's 2010 FERC data, a pole count of 48,456, an appurtenance factor of 17.94%, and the FCC's rebuttable presumptions of 3 attaching entities and 24 feet of unusable space. As explained above, I also allocated 1 foot of usable space to Commonwealth and CTSI and 8 feet of usable space to UGI, and I used a 40-foot pole height. As shown in Revised Exhibit K-2, the end result is an estimated just and reasonable "lower bound" new telecom per pole rate of \$7.60 for Commonwealth's and CTSI's attachments to UGI's poles during the 2012 rental year.

⁵² See *Pole Attachment Order*, 26 FCC Rcd at 5304-05 (¶¶ 149, 150).

⁵³ See Resp. Ex. 7 ¶ 31 (El Atieh Aff.). This pole count is substantially higher than the 2001 count of 42,803 that I relied on in my Complaint Affidavit. The increased pole count has a relatively substantial impact in lowering the rates.

⁵⁴ Resp. Ex. 7 ¶ 33 (El Atieh Aff.).

⁵⁵ In its Response, UGI provided data on depreciation reserve in subaccounts. Dr. Tardiff advises that this actual information is likely more accurate than the estimated depreciation reserve relied on in Frontier's Complaint calculations.

⁵⁶ See *supra* ¶ 28 and Ex. K-8.

Because this rate is higher than the new telecom rate calculated in paragraph 35, the \$7.60 per pole “lower bound” new telecom rate applies.⁵⁷

37. For comparative purposes, I have included in Revised Exhibit K-2 my calculation of the estimated cable rate for 2012, using the best non-confidential data presently available. When I calculated the cable rate, I applied all standard FCC presumptions except for the appurtenance factor, for which I used the actual 17.94% value. The end result is an estimated cable rate of \$6.95.

38. I have also calculated the 2012 rental obligations that would result from the estimated per pole “lower bound” new telecom rates calculated in Revised Exhibit K-2. Attached as Revised Exhibit K-3 are my estimated rental calculations. Revised Exhibit K-3 shows that the estimated just and reasonable rates for Commonwealth’s attachments to UGI’s poles during the 2012 rental year should result in an estimated annual rental obligation of \$89,300.00 for Commonwealth and \$1,440.90 for UGI. Revised Exhibit K-3 also shows that the estimated just and reasonable rates for CTSI’s attachments to UGI’s poles during the 2012 rental year should result in an estimated annual rental obligation of \$35,841.60 for CTSI.⁵⁸

3. 2013 Estimated Rates.

39. Attached are Revised Exhibits K-4 through K-6, which show my new calculations for the 2013 rental year based on the updated pole count, depreciation reserve, depreciation rate, and appurtenance information provided by UGI in its Response. These calculations are provided for comparative purposes to determine whether the estimated rates for the 2012 rental year serve

⁵⁷ See 47 C.F.R. § 1.1409(e)(2).

⁵⁸ Revised Exhibit K-3 estimates no rentals that UGI would owe CTSI because CTSI does not own poles to which UGI is attached.

as appropriate benchmarks for comparing UGI's demanded rates for each of the rental years following the effective date of the *Pole Attachment Order*.

40. Attached as Revised Exhibit K-4 are spreadsheets showing the data that I used for my calculations for estimated just and reasonable per pole rates for Commonwealth's and CTSI's attachments to UGI's poles for the 2013 rental year. The data are derived from UGI's 2011 FERC Form 1, which is on file with FERC, and other best non-confidential data currently available to Commonwealth and CTSI.

41. Attached as Revised Exhibit K-5 are my calculations for estimated just and reasonable per pole rates for Commonwealth's and CTSI's attachments to UGI's poles for the 2013 rental year. To calculate the estimated rate that applies, I calculated both the per pole rate that results from the FCC's new telecom formula and the per pole rate that results from the FCC's "lower bound" new telecom formula. Using the best non-confidential data presently available, the properly calculated "lower bound" new telecom rate is higher than the properly calculated new telecom rate. As a result, the "lower bound" new telecom rate applies.⁵⁹

42. To calculate the per pole rate under the new telecom rate formula, I used the following identical data identified in my Complaint Affidavit:

- (1) UGI's 2011 FERC data,
- (2) 1 foot of usable space occupied by Commonwealth and CTSI,⁶⁰
- (3) 8 feet of usable space occupied by UGI,⁶¹

⁵⁹ See 47 C.F.R. § 1.1409(e)(2).

⁶⁰ The Commonwealth and CTSI agreements do not allocate usable space to the parties. I used the Commission's rebuttable presumption of 1 foot of usable space to determine the new telecom rate that should approximate the cable rate. 47 C.F.R. § 1.1418.

⁶¹ This 8-foot amount is based on my experience reviewing hundreds of agreements and my experience reviewing pole inventory results. Based on this experience, the space allocated to and occupied by power companies is at least 8 feet.

- (4) The FCC's rebuttable presumptions of 3 attaching entities and 24 feet of unusable space.⁶²
- (5) 40-foot pole height,⁶³
- (6) a depreciation rate for poles of 2.08%,⁶⁴
- (7) UGI's last state-approved rate of return of 9.56%,⁶⁵ and
- (8) the non-urban cost multiplier of 44% based on the parties' overlapping service areas.⁶⁶

43. The following three inputs have been revised from what I used in my Complaint

Affidavit:

- (1) a pole count of 48,542,⁶⁷
- (2) more accurate depreciation reserve information provided in UGI's Response,⁶⁸ and
- (3) an appurtenance factor of 17.29%.⁶⁹

⁶² 47 C.F.R. §§ 1.1417(c), 1.1418.

⁶³ In my experience, pole attachment agreements generally define a standard joint use pole as 40 feet tall, and pole inventories generally confirm that the average power company utility pole is at least 40 feet tall.

⁶⁴ See Compl. Ex. A ¶ 21 & n.22 (Knowles Aff.); Resp. Ex. 7 ¶ 52 (El Atieh Aff.).

⁶⁵ See Compl. Ex. 14 (Opinion and Order, Dkt. Nos. R-00932862 *et al.*, 1994 Pa. PUC LEXIS 137 (PPUC July 27, 1994)); see also 47 C.F.R. § 1.1404(g)(1)(x) (pointing to "the latest decision of the state regulatory body or state court which establishes this authorized rate of return").

⁶⁶ See *Pole Attachment Order*, 26 FCC Rcd at 5304-05 (¶¶ 149, 150).

⁶⁷ See Resp. Ex. 7 ¶ 50 (El Atieh Aff.). This pole count is substantially higher than the 2001 count of 42,803 that I relied on in my Complaint Affidavit. The increased pole count has a relatively substantial impact in lowering the rates.

⁶⁸ In its Response, UGI provided data on depreciation reserve in subaccounts. Dr. Tardiff advises that this actual information is likely more accurate than the estimated depreciation reserve relied on in Frontier's Complaint calculations.

⁶⁹ See *supra* ¶ 29 and Ex. K-9.

44. As shown in Revised Exhibit K-5, the end result is an estimated just and reasonable per pole new telecom rate of \$6.94 for Commonwealth's and CTSI's attachments to UGI's poles during the 2013 rental year.

45. To calculate the per pole rate under the "lower bound" new telecom rate formula, I again used UGI's 2011 FERC data, a pole count of 48,542, an appurtenance factor of 17.29%, and the FCC's rebuttable presumptions of 3 attaching entities and 24 feet of unusable space. As explained above, I also allocated 1 foot of usable space to Commonwealth and CTSI and 8 feet of usable space to UGI, and I used a 40-foot pole height. The end result is an estimated just and reasonable "lower bound" new telecom per pole rate of \$8.56 for Commonwealth's and CTSI's attachments to UGI's poles during the 2013 rental year. Because this rate is higher than the new telecom rate calculated in paragraph 44, the \$8.56 per pole "lower bound" new telecom rate applies.⁷⁰

46. For comparative purposes, I have included in Revised Exhibit K-5 my calculation of the estimated cable rate for 2013, using the best non-confidential data presently available. When I calculated the cable rate, I applied all standard FCC presumptions except for the appurtenance factor, for which I used the actual 17.29% value. The end result is an estimated cable rate of \$7.37.

47. I have also calculated the 2013 rental obligations that would result from the estimated per pole "lower bound" new telecom rates calculated in Revised Exhibit K-5. Attached as Revised Exhibit K-6 are my estimated rentals calculations. Revised Exhibit K-6 shows that the estimated just and reasonable rates for Commonwealth's attachments to UGI's poles during the 2013 rental year should result in an estimated annual rental obligation of

⁷⁰ See 47 C.F.R. § 1.1409(e)(2).

\$101,470.24 for Commonwealth and \$1,620.90 for UGI. Revised Exhibit K-6 also shows that the estimated just and reasonable rates for CTSI's attachments to UGI's poles during the 2013 rental year should result in an estimated annual rental obligation of \$40,368.96 for CTSI.⁷¹

G. Commonwealth And CTSI Have Properly Calculated The Applicable New Telecom Rates.

48. I have reviewed UGI's comments regarding my rate calculations, which are contained in the Affidavit of Melanie J. El Atieh.⁷² I stand by my detailed and supported calculations. As next explained, I have properly calculated (1) the space factor and (2) the annual pole cost components of the Commission's new telecom rate formula.

1. Commonwealth And CTSI Have Properly Calculated The Space Factor Component of the New Telecom Formula.

49. There are three principal flaws in UGI's calculation of the space factor. They involve UGI's use of (1) 2.5 attaching entities instead of 3, (2) a 66% urban multiplier instead of a 44% non-urban multiplier, and (3) a 37.5 foot pole height instead of a 40-foot pole height.

50. *First*, UGI improperly assigns the number of attaching entities as 2.5 instead of 3.⁷³ Under the Commission's regulations, "[f]or non-urbanized service areas (under 50,000 population), a presumptive average number of attaching entities of three (3)" applies.⁷⁴ Commonwealth and CTSI predominantly provide service in rural communities, and each of the overlapping serving areas in which Commonwealth or CTSI is attached to a UGI-owned pole has a population of 50,000 or less. Because the service area used to determine the average number

⁷¹ Revised Exhibit K-6 estimates no rentals that UGI would owe CTSI because CTSI does not own poles to which UGI is attached.

⁷² See Resp. Ex. 7 (El Atieh Aff.).

⁷³ See Resp. Ex. 7 ¶¶ 20, 46, Exs. MJE-1R line E, MJE-10R line E (El Atieh Aff.).

⁷⁴ 47 C.F.R. § 1.1417(c).

of attaching entities must be representative of the area for which pole attachment rates are being set, the non-urban presumptive average of 3 attaching entities should apply.⁷⁵

51. UGI varies from the Commission’s presumptive average for attaching entities without providing complete data that would allow Commonwealth and CTSI to verify the numbers. Instead, the only support for UGI’s assertion of 2.5 attachers is a claim in the affidavit of Melanie J. El Atieh.⁷⁶ Ms. El Atieh’s analysis, however, is facially flawed.

52. “In order to be a reasonable reflection of the actual poles to which an attacher is affixed, the average must reflect *only those poles in areas where the attacher is actually affixed.*”⁷⁷ Ms. El Atieh has instead calculated the number of attaching entities based on *all poles* in UGI’s service territory for which UGI “is the vested owner of the pole and at least one foreign (non-UGI) entity is attached to the pole”⁷⁸ – rather than based only on the poles to which Commonwealth or CTSI is attached. And she provides no information, maps, or data to support any assumption that Commonwealth or CTSI is attached to poles throughout UGI’s service area.

53. Ms. El Atieh bases her all-important denominator of 34,375 joint-use poles and 9,789 jointly owned poles from information “available through [UGI’s] ETDS database, which is UGI-ED’s mainframe system that stores UGI-ED structure data, such as poles, enclosures, towers, and attachments.”⁷⁹ No underlying data is provided for these amounts, so I have no way

⁷⁵ See *Reconsideration Order*, 16 FCC Rcd at 12137 (¶ 66 n.227); *Order on Review, In re Teleport Commc’ns Atlanta, Inc. v. Ga. Power Co.*, 17 FCC Rcd 19859, 19869 (¶ 25) (2002).

⁷⁶ Resp. Ex. 7 ¶¶ 20-26, 46 (El Atieh Aff.).

⁷⁷ *Teleport Commc’ns Atlanta, Inc.*, 17 FCC Rcd at 19869 (¶ 25) (emphasis added).

⁷⁸ Resp. Ex. 7 ¶ 22 (El Atieh Aff.).

⁷⁹ *Id.* at ¶ 22.

to validate the accuracy of her assertion. Similarly, no information is provided to support her claim of 41 “miscellaneous” attachments.⁸⁰

54. Ms. El Atieh also asserts that her review of “Company records” shows 9,789 jointly owned poles in 2010, but the result of her review is of questionable accuracy for four reasons:

(1) Ms. El Atieh provides no explanation for the various results UGI has obtained from its review of these same records over time, having previously asserted that they support an average of 2.3 attaching entities in its rate calculations included with its invoices for 2012 and 2013 rents;⁸¹

(2) Ms. El Atieh attaches an exhibit to support her distribution pole counts (Exhibit MJE-8), which shows 16,383 jointly owned poles – a number far higher than the 9,789 jointly owned poles that Ms. El Atieh uses in her calculation of average attaching entities;⁸²

(3) Ms El Atieh did not provide data that identifies the total number of attaching entities on the poles with UGI attachments. Instead, the numbers of attachments are provided separately for various attaching entities.⁸³ Without any information showing how many attachers are on the 34,375 jointly used poles – *i.e.*, how many have UGI and one attacher, UGI

⁸⁰ *Id.* at ¶ 23.

⁸¹ Compare Resp. Ex. 7 at Exs. MJE-1 line E, MJE-10 line E (invoiced 2012 and 2013 rents – using 2.3 attaching entities) (El Atieh Aff.) with Resp. Ex. 7 at Exs. MJE-1R line E, MJE-10R line E (prepared for UGI’s Response – using 2.5 attaching entities) (El Atieh Aff.); *see also* Resp. Ex. 7 ¶ 20 (El Atieh Aff.) (“UGI-ED rebutted the presumption originally with an average number of attaching entities of 2.3 based on Company records, but based on a further review of the Company’s records, . . . I have revised the calculation of the average number of attaching entities to 2.5.”).

⁸² Compare Resp. Ex. 7 ¶ 22 (El Atieh Aff.) (9,789) with Resp. Ex. 7 at Ex. MJE-8 (El Atieh Aff.) (“Poles and Fixtures – Poles 50 0/0” = 4,523 + 2,642 + 9,218 = 16,383).

⁸³ Resp. Ex.7 at MJE-6 (El Atieh Aff.).

and two attachers, UGI and three attachers, and so on – the average number of attaching entities cannot be accurately determined; and

(4) Ms. El Atieh used 2.5 attaching entities in her calculations for both 2012 and 2013 rents despite the fact that the 2.5 figure is calculated using only data that applies to the 2012 rental year (*i.e.*, data from the 2010 calendar year).⁸⁴ [REDACTED]

[REDACTED]

55. Without supporting data, and with these facial flaws in Ms. El Atieh’s calculation, UGI has failed to rebut the presumptive number of 3 attaching entities.⁸⁷

56. *Second*, UGI improperly multiplies the pole cost in its new telecom calculation by 66%, which is intended for urban areas with 5 presumed attachers, instead of by 44%, which is intended for non-urban areas with 3 presumed attachers.⁸⁸ Commonwealth and CTSI

⁸⁴ *Id.* ¶¶ 20-26, 46, Ex. MJE-6.

⁸⁵ *Id.* at Ex. MJE-6.

⁸⁶ [REDACTED]

⁸⁷ *See, e.g.*, 47 C.F.R. § 1.1417(d)(1) (“Each utility shall, upon request, provide all attaching entities and all entities seeking access the methodology and information upon which the utilities presumptive average number of attachers is based.”). Additionally, UGI has not calculated a separate average number of attaching entities for urbanized and non-urbanized locations, even though the FCC has required that a utility depart from the presumptive average only where it has developed actual “averages for two areas: (1) urbanized (50,000 or higher population), and (2) non-urbanized (less than 50,000 population).” *Reconsideration Order*, 16 FCC Rcd at 12138 (¶ 67).

⁸⁸ *See* Resp. Ex. 7 ¶¶ 16-18, 45 (El Atieh Aff.); *see also Pole Attachment Order*, 26 FCC Rcd at 5304-05 (¶¶ 149-50) (adopting 44% for non-urban areas and 66% for urban areas of the fully

predominantly provide service in rural communities, and each of the overlapping serving areas in which Commonwealth or CTSI is attached to a UGI-owned pole has a population of 50,000 or less. UGI's and Commonwealth's overlapping service areas do not include the City of Scranton, PA, but some small, disconnected portions of the Scranton urbanized area fall within their overlapping service areas. Those small portions are, in turn, even smaller parts of: Harveys Lake (pop. 2,791) and the townships of Dallas (pop. 8,994), Lehman (pop. 3,508), Jackson (pop. 4,646) and Kingston (pop. 6,999). Although technically part of the Scranton urbanized expanse, these islands of overlapping UGI-Commonwealth service areas are all sparsely populated, rural service areas.

57. UGI previously recognized that Commonwealth and CTSI are rural service providers when it invoiced Commonwealth using the presumptive average of three attaching entities for non-urbanized service areas.⁸⁹ *Then*, it was to UGI's economic advantage to identify itself as non-urban to take advantage of the non-urban presumption of three (instead of five) attaching entities, allowing it to charge a higher rental rate. *Now*, it is more financially profitable for UGI to identify itself as urban, to improperly take advantage of the 66% urban cost factor, allowing it to again charge a higher rental rate (because of the pairing with less than three attaching entities). UGI's reversal in position should not be permitted. An electric utility should not be allowed to cherry-pick whether it will be non-urban or urban to obtain higher rates.

58. The census maps for the Scranton urbanized area have not materially changed from 2000 to 2010. *See* Exhibits K-10 (2000) and K-11 (2010). This includes the time when

allocated costs used with the pre-existing telecom rate: “[T]he specific percentages we select provide a reduction in the telecom rate, and will, in general, approximate the cable rate, advancing the Commission policies . . .”).

⁸⁹ *See* Compl. Ex. 6 at 2 (Letter from E. Sorber, Staff Analyst, UGI, to J. Heeman, Frontier (Sept. 20, 2001)).

UGI calculated and invoiced a rate using the non-urban presumption of 3 attachers (2001).⁹⁰ Also, neither party's service territory has significantly changed.

59. UGI's current claim in its Response to have only 2.5 attaching entities⁹¹ further supports its non-urban character.

60. UGI's approach mixes and matches inputs, pairing a 66% multiplier, which is applicable to *urban* areas, with its unsupported 2.5 number of attaching entities, which is even lower than the presumption of 3 attaching entities for *non-urban* areas.⁹² This distorts the pole cost, and takes the rate out of parity with the rate that may be charged to cable companies. Ms. El Atieh recognizes this, but does it anyway. She explains that she "uses the urbanized area 66% multiplier," but does not use "the FCC's presumptive average of attaching entities of 5" because doing so would "drive[] down the Telecom rate."⁹³ Driving down the Telecom rate, however, is precisely why the Commission chose to pair the 66% multiplier with 5 attaching entities, and the 44% multiplier with 3 attaching entities: "[T]he specific percentages we select provide a reduction in the telecom rate, and will, in general, approximate the cable rate, advancing the Commission policies identified above. We adopt a different definition of cost in non-urban areas – namely, 44 percent of fully allocated costs – to address the fact that there typically are fewer attachers on poles in non-urban areas, as reflected by the Commission's presumptions."⁹⁴

⁹⁰ Compare 2010 Census data, available at http://www.census.gov/newsroom/releases/archives/2010_census/cb12-50.html, click on "list of urban areas" (showing Scranton urbanized population of 381,502 for 2010) with 2000 Census data, available at <http://www.census.gov/geo/reference/docs/ua/ua2k.txt> (showing Scranton urbanized population of 385,237 for 2000).

⁹¹ See Resp. Ex. 7 ¶¶ 20-26, 46, Exs. MJE-1R line E, MJE-10R line E (El Atieh Aff.).

⁹² See *id.* 7 ¶¶ 16-18, 20-26, 45-46.

⁹³ *Id.* ¶ 20.

⁹⁴ *Pole Attachment Order*, 26 FCC Rcd at 5304-05 (¶¶ 149-50).

61. UGI should, therefore, use 3 attaching entities and a 44% multiplier to reflect the fact that Commonwealth and CTSI are non-urban service providers. Alternatively, it should use 5 attaching entities and a 66% multiplier. The one thing it should not be permitted to do (which it has done here) is pick and choose. UGI’s use of this warped pairing dramatically increases the rate.

62. The following chart shows the difference between the rates that I calculate, which ensure competitive neutrality, and the rates that UGI calculates, which seek to impose a rate on Commonwealth and CTSI that is nearly double the excessive cable rate that it manipulates the cable formula to achieve:

Year	Contract Rate Demanded by UGI	New Telecom Rate Calculated by UGI	Cable Rate Calculated by UGI	Properly Calculated New Telecom Non-Urban Rate	Properly Calculated “Lower Bound” New Telecom Non-Urban Rate	Properly Calculated Cable Rate
2012	\$18.70	\$17.53	\$9.97	\$6.53	\$7.60	\$6.95
2013 ⁹⁵	\$18.70	\$17.51	\$9.96	\$6.94	\$8.56	\$7.37

63. *Third*, UGI has improperly used a pole height of 37.5 feet instead of 40 feet.⁹⁶ In my Affidavit, I explained that I used a 40-foot pole based on my experience reviewing hundreds of agreements and my experience reviewing pole inventory results. UGI offered no evidence to question my extensive experience. Nor did UGI offer any evidence to support its use of poles of less height than 40 feet. [REDACTED]

⁹⁵ As with its Complaint, Commonwealth and CTSI estimated the rate that applies for 2013 in order to determine whether the 2012 rate relied on in this Reply is a reasonable benchmark for comparing UGI’s demanded \$18.70 rate to the rates applicable to Commonwealth’s and CTSI’s attachments during other rental years following the effective date of the *Pole Attachment Order*.

⁹⁶ See *id.* ¶¶ 27, 46.

[REDACTED]

[REDACTED]

[REDACTED]

64. In response to Frontier’s evidence demonstrating that a 40-foot pole height is appropriate, UGI argues that the presumptive 37.5 pole height should apply unless Frontier provides “specific evidence” of the average pole height of UGI’s poles or information represented in UGI’s pole attachment agreements⁹⁸ – information that was only in UGI’s possession – not Frontier’s. But in its Response, UGI provided information on its Account 364 records that included pole height.⁹⁹

65. My team analyzed the data provided by UGI. That underlying work is attached as Exhibits K-12 (YE2010 Account 364 data) and K-13 (YE2011 Account 364 data). In this assessment, we excluded poles *shorter than* 30 feet because they are generally *not* suitable for joint use. Analysis of the data in UGI’s Response results in an actual average pole height of 39.3 feet. This pole height from UGI’s own records is considerably closer to the 40-foot pole input used by Commonwealth and CTSI than the 37.5-foot pole input used by UGI. Thus, UGI’s records confirm my industry experience [REDACTED] rather than [REDACTED] UGI’s 37.5-foot input.

66. As a result, UGI has failed to undermine Commonwealth’s and CTSI’s use of a 40-foot joint use pole.

⁹⁷ See Resp. Ex. 7 ¶ 27 n.37 (El Atieh Aff.).

⁹⁸ See *id.* ¶ 27.

⁹⁹ *Id.* at Exs. MJE-8 and MJE-15.

2. Commonwealth And CTSI Have Properly Calculated The Annual Pole Cost Component of the New Telecom Formula.

67. UGI points to five differences between its calculation and my calculation of annual pole costs. Upon review, I stand by my selection of inputs.

68. *First*, UGI questions my choice of inputs from page 200 of UGI's FERC Form 1 for total plant investment and depreciation reserve assigned to total plant.¹⁰⁰ According to Ms. El Atieh, I have mismatched a "total electric utility plant in service" value with a "total electric utility plant" value.¹⁰¹ Ms. Atieh's use of values, however, contains a bigger mismatch, because she pairs a gross value that includes more than "total electric utility plant in service" with a depreciation and amortization value that excludes items that are in the "total electric utility plant in service." For that reason, my selection is correct and should be used (even though it *increases* the rate resulting from the formula and thus *favours* UGI).

69. *Second*, UGI questions my use of company-wide data for the tax component of the annual charge factor instead of using data specific to UGI's electric plant.¹⁰² The new telecom formula, however, expressly calls for use of the total plant when calculating the tax component.¹⁰³ This is different from the administrative element calculation, which explicitly calls for "[e]lectric" plant data.¹⁰⁴

¹⁰⁰ See *id.* ¶¶ 34, 53, Ex. MJE-4 lines 3B, 3C; see also *id.*, Exs. MJE-2 at 1, MJE-11 at 1 (FERC Form 1, page 200). Ms. El Atieh uses the values at lines 13 and 18 on page 200 and I use the values at lines 8 and 14 on page 200.

¹⁰¹ *Id.* ¶¶ 34, 53.

¹⁰² See *id.* ¶¶ 36, 55, Exs. MJE-4 lines 5H-K, MJE-13 lines 5H-K.

¹⁰³ *Reconsideration Order*, 16 FCC Rcd at 12176 (App. E-2); see also Resp. Ex. 7 ¶ 9 (El Atieh Aff.).

¹⁰⁴ *Reconsideration Order*, 16 FCC Rcd at 12176 (App. E-2).

70. *Third*, UGI argues that the annual pole cost (and thus rental rate) should be higher because I should have calculated a higher net investment per pole by subtracting Account 190 amounts from the sum of three other Accounts (Accounts 281, 282 and 283).¹⁰⁵ The Commission’s formula, however, clearly requires subtraction of the sum of all four accounts: “Accumulated Deferred Income Taxes represents the share of *composite* FERC Accounts 190, 281, 282 and 283 that corresponds to Account 364.”¹⁰⁶ I therefore properly added all four accounts (Accounts 190, 281, 282 and 283) to get total deferred income taxes, which are then subtracted from gross investment to produce the net plant investment.

71. *Fourth*, UGI argues that the annual pole cost (and thus rental rate) should be higher because I should not have assigned accumulated deferred income taxes to sub-accounts on a net, instead of gross, basis.¹⁰⁷ But UGI provides no reason why this is an error. The Commission provides no specific guidance regarding how the aggregate amounts available on a utility’s FERC Form 1 should be assigned to subaccounts.¹⁰⁸ My calculations on a net basis use the investment amount and subtract the depreciation. UGI’s calculations on a gross basis apply only the investment amount without accounting for depreciation. But a gross basis is appropriate only if the two different investment accounts depreciate at the same rate; if one investment depreciates faster than the other, the ratio is off. My net allocation approach also more closely

¹⁰⁵ See Resp. Ex. 7 ¶¶ 30, 34, 49, 53, Exs. MJE-1R line J, MJE-4 line 3D, MJE-10R line J, MJE-13 line 3D (El Atieh Aff.).

¹⁰⁶ *Reconsideration Order*, 16 FCC Rcd at 12156 (¶ 109) (emphasis added). See also *Id.* at 12176 (App. E-2) (Net Pole Investment subtracts “Accumulated Deferred Income Taxes (Account 190, 281-283) (Poles),” Administrative Element subtracts “Accumulated Deferred Income Taxes (Plant) (Accounts 190, 281-283),” and Taxes Element subtracts “Accumulated Deferred Income Taxes (Plant) (Account 190, 281-283)”).

¹⁰⁷ See Resp. Ex. 7 ¶¶ 30, 49, Exs. MJE-4 line 1C, MJE-13 line 1C (El Atieh Aff.).

¹⁰⁸ See *Reconsideration Order*, 16 FCC Rcd at 12176 (App. E-2).

aligns with the manner in which the rate of return is applied to a net investment. In addition, my approach is consistent with the approach followed by other electric utilities.¹⁰⁹

72. *Fifth*, UGI argues that I should have used the Commission’s 11.25% default rate of return instead of its last state-prescribed rate of return of 9.56%.¹¹⁰ UGI bases its argument on a “subsequent base rate proceeding in 1996 . . . [that] was resolved by what is commonly called a ‘black box’ settlement where a certain dollar amount rate increase was allowed but specific elements, such as rate of return, were not decided or prescribed.”¹¹¹ The settlement agreement in that proceeding, however, did not vacate the 9.56% rate of return approved in 1994. It remains “the latest decision of the state regulatory body or state court which establishes this authorized rate of return.”¹¹² It also is more current than the 11.25% default rate of return, which was last revised in 1990,¹¹³ and is currently under review at the Commission, with the recommendation that the rate of return be no more than 9%¹¹⁴ – in other words, *lower* than the 9.56% rate of return set for UGI in 1994.

¹⁰⁹ See, e.g. Response of Appalachian Power Company and Wheeling Power Company to Pole Attachment Complaint, Attachment A at 10-11, *Frontier West Virginia Inc. v. Appalachian Power Company and Wheeling Power Company*, No. EB-12-MD-004 (Aug. 17, 2012).

¹¹⁰ See Resp. Ex. 7 ¶¶ 37, 56, Exs. MJE-1R, MJE-4 line 6A, MJE-10R, MJE-13 line 6A (El Atieh Aff.); cf. Compl. Ex. 14 (Opinion and Order, Dkt. Nos. R-00932862 *et al.*, 1994 Pa. PUC LEXIS 137 (PPUC July 27, 1994)) (setting forth 9.56% rate of return). I use the 9.56% rate of return to calculate the new telecom rate, but because the “lower bound” result of that calculation is higher than the new telecom result, and because the “lower bound” rate involves only the administrative and maintenance components, the rate of return is not, in fact, used in calculating the rental rate that applies.

¹¹¹ Resp. Ex. 7 ¶¶ 37, 56 (El Atieh Aff.).

¹¹² 47 C.F.R. § 1.1404(g)(1)(x).

¹¹³ Order, In the Matter of Represcribing the Authorized Rate of Return for Interstate Services of Local Exchange Carriers, 5 FCC Rcd 7507 (1990).

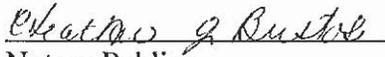
¹¹⁴ Report & Order & Further Notice of Proposed Rulemaking, *In re Connect America Fund*, 26 FCC Rcd 17663, 18055 (¶ 1057) (2011) (“This preliminary analysis would conservatively suggest that the authorized interstate rate of return should be no more than 9 percent.”).

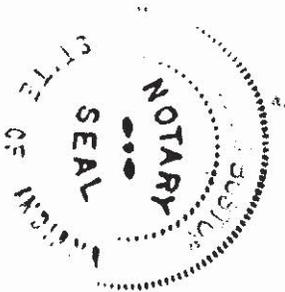
73. For ease in comparing the 2012 and 2013 rate calculations by Commonwealth and CTSI with those of UGI, attached as Exhibits K-14 and K-15 are spreadsheets that show each of the differences that I have identified between the inputs used in calculating the rates.

Dated: September 15, 2014

By: 
Susan L. Knowles

Sworn to before me this 15th day of September, 2014.


Notary Public



Revised Exhibit K-1

UGI 2010 Data for 2012 Rate

1 <u>NET COST OF A BARE POLE</u>		
A	Gross Pole Investment Acct. 364	\$28,608,138
B	Depreciation Reserve - Poles	\$9,475,143
C	Accum. Def Income Taxes - Poles	\$7,851,753
D	Net Pole Investment (A-B-C)	\$11,281,242
E	X-Arms, Etc = (D*.15)	\$1,692,186
F	Net Pole Invest Less X-Arms (D-E)	\$9,589,056
G	Total Dist Poles in Service	48,456
H	Net Cost of Bare Pole (F/G)	\$197.89
2 <u>DEPRECIATION RATE ADJUSTED TO REFLECT NET INVESTMENT</u>		
A	Depreciation Rate for Gross Pole Investment	2.10%
B	Gross Pole Investment (1A)	\$28,608,138
C	Net Pole Investment (1D)	\$11,281,242
D	Gross Pole/Net Pole Investment Ratio = (B/C)	2.536
E	Depreciation Rate Net Investment (A*D)	5.33%
3 <u>ADMINISTRATIVE & GENERAL EXPENSE FACTOR</u>		
A	Total Admin. & Gen. Expense	\$6,505,270
B	Gross Plant Investment (Electric)	\$136,694,154
C	Plant Depreciation Reserve (108) (Electric)	\$58,604,034
D	Accum. Def. Income Taxes (Accts 190, 281-283) (Electric)	\$32,046,438
E	Net Plant Investment (B-C-D) (Electric)	\$46,043,682
F	Admin. & Gen. Expense Factor (A/E)	14.13%
4 <u>MAINTENANCE EXPENSE FACTOR</u>		
A	Overhead Line Maintenance Exp. (593)	\$2,639,657
B	Gross Pole Investment (364)	\$28,608,138
C	Gross OH Conductor Investment (365)	\$21,366,758
D	Gross Services Investment (369)	\$10,645,094
E	Depreciation Reserves (Accts 364, 365, & 369)	\$19,948,546
F	Accum. Def Income Taxes (Accts 364, 365, & 369)	\$16,690,651
G	Net Investment in Poles, OH cond. & Services (B+C+D-E-F)	\$23,980,793
H	Maintenance Expense Factor (A/G)	11.01%
5 <u>NORMALIZED TAX FACTOR - NET PLANT</u>		
A	Taxes Other Than Income, Acct. 408.1	\$11,986,326
B	Income Taxes - Federal, Acct. 409.1	\$5,103,253
C	Income Taxes - Other, Acct. 409.1	\$1,954,886
D	Deferred Income Taxes, Acct 410.1	\$28,546,707
E	Deferred Income Credit, Acct 411.1	-\$5,843,883
F	Investment Tax Credits, Acct 411.4	-\$356,880
G	Total (A thru F)	\$41,390,409
H	Gross Plant Investment (Total Plant)	\$1,187,667,211
I	Depreciation Reserve (Total Plant)	\$427,993,153
J	Accum. Deferred Taxex (Total Plant)	\$302,999,167
K	Net Plant Investment	\$456,674,891
L	Normalized Tax Factor (G/H)	9.06%
6 <u>COST OF CAPITAL = AUTHORIZED RATE OF RETURN</u>		
A	Authorized Rate of Return	9.56%
7 <u>COMBINED CARRYING CHARGE FACTOR - POLES</u>		
A	Depreciation Expense Factor (2E)	5.33%
B	Administrative & General Expense Factor (3F)	14.13%
C	Maintenance Expense Factor (4H)	11.01%
D	Normalized Tax Factor (5L)	9.06%
E	Authorized Rate of Return (6A)	9.56%
F	Total Carrying Charge Factor (A thru E)	49.09%

UGI
CALCULATION OF ANNUAL POLE COST
2010 Data for 2012 Rate
 Net Calculation

Line	Description	Acct. Ref.	Report Reference or Formula	\$	Line
1	Gross Investment				1
2	Poles	364	FORM 1; Page 207 (g)Ln64	28,608,138	2
3	Conductor	365	FORM 1; Page 207 (g)Ln65	21,366,758	3
4	Services	369	FORM 1; Page 207 (g)Ln69	10,645,094	4
5	Total Overhead Accts		Sum Accts 364,365,369	60,619,990	5
6	Total Dist. Plant		FORM 1; Page 207 (g)Ln75	103,229,019	6
7	Total Utility Plant		FORM 1; Page 200 (b)Ln8	1,187,667,211	7
8	Gross Plant Investment-Electric		FORM 1; Page 200 (c)Ln8	136,694,154	8
9					9
10	Deprec. Reserve				10
11	Poles		UGI Exhibit MJE-7	9,475,143	11
12	Overhead Accts		UGI Exhibit MJE-7	19,948,546	12
13	Total Dist. Plant		No longer used	N/A	13
14	Total Utility Plant		FORM 1; Page 200 (b)Ln14	427,993,153	14
15	Depreciation Reserve - Electric		FORM 1; Page 200 (c)Ln14	58,604,034	15
16					16
17	Deferred Taxes				17
18	Poles		(L2-L11)/(L8-L15)*L25	7,851,753	18
19	Overhead Accts		(L5-L12)/(L8-L15)*L25	16,690,651	19
20	Total Utility Plant - Electric				20
21	For Accel. Amort. Ppty	281	FORM 1; Page 273 (k)Ln8	0	21
22	For Other Ppty	282	FORM 1; Page 275 (k)Ln2	24,404,237	22
23	Deferred FIT-Other	283	FORM 1; Page 277 (k)Ln9	1,246,180	23
24	Deferred Taxes	190	FORM 1; Page 234 (c)Ln8	6,396,021	24
25	Deferred Taxes -Electric		Sum Accts 190, 281,282,283	32,046,438	25
26	Total Plant				26
27	For Accel. Amort. Ppty	281	FORM 1; Page 273 (k)Ln17	0	27
28	For Other Ppty	282	FORM 1; Page 275 (k)Ln9	244,037,831	28
29	Deferred FIT-Other	283	FORM 1; Page 277 (k)Ln19	16,789,743	29
30	Deferred Taxes	190	FORM 1; Page 234 (c)Ln18	42,171,593	30
31	Deferred Taxes Tot. Plt.		Sum Accts 190, 281,282,283	302,999,167	31
32					32
33	Net Pole Investment		L2-L11-L18	11,281,242	33
34	Net Overhead Accts		L5-L12-L19	23,980,793	34
35	Net Plant Investment		L7-L14-L31	456,674,891	35
36	Net Distribution Plant - Electric		L8-L15-L25	46,043,682	36
37					37
38	Appurt. Elimination Rate		Calculated from UGI Exhibit MJE-8	17.94%	38
39	Number of Poles		YE 2010 - UGI Exhibit MJE-1	48,456	39
40	Net Cost of a Bare Pole		(L33*(1-L38))/L39	191.05	40
41					41
42	Deprec. Rate - Poles		YE 2010 - UGI Exhibit MJE-1	2.10%	42
43	Administrative Exp.		FORM 1; Page 323 (b)Ln 197	6,505,270	43
44	Pole Maintenance Exp		L33/L34*L45	1,241,769	44
45	Mainten. of Overhead Lines	593	FORM 1; Page 322 (b)Ln 149	2,639,657	45
46	Operating Taxes				46
47	Taxes Other Than Income	408	FORM 1; Page 114 (c)Ln 14	11,986,326	47
48	Income Taxes - Federal	409.1a	FORM 1; Page 114 (c)Ln 15	5,103,253	48
49	Income Taxes - Other	409.1b	FORM 1; Page 114 (c)Ln 16	1,954,886	49
50	Provision for Def. Inc. Tax	410.1	FORM 1; Page 114 (c)Ln 17	28,546,707	50
51	Provision for Def. Inc. Tax (cr.)	411.1	FORM 1; Page 114 (c)Ln 18	-5,843,883	51
52	Investment Tax Cr. Adj. - Net	411.4	FORM 1; Page 114 (c)Ln 19	-356,880	52
53	Operating Taxes - Total			41,390,409	53
54					54
55	Depreciation Expense Factor		(L2/L33)*L42	5.33%	55
56	Admin. Factor		L43/L36	14.13%	56
57	Pole Mainten. Factor		L44/L33	11.01%	57
58	Tax Expense Factor		L53/L35	9.06%	58
59	Rate of Return		1994 Commission Order	9.56%	59
60	Annual Cost Factor		L55+L56+L57+L58+L59	49.08%	60
61	Annual Net Pole Cost		L60*L40	\$93.77	61

Revised Exhibit K-2

REDACTED - FOR PUBLIC INSPECTION

FCC New Telecom Methodology - 2012 Rate using 2010 UGI FERC Data and Other Inputs			
New Telecom Rate = Space Factor X Cost Space Factor = [Space Occupied + (2/3 x (Unusable Space/No. of Attachers))] / Pole Height Non-Urban Cost = Higher of: (1) Net Bare Pole Cost (NBPC) X Annual Carrying Charge (ACC) X (.44) (2) Net Bare Pole Cost (NBPC) X (Maintenance + Administrative)			
Line No.	Input Description	Cable	FCC Non-Urban Telecom Rate
1	Input Description		
2	Space Factor		
3	TELCO Space Occupied	1	1
4	ELCO Space Occupied		8
5	Sharing Allocation Factor		66.67%
6	Unusable Space		24
7	Usable Space	13.5	
8	Number of Attaching Entities		3
9	Pole Height	37.5	40
10	Space Factor Total	7.41%	15.83%
11	ELCO Space Factor		33.33%
12			
13	Net Bare Pole Cost		
14	Gross Pole Investment (Acct 364)	\$28,608,138	\$28,608,138
15	Less Accum. Depreciation - Poles (108-Poles)	\$9,475,143	\$9,475,143
16	Less Accum. Defrd. Income Taxes (190,281-283)	\$7,851,753	\$7,851,753
17	Net Pole Investment	\$11,281,242	\$11,281,242
18	Less Appurtenances (Non-pole costs)	0.8206	0.8206
19	Net Bare Pole Cost	\$9,257,387	\$9,257,387
20	Total Number of Poles	48,456	48,456
21	NBPC Per Pole	\$191.05	\$191.05
22			
23	Annual Carrying Charge		
24			
25	Administrative		
26	Total General and Administrative	\$6,505,270.00	\$6,505,270
27	Gross Electric Plant Investment	\$136,694,154.00	\$136,694,154
28	Less Accum. Depreciation (Acct 108) (Electric)	\$58,604,034.00	\$58,604,034
29	Less Accum. Deferred Taxes (Electric) (Accts 190,281-283)	\$32,046,438.00	\$32,046,438
30	Net Utility Plant Investment (Electric)	\$46,043,682	\$46,043,682
31	Administrative Total	14.13%	14.13%
32			
33	Maintenance		
34	Maintenance of Overhead Lines (Acct 593)	\$2,639,657	\$2,639,657
35	Pole Investment in Accts 364,365,369	\$60,619,990	\$60,619,990
36	Less Accum. Depreciation Accts 364,365,369	\$19,948,546	\$19,948,546
37	Less Accum. Defd. Income Taxes Accts 364,365,369	\$16,690,651	\$16,690,651
38	Net Investment in Accts 364,365,369	\$23,980,793	\$23,980,793
39	Maintenance Total	11.01%	11.01%
40			
41	Depreciation		
42	Gross Pole Investment (Acct 364)	\$28,608,138	\$28,608,138
43	Net Pole Investment	\$11,281,242	\$11,281,242
44	Depreciation Rate for Poles	2.10%	2.10%
45	Depreciation Total	5.33%	5.33%
46			
47	Taxes		
48	Taxes Other Than Income (408.1)	\$11,986,326	\$11,986,326
49	Income Taxes Utility Operating Income (409.1)	\$7,058,139	\$7,058,139
50	Deferred Income Taxes (410.1)	\$28,546,707	\$28,546,707
51	Investment Tax Credit Adjustments (411.4)	-\$356,880	-\$356,880
52	Less Provision for Deferred Income Taxes (411.1)	-\$5,843,883	-\$5,843,883
53	Total Taxes	\$41,390,409	\$41,390,409
54	Gross Plant Investment	\$1,187,667,211	\$1,187,667,211
55	Accum. Depreciation (Acct 108)	\$427,993,153	\$427,993,153
56	Accum. Deferred Taxes (Plant) (Acct190, 281-283)	\$302,999,167	\$302,999,167
57	Net Plant Investment	\$456,674,891	\$456,674,891
58	Taxes Total	9.06%	9.06%
59			
60	Rate of Return (Cost of Capital)	9.56%	9.56%
61			
62	ACC Per Pole	49.08%	49.08%
63			
64	Cable Rate	\$6.95	
65			
66	NBPC x ACC		\$93.77
67	Maint. & Admin ACC		25.14%
68			
69	New Telecom - Cost	0.44	\$41.26
70	New Telecom - Non-Urban Rate		\$6.53
71	New Telecom Maint & Admin (Lower Bound)		\$7.60
72			
73	ELCO New Telecom - Non-Urban Rate		\$13.75
74	ELCO New Telecom Maint & Admin (Lower Bound)		\$16.01

Revised Exhibit K-3

**FCC New Telecom Methodology - 2012 Rates Using 2010 FERC and Other Inputs
Commonwealth and CTSI v. UGI**

UGI - Commonwealth	Telco Owned Poles ¹	Elco Owned Poles ¹	UGI pays FTR	FTR pays UGI	2012 Rates		
					Elco Gross	Telco Gross	Net
New Telecom Rate (Non Urban)	90	11,750	\$13.75	\$6.53	\$1,237.50	\$76,727.50	\$75,490.00
Lower Bound Rate	90	11,750	\$16.01	\$7.60	\$1,440.90	\$89,300.00	\$87,859.10

¹Pole counts based on 2012 Invoices

UGI - CTSI	Telco Owned Poles	Elco Owned Poles	UGI pays FTR	FTR pays UGI	2012 Rates		
					Elco Gross	Telco Gross	Net
New Telecom Rate (Non Urban)	0	4,716	\$13.75	\$6.53	\$0.00	\$30,795.48	\$30,795.48
Lower Bound Rate	0	4,716	\$16.01	\$7.60	\$0.00	\$35,841.60	\$35,841.60

Revised Exhibit K-4

UGI 2011 Data for 2013 Rate

1 <u>NET COST OF A BARE POLE</u>		
A	Gross Pole Investment Acct. 364	\$30,408,632
B	Depreciation Reserve - Poles	\$9,950,243
C	Accum. Def Income Taxes - Poles	\$8,442,965
D	Net Pole Investment (A-B-C)	\$12,015,424
E	X-Arms, Etc = (D*.15)	\$1,802,314
F	Net Pole Invest Less X-Arms (D-E)	\$10,213,110
G	Total Dist Poles in Service	48,542
H	Net Cost of Bare Pole (F/G)	\$210.40
2 <u>DEPRECIATION RATE ADJUSTED TO REFLECT NET INVESTMENT</u>		
A	Depreciation Rate for Gross Pole Investment	2.08%
B	Gross Pole Investment (1A)	\$30,408,632
C	Net Pole Investment (1D)	\$12,015,424
D	Gross Pole/Net Pole Investment Ratio = (B/C)	2.531
E	Depreciation Rate Net Investment (A*D)	5.26%
3 <u>ADMINISTRATIVE & GENERAL EXPENSE FACTOR</u>		
A	Total Admin. & Gen. Expense	\$7,131,375
B	Gross Plant Investment (Electric)	\$148,074,129
C	Plant Depreciation Reserve (108) (Electric)	\$61,074,632
D	Accum. Def. Income Taxes (Accts 190, 281-283) (Electric)	\$35,903,792
E	Net Plant Investment (B-C-D) (Electric)	\$51,095,705
F	Admin. & Gen. Expense Factor (A/E)	13.96%
4 <u>MAINTENANCE EXPENSE FACTOR</u>		
A	Overhead Line Maintenance Exp. (593)	\$3,100,757
B	Gross Pole Investment (364)	\$30,408,632
C	Gross OH Conductor Investment (365)	\$22,234,741
D	Gross Services Investment (369)	\$10,938,293
E	Depreciation Reserves (Accts 364, 365, & 369)	\$21,140,441
F	Accum. Def Income Taxes (Accts 364, 365, & 369)	\$17,515,054
G	Net Investment in Poles, OH cond. & Services (B+C+D-E-F)	\$24,926,171
H	Maintenance Expense Factor (A/G)	12.44%
5 <u>NORMALIZED TAX FACTOR - NET PLANT</u>		
A	Taxes Other Than Income, Acct. 408.1	\$12,022,345
B	Income Taxes - Federal, Acct. 409.1	-\$3,062,440
C	Income Taxes - Other, Acct. 409.1	\$176,496
D	Deferred Income Taxes, Acct 410.1	\$17,851,572
E	Deferred Income Credit, Acct 411.1	\$7,980,262
F	Investment Tax Credits, Acct 411.4	-\$351,251
G	Total (A thru F)	\$34,616,984
H	Gross Plant Investment (Total Plant)	\$1,254,299,263
I	Depreciation Reserve (Total Plant)	\$446,183,336
J	Accum. Deferred Taxex (Total Plant)	\$340,684,912
K	Net Plant Investment	\$467,431,015
L	Normalized Tax Factor (G/H)	7.41%
6 <u>COST OF CAPITAL = AUTHORIZED RATE OF RETURN</u>		
A	Authorized Rate of Return	9.56%
7 <u>COMBINED CARRYING CHARGE FACTOR - POLES</u>		
A	Depreciation Expense Factor (2E)	5.26%
B	Administrative & General Expense Factor (3F)	13.96%
C	Maintenance Expense Factor (4H)	12.44%
D	Normalized Tax Factor (5L)	7.41%
E	Authorized Rate of Return (6A)	9.56%
F	Total Carrying Charge Factor (A thru E)	48.63%

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UGI
CALCULATION OF ANNUAL POLE COST
2011 Data for 2013 Rate
 Net Calculation

Line	Description	Acct. Ref.	Report Reference or Formula	\$	Line
1	Gross Investment				1
2	Poles	364	FORM 1; Page 207 (g)Ln64	30,408,632	2
3	Conductor	365	FORM 1; Page 207 (g)Ln65	22,234,741	3
4	Services	369	FORM 1; Page 207 (g)Ln69	10,938,293	4
5	Total Overhead Accts		Sum Accts 364,365,369	63,581,666	5
6	Total Dist. Plant		FORM 1: Page 207 (g)Ln75	107,638,280	6
7	Total Utility Plant		FORM 1; Page 200 (b)Ln8	1,254,299,263	7
8	Gross Plant Investment-Electric		FORM 1: Page 200 (c)Ln8	148,074,129	8
9					9
10	Deprec. Reserve				10
11	Poles		UGI Exhibit MJE-14	9,950,243	11
12	Overhead Accts		UGI Exhibit MJE-14	21,140,441	12
13	Total Dist. Plant		No longer used	N/A	13
14	Total Utility Plant		FORM 1; Page 200 (b)Ln14	446,183,336	14
15	Depreciation Reserve - Electric		FORM 1; Page 200 (c)Ln14	61,074,632	15
16					16
17	Deferred Taxes				17
18	Poles		(L2-L11)/(L8-L15)*L25	8,442,965	18
19	Overhead Accts		(L5-L12)/(L8-L15)*L25	17,515,054	19
20	Total Utility Plant - Electric				20
21	For Accel. Amort. Ppty	281	FORM 1; Page 273 (k)Ln8	0	21
22	For Other Ppty	282	FORM 1; Page 275 (k)Ln2	30,445,811	22
23	Deferred FIT-Other	283	FORM 1; Page 277 (k)Ln9	-2,371,532	23
24	Deferred Taxes	190	FORM 1; Page 234 (c)Ln8	7,829,513	24
25	Deferred Taxes -Electric		Sum Accts 190, 281,282,283	35,903,792	25
26	Total Plant				26
27	For Accel. Amort. Ppty	281	FORM 1; Page 273 (k)Ln17	0	27
28	For Other Ppty	282	FORM 1; Page 275 (k)Ln9	279,145,592	28
29	Deferred FIT-Other	283	FORM 1; Page 277 (k)Ln19	7,120,896	29
30	Deferred Taxes	190	FORM 1; Page 234 (c)Ln18	54,418,424	30
31	Deferred Taxes Tot. Plt.		Sum Accts 190, 281,282,283	340,684,912	31
32					32
33	Net Pole Investment		L2-L11-L18	12,015,424	33
34	Net Overhead Accts		L5-L12-L19	24,926,171	34
35	Net Plant Investment		L7-L14-L31	467,431,015	35
36	Net Distribution Plant - Electric		L8-L15-L25	51,095,705	36
37					37
38	Appurt. Elimination Rate		Calculated from UGI Exhibit MJE-15	17.29%	38
39	Number of Poles		YE 2011 - UGI Exhibit MJE-10	48,542	39
40	Net Cost of a Bare Pole		(L33*(1-L38))/L39	204.73	40
41					41
42	Deprec. Rate - Poles		FORM 1; Page 337 (e) Ln14-19 and UGI Exhibit MJE-10	2.08%	42
43	Administrative Exp.		FORM 1; Page 323 (b)Ln 197	7,131,375	43
44	Pole Maintenance Exp		L33/L34*L45	1,494,690	44
45	Mainten. of Overhead Lines	593	FORM 1; Page 322 (b)Ln 149	3,100,757	45
46	Operating Taxes				46
47	Taxes Other Than Income	408	FORM 1; Page 114 (c)Ln 14	12,022,345	47
48	Income Taxes - Federal	409.1a	FORM 1; Page 114 (c)Ln 15	-3,062,440	48
49	Income Taxes - Other	409.1b	FORM 1; Page 114 (c)Ln 16	176,496	49
50	Provision for Def. Inc. Tax	410.1	FORM 1; Page 114 (c)Ln 17	17,851,572	50
51	Provision for Def. Inc. Tax (cr.)	411.1	FORM 1; Page 114 (c)Ln 18	7,980,262	51
52	Investment Tax Cr. Adj. - Net	411.4	FORM 1; Page 114 (c)Ln 19	-351,251	52
53	Operating Taxes - Total			34,616,984	53
54					54
55	Depreciation Expense Factor		(L2/L33)*L42	5.26%	55
56	Admin. Factor		L43/L36	13.96%	56
57	Pole Mainten. Factor		L44/L33	12.44%	57
58	Tax Expense Factor		L53/L35	7.41%	58
59	Rate of Return		1994 Commission Order	9.56%	59
60	Annual Cost Factor		L55+L56+L57+L58+L59	48.63%	60
61	Annual Net Pole Cost		L60*L40	\$99.56	61

Revised Exhibit K-5

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FCC New Telecom Methodology - 2013 Rate using 2011 UGI FERC Data and Other Inputs			
New Telecom Rate = Space Factor X Cost Space Factor = [Space Occupied + (2/3 x (Unusable Space/No. of Attachers))] / Pole Height Non-Urban Cost = Higher of: (1) Net Bare Pole Cost (NBPC) X Annual Carrying Charge (ACC) X (.44) (2) Net Bare Pole Cost (NBPC) X (Maintenance + Administrative)			
Line No.		Cable	FCC Non-Urban Telecom Rate
1	Input Description		
2	Space Factor		
3	TELCO Space Occupied	1	1
4	ELCO Space Occupied		8
5	Sharing Allocation Factor		66.67%
6	Unusable Space		24
7	Usable Space	13.5	
8	Number of Attaching Entities		3
9	Pole Height	37.5	40
10	Space Factor Total	7.41%	15.83%
11	ELCO Space Factor		33.33%
12			
13	Net Bare Pole Cost		
14	Gross Pole Investment (Acct 364)	\$30,408,632	\$30,408,632
15	Less Accum. Depreciation - Poles (108-Poles)	\$9,950,243	\$9,950,243
16	Less Accum. Defrd. Income Taxes (190,281-283)	\$8,442,965	\$8,442,965
17	Net Pole Investment	\$12,015,424	\$12,015,424
18	Less Appurtenances (Non-pole costs)	0.8271	0.8271
19	Net Bare Pole Cost	\$9,937,957	\$9,937,957
20	Total Number of Poles	48,542	48,542
21	NBPC Per Pole	\$204.73	\$204.73
22			
23	Annual Carrying Charge		
24			
25	Administrative		
26	Total General and Administrative	\$7,131,375.00	\$7,131,375
27	Gross Electric Plant Investment	\$148,074,129.00	\$148,074,129
28	Less Accum. Depreciation (Acct 108) (Electric)	\$61,074,632.00	\$61,074,632
29	Less Accum. Deferred Taxes (Accts 190,281-283) (Electric)	\$35,903,792.00	\$35,903,792
30	Net Utility Plant Investment (Electric)	\$51,095,705	\$51,095,705
31	Administrative Total	13.96%	13.96%
32			
33	Maintenance		
34	Maintenance of Overhead Lines (Acct 593)	\$3,100,757	\$3,100,757
35	Pole Investment in Accts 364,365,369	\$63,581,666	\$63,581,666
36	Less Accum. Depreciation Accts 364,365,369	\$21,140,441	\$21,140,441
37	Less Accum. Defd. Income Taxes Accts 364,365,369	\$17,515,054	\$17,515,054
38	Net Investment in Accts 364,365,369	\$24,926,171	\$24,926,171
39	Maintenance Total	12.44%	12.44%
40			
41	Depreciation		
42	Gross Pole Investment (Acct 364)	\$30,408,632	\$30,408,632
43	Net Pole Investment	\$12,015,424	\$12,015,424
44	Depreciation Rate for Poles	2.08%	2.08%
45	Depreciation Total	5.26%	5.26%
46			
47	Taxes		
48	Taxes Other Than Income (408.1)	\$12,022,345	\$12,022,345
49	Income Taxes Utility Operating Income (409.1)	-\$2,885,944	-\$2,885,944
50	Deferred Income Taxes (410.1)	\$17,851,572	\$17,851,572
51	Investment Tax Credit Adjustments (411.4)	-\$351,251	-\$351,251
52	Less Provision for Deferred Income Taxes (411.1)	\$7,980,262	\$7,980,262
53	Total Taxes	\$34,616,984	\$34,616,984
54	Gross Plant Investment	\$1,254,299,263	\$1,254,299,263
55	Accum. Depreciation (Acct 108) (Plant)	\$446,183,336	\$446,183,336
56	Accum. Deferred Taxes (Acct190, 281-283) (Plant)	\$340,684,912	\$340,684,912
57	Net Plant Investment	\$467,431,015	\$467,431,015
58	Taxes Total	7.41%	7.41%
59			
60	Rate of Return (Cost of Capital)	9.56%	9.56%
61			
62	ACC Per Pole	48.63%	48.63%
63			
64	Cable Rate	\$7.37	
65			
66	NBPC x ACC		\$99.55
67	Maint. & Admin ACC		26.40%
68			
69	New Telecom - Cost	0.44	\$43.80
70	New Telecom - Non-Urban Rate		\$6.94
71	New Telecom Maint & Admin (Lower Bound)		\$8.56
72			
73	ELCO New Telecom - Non-Urban Rate		\$14.60
74	ELCO New Telecom Maint & Admin (Lower Bound)		\$18.01

Revised Exhibit K-6

**FCC New Telecom Methodology - 2013 Rates Using 2011 FERC and Other Inputs
Commonwealth and CTSI v. UGI**

UGI - Commonwealth	Telco Owned Poles ¹	Elco Owned Poles ¹	UGI pays FTR	FTR pays UGI	2013 Rates		
					Elco Gross	Telco Gross	Net
New Telecom Rate (Non Urban)	90	11,854	\$14.60	\$6.94	\$1,314.00	\$82,266.76	\$80,952.76
Lower Bound Rate	90	11,854	\$18.01	\$8.56	\$1,620.90	\$101,470.24	\$99,849.34

¹Pole counts based on 2013 invoices

UGI - CTSI	Telco Owned Poles	Elco Owned Poles	UGI pays FTR	FTR pays UGI	2013 Rates		
					Elco Gross	Telco Gross	Net
New Telecom Rate (Non Urban)	0	4,716	\$14.60	\$6.94	\$0.00	\$32,729.04	\$32,729.04
Lower Bound Rate	0	4,716	\$18.01	\$8.56	\$0.00	\$40,368.96	\$40,368.96

Exhibit K-7

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Entire Exhibit Confidential

Exhibit K-8

UGI Account 364 - YE2010 Data for 2012 Rates			
Account	Description	Number of Units	Cost
Pole-Related			
364200	Poles 100 0/0	32,065	\$ 16,776,845.54
364300	Poles 50 Veriz	4,523	\$ 1,425,868.91
364400	Poles 50 Comm	2,642	\$ 343,132.09
364500	Poles 50 Unidf	9,218	\$ 547,611.12
	Pole Total		\$ 19,093,457.66
364600	Anchor & Guy	28,354	\$ 4,382,666.86
	Pole-Related Total		\$ 23,476,124.52
Non Pole-Related			
364100	Towers and Clearing R/W	8	\$ 16,629.43
364600	Arms	24,112	\$ 2,260,888.83
364600	Brackets	18,452	\$ 948,877.54
364600	Conduit	575	\$ 11,969.48
364600	Misc	33	\$ 639.85
364600	Pins	38,951	\$ 848,952.90
364600	Pole Top Ext	3,778	\$ 349,705.09
364600	Racks	37,398	\$ 694,350.83
	Non Pole-Related Total	123,307	\$ 5,132,013.95
	Account 364 Total	200,109	\$ 28,608,138.47
	Appurtenance %		17.94%

YE 2010 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
5	Tree Guy	Anchor & Guy	\$56.95	1	364600
56	Anchor Guy	Anchor & Guy	\$812.00	1	364600
34	Tree Guy	Anchor & Guy	\$378.42	1	364600
13	Tree Guy	Anchor & Guy	\$143.00	1	364600
15	Anchor Guy	Anchor & Guy	\$214.50	1	364600
29	Anchor Guy	Anchor & Guy	\$421.95	1	364600
29	Tree Guy	Anchor & Guy	\$324.51	1	364600
47	Anchor Guy	Anchor & Guy	\$672.10	2	364600
23	Tree Guy	Anchor & Guy	\$319.24	2	364600
20	Line Guy	Anchor & Guy	\$202.90	2	364600
10	Anchor Guy	Anchor & Guy	\$248.74	2	364600
8	Tree Guy	Anchor & Guy	\$86.95	2	364600
5	Tree Guy	Anchor & Guy	\$67.05	2	364600
17	Anchor Guy	Anchor & Guy	\$207.91	2	364600
264	Line Guy	Anchor & Guy	\$2,546.11	2	364600
515	Line Guy	Anchor & Guy	\$4,884.80	2	364600
4	Anchor Guy	Anchor & Guy	\$44.64	2	364600
4	Tree Guy	Anchor & Guy	\$21.76	2	364600
395	Wire Racks	Racks	\$546.12	2	364600
221	Line Guy	Anchor & Guy	\$2,128.06	2	364600
1	Anchor Guy	Anchor & Guy	\$12.17	2	364600
8	Tree Guy	Anchor & Guy	\$101.28	2	364600
5	Tree Guy	Anchor & Guy	\$49.05	2	364600
2	Anchor Guy	Anchor & Guy	\$30.64	2	364600
162	Line Guy	Anchor & Guy	\$1,802.99	2	364600
11	Wire Racks	Racks	\$34.58	2	364600
124	Line Guy	Anchor & Guy	\$1,328.99	2	364600
7	Anchor Guy	Anchor & Guy	\$84.35	2	364600
9	Tree Guy	Anchor & Guy	\$123.93	2	364600
2	Wire Rack	Racks	\$6.00	2	364600
13	Tree Guy	Anchor & Guy	\$89.18	2	364600
24	Anchor Guy	Anchor & Guy	\$310.80	2	364600
82	Line Guy	Anchor & Guy	\$744.53	2	364600
9	Wire Racks	Racks	\$15.04	2	364600
1	Anchor Guy	Anchor & Guy	\$17.40	2	364600
92	Line Guy	Anchor & Guy	\$730.50	2	364600
8	Anchor Guy	Anchor & Guy	\$105.28	2	364600
1	Tree Guy	Anchor & Guy	\$6.97	2	364600
342	Wire Racks	Racks	\$778.70	2	364600
67	Anchor Guy	Anchor & Guy	\$1,146.00	2	364600
84	Line Guy	Anchor & Guy	\$730.94	2	364600
48	Anchor Guy	Anchor & Guy	\$605.88	2	364600
16	Tree Guy	Anchor & Guy	\$110.72	2	364600
7	Tree Guy	Anchor & Guy	\$62.58	2	364600
54	Anchor Guy	Anchor & Guy	\$832.14	2	364600
74	Line Guy	Anchor & Guy	\$734.51	2	364600

YE 2010 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
85	Anchor Guy	Anchor & Guy	\$1,547.85	2	364600
107	Wire Racks	Racks	\$287.42	2	364600
118	Wire Racks	Racks	\$323.48	2	364600
128	Anchor Guy	Anchor & Guy	\$2,275.86	2	364600
69	Line Guy	Anchor & Guy	\$653.83	2	364600
106	Anchor Guy 9	Anchor & Guy	\$1,468.10	2	364600
15	Tree Guy	Anchor & Guy	\$144.45	2	364600
59	Wire Racks	Racks	\$196.92	2	364600
26	Anchor Guy	Anchor & Guy	\$419.56	2	364600
15	Line Guy	Anchor & Guy	\$182.76	2	364600
25	Anchor Guy	Anchor & Guy	\$372.75	2	364600
9	Tree Guy	Anchor & Guy	\$120.51	2	364600
1	Wire Rack	Racks	\$3.00	2	364600
2	Tree Guy	Anchor & Guy	\$23.56	2	364600
20	Anchor Guy	Anchor & Guy	\$256.00	2	364600
18	Line Guy	Anchor & Guy	\$214.94	2	364600
110	Anchor Guy	Anchor & Guy	\$1,712.20	2	364600
55	Wire Racks	Racks	\$160.60	2	364600
85	Wire Racks	Racks	\$262.97	2	364600
58	Anchor Guy	Anchor & Guy	\$1,409.01	2	364600
17	Line Guy	Anchor & Guy	\$218.13	2	364600
29	Anchor Guy	Anchor & Guy	\$376.21	2	364600
18	Wire Racks	Racks	\$56.65	2	364600
216	Wire Racks	Racks	\$668.81	2	364600
102	Anchor Guy	Anchor & Guy	\$2,088.13	2	364600
29	Line Guy	Anchor & Guy	\$405.84	2	364600
97	Anchor Guy	Anchor & Guy	\$1,084.15	2	364600
24	Wire Racks	Racks	\$87.59	2	364600
171	Wire Racks	Racks	\$685.35	2	364600
25	Anchor Guy	Anchor & Guy	\$443.88	2	364600
40	Line Guy	Anchor & Guy	\$434.98	2	364600
157	Anchor Guy	Anchor & Guy	\$3,318.65	3	364600
505	Wire Racks	Racks	\$1,386.62	3	364600
471	Wire Racks	Racks	\$1,705.99	3	364600
184	Anchor Guy	Anchor & Guy	\$4,023.64	3	364600
83	Line Guy	Anchor & Guy	\$1,202.76	3	364600
25	Anchor Guy	Anchor & Guy	\$505.81	3	364600
198	Wire Racks	Racks	\$674.18	3	364600
330	Wire Racks	Racks	\$1,525.40	3	364600
8	Tree Guy	Anchor & Guy	\$121.59	3	364600
25	Anchor Guy	Anchor & Guy	\$668.35	3	364600
72	Line Guy	Anchor & Guy	\$1,105.33	3	364600
211	Anchor Guy	Anchor & Guy	\$5,554.73	3	364600
270	Wire Racks	Racks	\$950.19	3	364600
281	Wire Racks	Racks	\$1,130.02	3	364600

YE 2010 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
18	Tree Guy	Anchor & Guy	\$248.75	3	364600
23	Anchor Guy	Anchor & Guy	\$559.70	3	364600
52	Line Guy	Anchor & Guy	\$900.35	3	364600
143	Anchor Guy	Anchor & Guy	\$3,902.80	3	364600
15	Cross Arms	Arms	\$121.25	3	364600
276	Wire Racks	Racks	\$1,048.13	3	364600
170	Wire Racks	Racks	\$664.15	3	364600
152	Anchor Guy	Anchor & Guy	\$3,759.37	3	364600
63	Line Guy	Anchor & Guy	\$1,115.20	3	364600
30	Anchor Guy	Anchor & Guy	\$655.26	3	364600
15	Tree Guy	Anchor & Guy	\$210.72	3	364600
110	Wire Racks	Racks	\$496.17	3	364600
227	Wire Racks	Racks	\$983.10	3	364600
26	Tree Guy	Anchor & Guy	\$364.14	3	364600
35	Anchor Guy	Anchor & Guy	\$817.93	3	364600
64	Line Guy	Anchor & Guy	\$985.47	3	364600
156	Anchor Guy	Anchor & Guy	\$4,447.95	3	364600
87	Cross Arms	Arms	\$662.78	3	364600
250	Wire Racks	Racks	\$1,025.33	3	364600
269	Wire Racks	Racks	\$1,181.85	3	364600
71	Cross Arms	Arms	\$561.87	3	364600
122	Anchor Guy	Anchor & Guy	\$3,239.66	3	364600
46	Line Guy	Anchor & Guy	\$769.31	3	364600
121	Cross Arms	Arms	\$907.23	3	364600
27	Anchor Guy	Anchor & Guy	\$574.41	3	364600
22	Tree Guy	Anchor & Guy	\$351.64	3	364600
97	Wire Racks	Racks	\$484.54	3	364600
212	Wire Racks	Racks	\$840.67	3	364600
29	Tree Guy	Anchor & Guy	\$428.47	3	364600
30	Anchor Guy	Anchor & Guy	\$633.03	3	364600
208	Cross Arms	Arms	\$1,522.16	3	364600
13	Line Guy	Anchor & Guy	\$195.96	3	364600
92	Anchor Guy	Anchor & Guy	\$2,379.27	3	364600
137	Cross Arms	Arms	\$1,073.12	3	364600
56	Wire Racks	Racks	\$241.30	3	364600
194	Wire Racks	Racks	\$922.08	3	364600
157	Anchor Guy	Anchor & Guy	\$4,641.44	3	364600
49	Line Guy	Anchor & Guy	\$1,082.56	3	364600
111	Cross Arms	Arms	\$847.63	3	364600
21	Anchor Guy	Anchor & Guy	\$469.92	3	364600
52	Tree Guy	Anchor & Guy	\$767.30	3	364600
117	Wire Racks	Racks	\$428.56	3	364600
3	Cross Arms	Arms	\$107.76	3	364600
94	Cross Arms	Arms	\$1,273.41	3	364600
137	Wire Racks	Racks	\$565.80	3	364600

YE 2010 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
61	Tree Guy	Anchor & Guy	\$900.55	3	364600
86	Anchor Guy	Anchor & Guy	\$1,820.52	3	364600
118	Cross Arms	Arms	\$891.82	3	364600
71	Line Guy	Anchor & Guy	\$1,484.36	3	364600
177	Anchor Guy	Anchor & Guy	\$5,845.71	3	364600
466	Cross Arms	Arms	\$4,748.09	3	364600
163	Wire Racks	Racks	\$841.75	3	364600
82	Wire Racks	Racks	\$386.99	3	364600
24	Tree Guy	Anchor & Guy	\$391.48	3	364600
28	Anchor Guy	Anchor & Guy	\$717.46	3	364600
55	Cross Arms	Arms	\$480.86	3	364600
56	Line Guy	Anchor & Guy	\$1,070.68	4	364600
151	Anchor Guy	Anchor & Guy	\$5,234.44	4	364600
273	Cross Arms	Arms	\$2,850.79	4	364600
126	Wire Racks	Racks	\$693.25	4	364600
135	Wire Racks	Racks	\$647.72	4	364600
35	Tree Guy	Anchor & Guy	\$541.43	4	364600
37	Anchor Guy	Anchor & Guy	\$963.43	4	364600
20	Cross Arms	Arms	\$175.83	4	364600
46	Line Guy	Anchor & Guy	\$925.77	4	364600
120	Anchor Guy	Anchor & Guy	\$4,340.99	4	364600
253	Cross Arms	Arms	\$2,991.64	4	364600
78	Wire Racks	Racks	\$495.50	4	364600
3	Cutout Nanticoke	Misc	\$101.07	4	364600
1	Pole Nanticoke	Misc	\$92.54	4	364600
105	Wire Racks	Racks	\$527.67	4	364600
60	Tree Guy	Anchor & Guy	\$956.29	4	364600
73	Anchor Guy	Anchor & Guy	\$1,720.27	4	364600
166	Cross Arms	Arms	\$1,352.75	4	364600
115	Line Guy	Anchor & Guy	\$2,813.76	4	364600
169	Anchor Guy	Anchor & Guy	\$6,934.31	4	364600
429	Cross Arms	Arms	\$5,921.49	4	364600
136	Wire Racks	Racks	\$847.92	4	364600
194	Wire Racks	Racks	\$760.37	4	364600
51	Tree Guy	Anchor & Guy	\$832.21	4	364600
103	Anchor Guy	Anchor & Guy	\$2,575.13	4	364600
99	Cross Arms	Arms	\$879.70	4	364600
76	Line Guy	Anchor & Guy	\$2,018.48	4	364600
168	Anchor Guy	Anchor & Guy	\$6,456.93	4	364600
445	Cross Arms	Arms	\$5,395.07	4	364600
152	Wire Racks	Racks	\$1,007.68	4	364600
437	Steel Pins	Pins	\$1,801.89	4	364600
131	Wire Racks	Racks	\$611.50	4	364600
75	Tree Guy	Anchor & Guy	\$1,314.45	4	364600
155	Anchor Guy	Anchor & Guy	\$4,480.19	4	364600

YE 2010 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
52	Cross Arms	Arms	\$514.79	4	364600
5	Cross Arms	Arms	\$438.92	4	364600
81	Line Guy	Anchor & Guy	\$2,201.91	4	364600
126	Anchor Guy	Anchor & Guy	\$5,400.09	4	364600
221	Cross Arms	Arms	\$2,833.98	4	364600
132	Wire Racks	Racks	\$845.98	4	364600
203	Steel Pins	Pins	\$885.77	4	364600
127	Cross Arms	Arms	\$2,212.23	4	364600
93	Wire Racks	Racks	\$507.08	4	364600
60	Tree Guy	Anchor & Guy	\$1,062.78	4	364600
60	Anchor Guy	Anchor & Guy	\$1,618.30	4	364600
65	Cross Arms	Arms	\$592.17	4	364600
99	Line Guy	Anchor & Guy	\$2,649.38	4	364600
185	Anchor Guy	Anchor & Guy	\$9,653.62	4	364600
353	Cross Arms	Arms	\$4,951.44	4	364600
474	Wire Racks	Racks	\$1,779.69	4	364600
275	Steel Pins	Pins	\$1,063.27	4	364600
10	Cross Arms	Arms	\$118.94	4	364600
142	Steel Cob Lead Head Pins	Pins	\$141.82	4	364600
103	Wire Racks	Racks	\$551.74	4	364600
53	Tree Guy	Anchor & Guy	\$942.54	4	364600
107	Anchor Guy	Anchor & Guy	\$3,070.17	4	364600
314	Cross Arms	Arms	\$2,938.91	4	364600
87	Cross Arms	Arms	\$802.29	4	364600
64	Line Guy	Anchor & Guy	\$1,857.40	4	364600
102	Anchor Guy	Anchor & Guy	\$4,590.89	4	364600
330	Cross Arms	Arms	\$4,463.52	4	364600
416	Wire Racks	Racks	\$1,607.71	4	364600
95	Steel Pins	Pins	\$134.94	4	364600
198	Steel Pins	Pins	\$664.97	4	364600
125	Wire Racks	Racks	\$805.84	4	364600
21	Tree Guy	Anchor & Guy	\$381.78	4	364600
36	Anchor Guy	Anchor & Guy	\$1,206.99	4	364600
28	Cross Arms	Arms	\$339.12	4	364600
36	Cross Arms	Arms	\$357.47	4	364600
1	Timbers	Misc	\$122.60	4	364600
190	Brackets MB-600	Brackets	\$1,562.45	5	364600
97	Line Guy	Anchor & Guy	\$3,338.24	5	364600
185	Anchor Guy	Anchor & Guy	\$9,586.77	5	364600
578	Cross Arms	Arms	\$10,241.52	5	364600
625	Wire Racks	Racks	\$2,552.71	5	364600
619	Steel Pins	Pins	\$2,107.46	5	364600
12	Ridge Pins	Pins	\$42.54	5	364600
141	Wire Racks	Racks	\$974.34	5	364600
52	Tree Guy	Anchor & Guy	\$1,073.61	5	364600

YE 2010 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
49	Anchor Guy	Anchor & Guy	\$1,808.05	5	364600
332	Cross Arms	Arms	\$4,324.04	5	364600
129	Cross Arms	Arms	\$1,492.48	5	364600
361	Brackets	Brackets	\$923.91	5	364600
95	Line Guy	Anchor & Guy	\$3,271.23	5	364600
4	Line Guy	Anchor & Guy	\$20.08	5	364600
184	Anchor Guy	Anchor & Guy	\$7,939.53	5	364600
3	Anchor Guy	Anchor & Guy	\$19.60	5	364600
319	Cross Arms	Arms	\$7,498.25	5	364600
584	Wire Racks	Racks	\$2,619.06	5	364600
9	Wire Racks	Racks	\$9.28	5	364600
347	Steel Pins	Pins	\$2,148.12	5	364600
22	Cross Arms	Arms	\$211.59	5	364600
71	Cross Arms	Arms	\$895.64	5	364600
55	Anchor Guy	Anchor & Guy	\$1,661.93	5	364600
11	Tree Guy	Anchor & Guy	\$203.68	5	364600
78	Wire Racks	Racks	\$532.39	5	364600
186	Top Pins	Pins	\$645.17	5	364600
190	Lead Head Pins	Pins	\$387.79	5	364600
172	Cross Arms	Arms	\$3,869.94	5	364600
200	Steel Pins	Pins	\$35,576.28	5	364600
3	Pole Bands	Misc	\$32.38	5	364600
1	Line Guy	Anchor & Guy	\$29.95	5	364600
93	Line Guy	Anchor & Guy	\$2,548.60	5	364600
221	Anchor Guy	Anchor & Guy	\$10,924.05	5	364600
11	Cross Arms	Arms	\$132.08	5	364600
632	Cross Arms	Arms	\$7,440.76	5	364600
86	Cross Arms	Arms	\$1,025.86	5	364600
378	Cross Arms	Arms	\$2,483.22	5	364600
179	Steel Pins	Pins	\$887.94	5	364600
14	Alley Arm	Arms	\$239.54	5	364600
9	Alley Arm	Arms	\$176.74	5	364600
34	Anchor Guy	Anchor & Guy	\$1,432.82	5	364600
5	Tree Guy	Anchor & Guy	\$123.67	5	364600
22	Wire Racks	Racks	\$114.42	5	364600
3	Wire Racks	Racks	\$19.40	5	364600
63	Wire Racks	Racks	\$571.80	5	364600
451	Ridge Pins	Pins	\$1,680.97	5	364600
911	Head Pins	Pins	\$2,066.65	5	364600
381	Cross Arms	Arms	\$5,526.39	5	364600
45	Brackets PA-328	Brackets	\$512.42	5	364600
76	Line Guy	Anchor & Guy	\$2,409.25	5	364600
198	Anchor Guy	Anchor & Guy	\$10,047.50	5	364600
806	Cross Arms	Arms	\$11,876.85	5	364600
216	Wire Racks	Racks	\$1,446.51	5	364600

YE 2010 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
211	Wire Racks	Racks	\$690.18	5	364600
810	Steel Pins	Pins	\$2,152.85	5	364600
9	Pole Bands	Misc	\$70.09	5	364600
146	Cross Arms	Arms	\$2,465.25	5	364600
2	Alley Arm	Arms	\$51.15	5	364600
42	Anchor Guy	Anchor & Guy	\$2,283.57	5	364600
6	Tree Guy	Anchor & Guy	\$194.71	5	364600
12	Wire Racks	Racks	\$81.10	5	364600
7	Wire Racks	Racks	\$49.63	5	364600
57	Wire Racks	Racks	\$546.80	5	364600
186	Ridge Pins	Pins	\$793.57	5	364600
274	Steel Cob Lead Head Pins	Pins	\$752.07	5	364600
31	Post Brackets	Brackets	\$801.55	5	364600
797	Steel Pins	Pins	\$2,415.09	5	364600
209	Wire Racks	Racks	\$860.82	5	364600
60	Wire Racks	Racks	\$392.92	5	364600
552	Cross Arms	Arms	\$11,265.15	6	364600
2	Anchor Guy	Anchor & Guy	\$175.31	6	364600
175	Anchor Guy	Anchor & Guy	\$9,222.57	6	364600
40	Line Guy	Anchor & Guy	\$1,295.73	6	364600
1	Bracket AB4-Steel	Brackets	\$18.83	6	364600
4	Timbers	Misc	\$81.51	6	364600
6	Pole Bands	Misc	\$77.45	6	364600
27	Brackets PA-328	Brackets	\$838.94	6	364600
11	Pole Top Pins	Pins	\$46.44	6	364600
2	Wire Racks	Racks	\$19.18	6	364600
1	Anchor Guy	Anchor & Guy	\$54.37	6	364600
2	Cross Arms	Arms	\$43.55	6	364600
54	Brackets PA-328	Brackets	\$692.03	6	364600
6	Pole Bands	Misc	\$62.21	6	364600
52	Line Guy	Anchor & Guy	\$2,181.93	6	364600
318	Anchor Guy	Anchor & Guy	\$18,595.26	6	364600
401	Cross Arms	Arms	\$8,502.79	6	364600
233	Wire Racks	Racks	\$1,979.37	6	364600
275	Wire Racks	Racks	\$784.31	6	364600
33	Wire Racks	Racks	\$75.50	6	364600
4	Top Pins	Pins	\$24.92	6	364600
556	Steel Pins	Pins	\$1,793.06	6	364600
7	Brackets PA-328	Brackets	\$123.52	6	364600
1	Line Guy	Anchor & Guy	\$104.42	6	364600
134	Steel Pins	Pins	\$523.48	6	364600
71	Cross Arms	Arms	\$1,930.87	6	364600
6	Bracket MB-600	Brackets	\$216.56	6	364600
4	Brackets MB-400	Brackets	\$70.40	6	364600
42	Brackets DC66B1	Brackets	\$242.66	6	364600

YE 2010 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
1	Bracket P-535	Brackets	\$6.93	6	364600
92	Line Guy	Anchor & Guy	\$5,440.49	6	364600
345	Anchor Guy	Anchor & Guy	\$23,906.25	6	364600
761	Cross Arms	Arms	\$12,550.31	6	364600
298	Wire Racks	Racks	\$3,188.64	6	364600
555	Top Pins	Pins	\$4,179.99	6	364600
790	Steel Pins	Pins	\$2,213.10	6	364600
46	Brackets DC66B1	Brackets	\$285.07	6	364600
337	Cross Arms	Arms	\$6,157.68	6	364600
14	Top Pins	Pins	\$70.84	6	364600
643	Top Pins	Pins	\$6,035.40	6	364600
24	Line Guy	Anchor & Guy	\$878.92	6	364600
251	Wire Racks	Racks	\$2,662.57	6	364600
5	Anchor Guy	Anchor & Guy	\$244.82	6	364600
300	Anchor Guy	Anchor & Guy	\$18,213.69	6	364600
186	Steel Pins	Pins	\$742.83	6	364600
5	Brackets PA-328	Brackets	\$78.49	6	364600
14	Line Guy	Anchor & Guy	\$645.68	6	364600
69	Anchor Guy	Anchor & Guy	\$4,193.54	6	364600
84	Cross Arms	Arms	\$1,971.90	6	364600
1	Wire Racks	Racks	\$31.24	6	364600
160	Top Pins	Pins	\$1,294.82	6	364600
49	Steel Pins	Pins	\$153.38	6	364600
3	Line Guy	Anchor & Guy	\$87.26	6	364600
24	Steel Pins	Pins	\$168.06	6	364600
7	Cross Arms	Arms	\$796.91	6	364600
44	Line Guy	Anchor & Guy	\$2,435.64	6	364600
416	Anchor Guy	Anchor & Guy	\$29,865.89	6	364600
63	Bracket PA-32B	Brackets	\$1,085.65	6	364600
938	Wire Racks	Racks	\$7,852.82	6	364600
658	Cross Arms	Arms	\$18,313.07	6	364600
35	Brackets DC66B1	Brackets	\$388.35	6	364600
1075	Steel Pins	Pins	\$5,409.74	6	364600
1526	Top Pins	Pins	\$14,273.27	6	364600
2	Bracket P-535	Brackets	\$10.73	6	364600
14	Line Guy	Anchor & Guy	\$1,153.30	6	364600
27	Anchor Guy	Anchor & Guy	\$2,144.64	6	364600
31	Cross Arms	Arms	\$992.65	6	364600
8	Wire Racks	Racks	\$48.11	6	364600
1162	Top Pins	Pins	\$10,304.86	6	364600
182	Steel Pins	Pins	\$710.95	6	364600
31	Bracket DETC	Brackets	\$995.79	7	364600
192	Bracket P-535	Brackets	\$2,717.51	7	364600
724	Wire Racks	Racks	\$4,716.80	7	364600
272	Cross Arms	Arms	\$12,683.64	7	364600

YE 2010 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
349	Anchor Guy	Anchor & Guy	\$26,338.68	7	364600
51	Line Guy	Anchor & Guy	\$2,789.94	7	364600
12	Steel Pins	Pins	\$52.12	7	364600
72	Bracket DETC	Brackets	\$2,568.09	7	364600
930	Pole Top Pins	Pins	\$8,981.84	7	364600
307	Steel Pins	Pins	\$1,800.78	7	364600
993	Wire Racks	Racks	\$6,345.50	7	364600
88	Bracket PA-539	Brackets	\$1,509.98	7	364600
32	Bracket P-535	Brackets	\$282.19	7	364600
73	Line Guy	Anchor & Guy	\$2,959.78	7	364600
517	Anchor Guy	Anchor & Guy	\$39,700.65	7	364600
390	Cross Arms	Arms	\$18,397.65	7	364600
100	Bracket DETC	Brackets	\$3,980.80	7	364600
86	Bracket PA-539	Brackets	\$1,680.92	7	364600
74	Bracket PA-32B	Brackets	\$1,554.86	7	364600
48	Bracket P-535	Brackets	\$417.16	7	364600
584	Steel Pins	Pins	\$3,602.74	7	364600
548	Cross Arms	Arms	\$27,743.08	7	364600
1517	Wire Racks	Racks	\$9,947.15	7	364600
921	Top Pins	Pins	\$11,591.48	7	364600
62	Line Guy	Anchor & Guy	\$2,828.65	7	364600
548	Anchor Guy	Anchor & Guy	\$45,902.04	7	364600
384	Steel Pins	Pins	\$4,455.98	7	364600
21	Bracket PA-539	Brackets	\$555.62	7	364600
121	Brackets PA-32B	Brackets	\$3,046.43	7	364600
26	Bracket P-535	Brackets	\$284.74	7	364600
96	Bracket DETC	Brackets	\$3,724.82	7	364600
507	Pole Top Pins	Pins	\$9,248.65	7	364600
1134	Wire Racks	Racks	\$10,540.46	7	364600
630	Cross Arms	Arms	\$28,403.58	7	364600
57	Line Guy	Anchor & Guy	\$2,870.66	7	364600
518	Anchor Guy	Anchor & Guy	\$42,959.76	7	364600
13	Pole Top Extension	Pole Top Ext	\$2,452.64	7	364600
54	Bracket DETC	Brackets	\$3,128.54	7	364600
24	Bracket P-539	Brackets	\$1,004.53	7	364600
32	Brackets PA-32B	Brackets	\$925.03	7	364600
497	Pole Top Pins	Pins	\$10,980.07	7	364600
308	Steel Pins	Pins	\$6,401.15	7	364600
1278	Wire Racks	Racks	\$14,734.86	7	364600
714	Cross Arms	Arms	\$37,619.06	7	364600
64	Line Guy	Anchor & Guy	\$4,296.53	7	364600
357	Anchor Guy	Anchor & Guy	\$35,324.81	7	364600
418	Anchor Guy	Anchor & Guy	\$37,155.71	7	364600
91	Line Guy	Anchor & Guy	\$6,140.39	7	364600
463	Cross Arms	Arms	\$26,451.23	7	364600

YE 2010 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
1466	Wire Racks	Racks	\$15,488.58	7	364600
641	Pole Top Pins	Pins	\$12,629.69	7	364600
345	Steel Pins	Pins	\$4,888.51	7	364600
114	Bracket DETC	Brackets	\$7,758.81	7	364600
13	Brackets PA-32B	Brackets	\$466.02	7	364600
65	Bracket DETC	Brackets	\$5,413.30	7	364600
457	Steel Pins	Pins	\$4,204.25	7	364600
412	Pole Top Pins	Pins	\$8,125.12	7	364600
1210	Wire Racks	Racks	\$16,214.57	7	364600
390	Cross Arms	Arms	\$21,860.30	7	364600
84	Line Guy	Anchor & Guy	\$6,571.49	7	364600
472	Anchor Guy	Anchor & Guy	\$45,259.08	7	364600
485	Anchor Guy	Anchor & Guy	\$58,670.80	7	364600
38	Line Guy	Anchor & Guy	\$4,757.70	7	364600
564	Cross Arms	Arms	\$43,501.57	7	364600
1102	Racks	Racks	\$16,550.14	7	364600
393	Pole Top Pins	Pins	\$8,839.42	7	364600
985	Steel Pins	Pins	\$8,792.18	7	364600
41	Bracket DETC	Brackets	\$3,690.67	7	364600
5	Pole Top Extension	Pole Top Ext	\$1,050.50	7	364600
43	Bracket DETC	Brackets	\$2,841.86	7	364600
336	Steel Pins	Pins	\$2,903.11	8	364600
230	Pole Top Pins	Pins	\$3,018.53	8	364600
715	Racks	Racks	\$9,170.88	8	364600
204	Cross Arms	Arms	\$23,479.22	8	364600
36	Line Guys	Anchor & Guy	\$4,185.01	8	364600
285	Anchor Guy	Anchor & Guy	\$49,136.35	8	364600
206	Anchor Guy	Anchor & Guy	\$37,634.95	8	364600
32	Line Guys	Anchor & Guy	\$3,569.45	8	364600
364	Cross Arms	Arms	\$40,569.09	8	364600
634	Racks	Racks	\$13,104.94	8	364600
264	Pole Top Pins	Pins	\$6,689.05	8	364600
609	Steel Pins	Pins	\$6,427.04	8	364600
110	Bracket DETC	Brackets	\$9,012.23	8	364600
18	Pole Top Extension	Pole Top Ext	\$4,905.30	8	364600
17	Pole Top Extension	Pole Top Ext	\$5,472.95	8	364600
161	Bracket DETC	Brackets	\$11,007.07	8	364600
391	Steel Pins	Pins	\$6,183.88	8	364600
290	Pole Top Pins	Pins	\$8,614.04	8	364600
489	Racks	Racks	\$11,775.53	8	364600
262	Cross Arms	Arms	\$30,143.32	8	364600
19	Line Guys	Anchor & Guy	\$2,030.29	8	364600
217	Anchor Guy	Anchor & Guy	\$34,935.47	8	364600
277	Anchor Guy	Anchor & Guy	\$41,611.50	8	364600
11	Line Guys	Anchor & Guy	\$1,297.64	8	364600

YE 2010 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
185	Cross Arms	Arms	\$22,996.78	8	364600
563	Racks	Racks	\$14,105.51	8	364600
117	Pole Top Pins	Pins	\$3,884.48	8	364600
440	Steel Pins	Pins	\$6,846.17	8	364600
44	Bracket DETC	Brackets	\$5,461.95	8	364600
18	Pole Top Extension	Pole Top Ext	\$771.77	8	364600
49	Bracket DETC	Brackets	\$3,341.60	8	364600
399	Steel Pins	Pins	\$5,128.61	8	364600
84	Pole Top Pins	Pins	\$2,748.35	8	364600
493	Racks	Racks	\$12,435.72	8	364600
188	Cross Arms	Arms	\$18,693.36	8	364600
15	Line Guys	Anchor & Guy	\$747.85	8	364600
265	Anchor Guy	Anchor & Guy	\$40,379.81	8	364600
3	Pole Top Extension	Pole Top Ext	\$1,614.09	8	364600
94	Bracket DETC	Brackets	\$6,450.67	8	364600
359	Steel Pins	Pins	\$7,194.86	8	364600
137	Pole Top Pins	Pins	\$5,566.31	8	364600
541	Racks	Racks	\$11,111.59	8	364600
227	Cross Arms	Arms	\$20,590.93	8	364600
19	Line Guys	Anchor & Guy	\$2,737.19	8	364600
241	Anchor Guy	Anchor & Guy	\$46,666.67	8	364600
257	Anchor Guy	Anchor & Guy	\$50,847.99	8	364600
50	Line Guys	Anchor & Guy	\$6,592.06	8	364600
220	Cross Arms	Arms	\$23,651.64	8	364600
473	Racks	Racks	\$9,661.82	8	364600
170	Pole Top Pins	Pins	\$4,867.90	8	364600
552	Steel Pins	Pins	\$6,063.71	8	364600
319	Bracket DETC	Brackets	\$10,718.03	8	364600
26	Pole Top Extension	Pole Top Ext	\$8,110.11	8	364600
116	Bracket DETC	Brackets	\$8,003.53	8	364600
429	Steel Pins	Pins	\$7,107.21	8	364600
161	Pole Top Pins	Pins	\$4,828.10	8	364600
417	Racks	Racks	\$7,973.12	8	364600
186	Cross Arms	Arms	\$26,719.27	8	364600
15	Line Guys	Anchor & Guy	\$3,780.10	8	364600
278	Anchor Guy	Anchor & Guy	\$63,012.43	8	364600
233	Anchor Guy	Anchor & Guy	\$61,462.85	8	364600
22	Line Guys	Anchor & Guy	\$6,588.19	8	364600
167	Cross Arms	Arms	\$22,998.03	8	364600
583	Racks	Racks	\$6,799.50	8	364600
326	Pole Top Pins	Pins	\$7,971.93	8	364600
717	Steel Pins	Pins	\$7,944.14	8	364600
427	Bracket DETC	Brackets	\$17,882.87	8	364600
31	Pole Top Extension	Pole Top Ext	\$7,052.41	8	364600
16	Pole Top Extension	Pole Top Ext	\$6,134.48	8	364600

YE 2010 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
366	Bracket DETC	Brackets	\$21,801.53	8	364600
500	Steel Pins	Pins	\$12,012.44	9	364600
386	Pole Top Pins	Pins	\$12,805.43	9	364600
540	Racks	Racks	\$8,654.27	9	364600
378	Cross Arms	Arms	\$35,707.14	9	364600
22	Line Guys	Anchor & Guy	\$5,590.26	9	364600
329	Anchor Guy	Anchor & Guy	\$83,548.13	9	364600
357	Anchor Guy	Anchor & Guy	\$83,244.51	9	364600
66	Line Guys	Anchor & Guy	\$12,036.40	9	364600
374	Cross Arms	Arms	\$59,991.99	9	364600
910	Racks	Racks	\$17,688.12	9	364600
520	Pole Top Pins	Pins	\$13,867.21	9	364600
1208	Steel Pins	Pins	\$14,740.28	9	364600
818	Bracket DETC	Brackets	\$35,019.89	9	364600
27	Pole Top Extension	Pole Top Ext	\$4,792.52	9	364600
2	Pole Top Extension	Pole Top Ext	\$340.09	9	364600
854	Bracket DETC	Brackets	\$32,513.40	9	364600
389	Steel Pins	Pins	\$7,721.09	9	364600
402	Pole Top Extension	Pole Top Ext	\$16,573.38	9	364600
1073	Racks	Racks	\$23,124.06	9	364600
240	Cross Arms	Arms	\$43,653.98	9	364600
54	Line Guys	Anchor & Guy	\$11,186.57	9	364600
416	Anchor Guy	Anchor & Guy	\$148,109.70	9	364600
466	Anchor Guy	Anchor & Guy	\$173,710.48	9	364600
142	Line Guys	Anchor & Guy	\$23,703.96	9	364600
68	Cross Arms	Arms	\$44,357.82	9	364600
923	Racks	Racks	\$27,826.80	9	364600
553	Pole Top Pins	Pins	\$21,493.50	9	364600
371	Steel Pins	Pins	\$11,814.60	9	364600
1879	Bracket DETC	Brackets	\$59,673.47	9	364600
8	Pole Top Extension	Pole Top Ext	\$3,581.92	9	364600
1	Pole Top Extension	Pole Top Ext	\$413.01	9	364600
2148	Bracket DETC	Brackets	\$34,982.06	9	364600
230	Steel Pins	Pins	\$14,849.96	9	364600
370	Pole Top Extension	Pole Top Ext	\$24,325.64	9	364600
542	Racks	Racks	\$18,771.01	9	364600
192	Cross Arms	Arms	\$48,885.20	9	364600
128	Line Guys	Anchor & Guy	\$27,713.14	9	364600
268	Anchor Guy	Anchor & Guy	\$127,996.75	9	364600
410	Anchor Guy	Anchor & Guy	\$155,408.39	9	364600
182	Line Guys	Anchor & Guy	\$39,684.11	9	364600
222	Cross Arms	Arms	\$51,099.20	9	364600
995	Racks	Racks	\$30,097.21	9	364600
544	Pole Top Extension	Pole Top Ext	\$25,236.39	9	364600
404	Steel Pins	Pins	\$13,858.80	9	364600

YE 2010 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
815	Bracket DETC	Brackets	\$43,921.74	9	364600
4	Pole Top Extension	Pole Top Ext	\$1,906.14	9	364600
11	Pole Top Extension	Pole Top Ext	\$5,508.62	9	364600
1619	Bracket DETC	Brackets	\$42,846.93	9	364600
225	Steel Pins	Pins	\$6,899.28	9	364600
631	Pole Top Pins	Pins	\$32,358.94	9	364600
750	Racks	Racks	\$51,406.18	9	364600
458	Cross Arms	Arms	\$103,679.29	9	364600
504	Anchor Guy	Anchor & Guy	\$151,965.88	9	364600
413	Anchor Guy	Anchor & Guy	\$155,533.55	9	364600
273	Line Guys	Anchor & Guy	\$62,419.55	9	364600
356	Cross Arms	Arms	\$69,379.38	9	364600
491	Racks	Racks	\$21,124.62	9	364600
567	Pole Top Pins	Pins	\$22,127.62	9	364600
626	Steel Pins	Pins	\$8,949.94	9	364600
974	Bracket DETC	Brackets	\$67,199.80	9	364600
7	Pole Top Extension	Pole Top Ext	\$2,537.99	9	364600
15	Pole Top Extension	Pole Top Ext	\$697.73	9	364600
888	Bracket DETC	Brackets	\$37,807.08	9	364600
605	Pole Top Pins	Pins	\$28,007.02	9	364600
560	Racks	Racks	\$17,398.76	9	364600
487	Cross Arms	Arms	\$106,651.08	9	364600
270	Line Guys	Anchor & Guy	\$51,605.68	9	364600
399	Anchor Guy	Anchor & Guy	\$81,626.40	9	364600
410	Anchor Guy	Anchor & Guy	\$101,725.49	9	364600
257	Line Guys	Anchor & Guy	\$49,384.73	9	364600
387	Cross Arms	Arms	\$111,934.06	10	364600
487	Racks	Racks	\$18,266.71	10	364600
519	Pole Top Pins	Pins	\$22,678.65	10	364600
800	Bracket	Brackets	\$45,082.39	10	364600
11	Pole Top Extension	Pole Top Ext	\$11,807.19	10	364600
9	Pole Top Extension	Pole Top Ext	\$12,228.59	10	364600
461	Bracket	Brackets	\$30,260.49	10	364600
362	Pole Top Pins	Pins	\$19,922.90	10	364600
365	Racks	Racks	\$14,277.40	10	364600
263	Cross Arms	Arms	\$102,912.25	10	364600
190	Line Guys	Anchor & Guy	\$41,694.61	10	364600
299	Anchor Guy	Anchor & Guy	\$85,154.61	10	364600
770	Pole Top Extension	Pole Top Ext	\$14,439.00	10	364600
325	Brackets	Brackets	\$27,309.27	10	364600
254	Racks	Racks	\$10,898.49	10	364600
211	Cross Arms	Arms	\$76,242.85	10	364600
329	Pole Top Pins	Pins	\$16,883.62	10	364600
139	Line Guys	Anchor & Guy	\$60,895.74	10	364600
262	Anchor Guy	Anchor & Guy	\$70,760.45	10	364600

YE 2010 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
70	Pole Top Extension	Pole Top Ext	\$32,111.69	10	364600
376	Brackets	Brackets	\$32,422.21	10	364600
471	Pole Top Pins	Pins	\$13,125.99	10	364600
411	Racks	Racks	\$31,230.48	10	364600
523	X-Arms	Arms	\$137,833.21	10	364600
154	Line Guys	Anchor & Guy	\$34,470.09	10	364600
324	Anchor Guy	Anchor & Guy	\$83,314.91	10	364600
14	Racks	Racks	\$737.74	10	364600
21	X-Arms	Arms	\$1,592.42	10	364600
23	Pole Top Extension	Pole Top Ext	\$524.13	10	364600
18	Brackets	Brackets	\$1,129.39	10	364600
9	Pole Top Extension	Pole Top Ext	\$1,761.90	10	364600
6	Anchor Guy	Anchor & Guy	\$1,885.50	10	364600
24	Pole Top Extension	Pole Top Ext	\$17,230.22	10	364600
295	Brackets	Brackets	\$28,225.79	10	364600
245	Pole Top Pins	Pins	\$10,657.31	10	364600
331	Racks	Racks	\$24,697.56	10	364600
322	X-Arms	Arms	\$34,909.62	10	364600
163	Line Guys	Anchor & Guy	\$40,573.71	10	364600
100	Pole Conduit	Conduit	\$6,090.63	10	364600
30	Pole Conduit	Conduit	\$697.59	10	364600
445	Pole Conduit	Conduit	\$5,181.26	10	364600
277	Anchor Guy	Anchor & Guy	\$82,043.82	10	364600
4	X-Arms	Arms	\$709.99	10	364600
5	Anchor Guy	Anchor & Guy	\$2,839.59	10	364600
1	Pole Top Pins	Pins	\$40.76	10	364600
1	Bracket	Brackets	\$61.13	10	364600
3	Anchor Guy	Anchor & Guy	\$917.06	10	364600
2	Wire Racks	Racks	\$71.96	10	364600
432	Pole Top Extension	Pole Top Ext	\$38,791.26	10	364600
568	Brackets	Brackets	\$70,779.44	10	364600
281	Pole Top Pins	Pins	\$24,263.50	10	364600
197	Racks	Racks	\$9,445.99	10	364600
238	X-Arms	Arms	\$99,039.62	10	364600
160	Line Guys	Anchor & Guy	\$39,494.83	10	364600
328	Anchor Guy	Anchor & Guy	\$101,828.44	10	364600
1	Down Guy	Anchor & Guy	\$279.40	10	364600
1	Fiberglass MNT BKT	Brackets	\$225.35	10	364600
1	Wire Racks	Racks	\$68.13	10	364600
393	Pole Top Extension	Pole Top Ext	\$23,809.72	10	364600
261	Brackets	Brackets	\$33,071.04	10	364600
328	Pole Top Pins	Pins	\$20,672.40	10	364600
294	Wire Racks	Racks	\$19,139.70	10	364600
294	X-Arms	Arms	\$144,988.00	10	364600
144	Line Guys	Anchor & Guy	\$33,765.15	10	364600

YE 2010 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
321	Anchor Guy	Anchor & Guy	\$111,598.65	10	364600
1	Anchor Guy	Anchor & Guy	\$1,228.25	10	364600
1	X-Arms	Arms	\$530.19	10	364600
7	Cross Arms	Arms	\$2,873.72	10	364600
6	Wire Racks	Racks	\$161.72	10	364600
400	Pole Top Extension	Pole Top Ext	\$31,638.07	10	364600
337	Brackets	Brackets	\$45,587.44	11	364600
483	Pole Top Pins	Pins	\$29,244.22	11	364600
369	Wire Racks	Racks	\$42,739.37	11	364600
412	X-Arms	Arms	\$71,354.25	11	364600
178	Line Guys	Anchor & Guy	\$45,237.56	11	364600
355	Anchor Guy	Anchor & Guy	\$199,967.49	11	364600
1	Wire Racks	Racks	\$94.02	11	364600
1	Pole Top Pins	Pins	\$93.52	11	364600
1	Bracket	Brackets	\$117.70	11	364600
1	Anchor Guy	Anchor & Guy	\$232.24	11	364600
3	X-Arms	Arms	-\$21,149.70	11	364600
1	X-Arms	Arms	-\$1,195.08	11	364600
10	Wire Racks	Racks	-\$138.99	11	364600
2	Down Guy	Anchor & Guy	\$58.31	11	364600
10	Cross Arms	Arms	\$1,337.36	11	364600
1	Bracket	Brackets	-\$47.45	11	364600
6	Bracket	Brackets	\$31.45	11	364600
4	Guy Aux.	Anchor & Guy	\$653.69	11	364600
7	Anchor Guy	Anchor & Guy	\$1,559.26	11	364600
9	Pole Top Pins	Pins	\$287.28	11	364600
3	Anchor Guy	Anchor & Guy	\$116.58	11	364600
1	Guy Line	Anchor & Guy	\$75.99	11	364600
1	Bracket	Brackets	\$114.31	11	364600
234	Anchor Guy	Anchor & Guy	\$101,800.34	11	364600
371	Brackets	Brackets	\$21,180.87	11	364600
94	Line Guys	Anchor & Guy	\$23,253.53	11	364600
257	X-Arms	Arms	\$65,472.51	11	364600
214	Racks	Racks	\$21,217.45	11	364600
378	Pole Top Pins	Pins	\$19,155.53	11	364600
68	Pole Top Extension	Pole Top Ext	\$17,538.67	11	364600
4	X-Arms	Arms	\$399.77	11	364600
24	Cross Arms	Arms	\$3,051.89	11	364600
41	Wire Racks	Racks	-\$519.96	11	364600
22	Wire Racks	Racks	\$345.80	11	364600
3	Wire Racks	Racks	\$148.62	11	364600
6	Down Guy	Anchor & Guy	\$2,399.06	11	364600
6	Guy Aux.	Anchor & Guy	\$1,265.32	11	364600
9	Bracket	Brackets	\$910.51	11	364600
2	X-Arms	Arms	\$163.62	11	364600

YE 2010 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
10	Anchor Guy	Anchor & Guy	-\$15,107.56	11	364600
23	Anchor Guy	Anchor & Guy	\$2,624.43	11	364600
1	Anchor Guy	Anchor & Guy	\$8.39	11	364600
35	Anchor Guy	Anchor & Guy	\$33,454.65	11	364600
4	Anchor Guy	Anchor & Guy	\$3,199.52	11	364600
6	Anchor Guy	Anchor & Guy	\$4,878.76	11	364600
1	Anchor Guy	Anchor & Guy	\$852.36	11	364600
40	Guy Aux.	Anchor & Guy	\$13,723.34	11	364600
23	Bracket	Brackets	\$4,917.38	11	364600
16	Bracket	Brackets	\$2,316.75	11	364600
15	Bracket	Brackets	\$1,326.67	11	364600
4	Bracket	Brackets	\$1,164.19	11	364600
30	Pole Top Pins	Pins	\$11,484.67	11	364600
2	X-Arms	Arms	\$1,588.26	11	364600
2	Pole Top Pins	Pins	\$350.70	11	364600
13	Pole Extensions	Pole Top Ext	\$9,755.35	11	364600
7	Cross Arms	Arms	\$3,961.68	11	364600
70	Cross Arms	Arms	\$36,644.58	11	364600
85	Cross Arms	Arms	\$34,976.46	11	364600
85	Wire Racks	Racks	\$4,307.95	11	364600
86	Wire Racks	Racks	\$2,403.89	11	364600
2	Wire Racks	Racks	\$275.12	11	364600
29	Line Guys	Anchor & Guy	\$8,564.58	11	364600
305	Steel Pins	Pins	\$33,836.86	11	364600
10	X-Arms	Arms	-\$45,723.38	11	364600
1	Anchor	Anchor & Guy	\$322.30	11	364600
17	Down Guy	Anchor & Guy	\$4,475.47	11	364600
55	Anchor Guy	Anchor & Guy	\$33,949.34	11	364600
103	Bracket	Brackets	\$16,199.31	11	364600
30	Anchor Guy	Anchor & Guy	\$18,655.34	11	364600
23	Anchor Guy	Anchor & Guy	\$14,756.40	11	364600
8	X-Arms	Arms	\$3,772.41	12	364600
21	Line Guys	Anchor & Guy	\$4,423.11	12	364600
7	Anchor Guy	Anchor & Guy	\$3,957.90	12	364600
23	Guy Aux.	Anchor & Guy	\$9,049.28	12	364600
8	Bracket	Brackets	\$1,548.79	12	364600
7	Bracket	Brackets	\$1,285.21	12	364600
5	Wire Racks	Racks	\$588.75	12	364600
2	Anchor Guy	Anchor & Guy	\$1,224.70	12	364600
2	X-Arms	Arms	\$886.99	12	364600
66	Cross Arms	Arms	\$30,780.46	12	364600
45	Cross Arms	Arms	\$17,189.37	12	364600
216	Steel Pins	Pins	\$24,587.02	12	364600
8	X-Arms	Arms	\$3,917.90	12	364600
21	X-Arms	Arms	\$10,440.93	12	364600

YE 2010 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
101	Anchor Guy	Anchor & Guy	\$63,379.94	12	364600
8	Pole Top Pins	Pins	\$2,276.31	12	364600
5	Pole Extensions	Pole Top Ext	\$4,347.47	12	364600
65	Wire Racks	Racks	\$2,334.50	12	364600
44	Wire Racks	Racks	\$6,259.28	12	364600
13	Down Guy	Anchor & Guy	\$3,897.89	12	364600
26	Guy Line	Anchor & Guy	\$7,767.44	12	364600
41	Bracket	Brackets	\$10,194.75		364600
18	Line Guys	Anchor & Guy	\$6,784.79	12	364600
1	Anchor Guy	Anchor & Guy	-\$822.80	12	364600
31	Bracket	Brackets	\$4,018.37	12	364600
59	Cross Arms	Arms	\$22,856.56	12	364600
2	Wire Racks	Racks	\$230.38	12	364600
8	X-Arms	Arms	\$7,604.99	12	364600
11	Anchor Guy	Anchor & Guy	\$8,745.79	12	364600
25	X-Arms	Arms	\$18,303.89	12	364600
9	Pole Top Pins	Pins	\$3,459.34	12	364600
2	Bracket	Brackets	\$447.55	12	364600
4	X-Arms	Arms	\$3,604.89	12	364600
3	Bracket	Brackets	\$1,148.10	12	364600
1	Anchor Guy	Anchor & Guy	\$431.05	12	364600
82	Wire Racks	Racks	\$4,339.11	12	364600
47	Anchor Guy	Anchor & Guy	\$30,304.78	12	364600
2	Anchor Guy	Anchor & Guy	\$918.86	12	364600
36	Guy Line	Anchor & Guy	\$13,499.88	12	364600
186	Bracket	Brackets	\$35,675.64	12	364600
36	Cross Arms	Arms	\$25,625.66	12	364600
276	Steel Pins	Pins	\$35,471.44	12	364600
2	Anchor Screw	Anchor & Guy	\$817.02	12	364600
12	Down Guy	Anchor & Guy	\$3,066.20	12	364600
84	Anchor Guy	Anchor & Guy	\$63,366.46	12	364600
29	Aux. Guy	Anchor & Guy	\$12,145.19	12	364600
40	Bracket	Brackets	\$723.06	12	364600
10	Pole Extensions	Pole Top Ext	\$6,954.23	12	364600
35	Wire Racks	Racks	\$5,167.76	12	364600
5	Anchor Screw	Anchor & Guy	\$2,323.70	12	364600
4	Bracket	Brackets	\$1,465.98	12	364600
2	Bracket	Brackets	\$728.54	12	364600
10	X-Arms	Arms	\$5,889.42	12	364600
1	Anchor	Anchor & Guy	\$348.84	12	364600
1	Anchor	Anchor & Guy	\$324.49	12	364600
4	Pole Top Pins	Pins	\$1,868.53	12	364600
4	X-Arms	Arms	\$2,418.32	12	364600
7	Anchor Guy	Anchor & Guy	\$4,141.15	12	364600
2	Wire Racks	Racks	\$359.24	12	364600

YE 2010 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
5	Racks	Racks	\$589.69	12	364600
2	X-Arms	Arms	\$1,240.73	12	364600
2	Racks	Racks	\$136.27	12	364600
2	Anchor Guy	Anchor & Guy	\$1,405.51	12	364600
2	Bracket	Brackets	\$328.94	12	364600
1	Bracket	Brackets	\$208.29	12	364600
45	Wire Racks	Racks	\$2,474.39	12	364600
151	Steel Pins	Pins	\$17,719.83	12	364600
23	X-Arms	Arms	\$16,582.06	12	364600
58	Anchor Guy	Anchor & Guy	\$41,924.47	12	364600
12	Guy Aux.	Anchor & Guy	\$4,279.28	12	364600
25	Bracket	Brackets	\$3,638.05	13	364600
60	Bracket	Brackets	\$8,583.90	13	364600
16	Line Guys	Anchor & Guy	\$5,241.02	13	364600
42	Anchor Guy	Anchor & Guy	\$23,421.91	13	364600
34	Guy Line	Anchor & Guy	\$14,499.30	13	364600
51	Bracket	Brackets	\$8,435.27	13	364600
3	Pole Extensions	Pole Top Ext	\$3,289.92	13	364600
45	Cross Arms	Arms	\$20,894.95	13	364600
30	Cross Arms	Arms	\$9,271.35	13	364600
24	Wire Racks	Racks	\$3,193.59	13	364600
3	Down Guy	Anchor & Guy	\$858.12	13	364600
10	Bracket	Brackets	\$2,680.92	13	364600
1	X-Arms	Arms	\$165.24	13	364600
1	Line Guys	Anchor & Guy	\$308.27	13	364600
2	Pole Top Pins	Pins	\$589.31	13	364600
7	Bracket	Brackets	\$726.94	13	364600
2	Bracket	Brackets	\$353.58	13	364600
3	Guy Line	Anchor & Guy	\$1,195.84	13	364600
1	Down Guy	Anchor & Guy	\$398.68	13	364600
2	Racks	Racks	\$159.17	13	364600
8	Wire Racks	Racks	\$335.56	13	364600
3	Bracket	Brackets	\$250.02	13	364600
36	Anchor Guy	Anchor & Guy	\$25,949.26	13	364600
6	Anchor Guy	Anchor & Guy	\$3,304.06	13	364600
49	Steel Pins	Pins	\$5,901.40	13	364600
2	Wire Racks	Racks	\$157.49	13	364600
2	Cross Arms	Arms	\$732.85	13	364600
15	Cross Arms	Arms	\$8,549.67	13	364600
Total Acct 364600			\$9,498,051.38		
Less Anchor & Guy			\$4,382,666.86		
Acct 364600 Subtotal			\$5,115,384.52		
Plus Towers & Clearing R/W (364100)			\$16,629.43		
Non-Pole Related Total			\$5,132,013.95		

Exhibit K-9

UGI Account 364 - YE2011 Data for 2013 Rates			
Account	Description	Number of Units	Cost
Pole-Related			
364200	Poles 100 0/0	32,161	\$ 18,249,485.47
364300	Poles 50 Veriz	4,512	\$ 1,451,349.55
364400	Poles 50 Comm	2,643	\$ 371,122.98
364500	Poles 50 Unidf	9,218	\$ 547,611.12
	Pole Total		\$ 20,619,569.12
364600	Anchor & Guy	28,719	\$ 4,530,355.47
	Pole-Related Total		\$ 25,149,924.59
Non Pole-Related			
364100	Towers and Clearing R/W	8	\$ 16,629.43
364600	Arms	23,596	\$ 2,349,727.46
364600	Brackets	18,292	\$ 940,765.46
364600	Conduit	575	\$ 11,969.48
364600	Misc	31	\$ 640.25
364600	Pins	40,240	\$ 948,987.86
364600	Pole Top Ext	2,442	\$ 308,281.11
364600	Racks	37,563	\$ 681,706.99
	Non Pole-Related Total	122,747	\$ 5,258,708.04
	Account 364 Total	200,000	\$ 30,408,632.63
	Appurtenance %		17.29%

YE 2011 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
13	Pole Extensions	Pole Top Ext	\$9,755.35	18	364600
4	Alley Arm	Arms	\$399.77	18	364600
7	Alley Arm	Arms	\$3,961.88	18	364600
24	Cross Arms	Arms	\$3,051.89	18	364600
70	Cross Arms	Arms	\$36,644.58	18	364600
85	Cross Arms	Arms	\$34,976.46	18	364600
41	Wire Racks	Racks	-\$519.96	18	364600
85	Wire Racks	Racks	\$4,307.95	18	364600
3	Wire Racks	Racks	\$146.62	18	364600
2	Wire Racks	Racks	\$275.12	18	364600
29	Line Guy	Anchor & Guy	\$8,584.58	18	364600
305	Steel Pins	Pins	\$33,836.86	18	364600
10	X-Arm	Arms	-\$45,723.38	18	364600
1	Anchor	Anchor & Guy	\$322.30	18	364600
6	Down Guy	Anchor & Guy	\$2,399.06	18	364600
17	Down Guy	Anchor & Guy	\$4,475.47	18	364600
68	Anchor Guy	Anchor & Guy	\$33,949.34	18	364600
35	Anchor Guy	Anchor & Guy	\$33,454.65	18	364600
4	Anchor Guy	Anchor & Guy	\$3,199.52	18	364600
6	Anchor Guy	Anchor & Guy	\$4,878.76	18	364600
1	Anchor Guy	Anchor & Guy	\$852.36	18	364600
6	Aux Guy	Anchor & Guy	\$1,265.32	18	364600
40	Aux Guy	Anchor & Guy	\$13,723.34	18	364600
9	Mount Bracket	Anchor & Guy	\$910.51	18	364600
23	Mount Bracket	Anchor & Guy	\$4,917.38	18	364600
15	Bracket	Racks	\$1,326.67	18	364600
4	Bracket	Racks	\$1,164.19	18	364600
30	Pole Top Pins	Pins	\$11,484.67	18	364600
1	Wire Rack	Racks	\$68.13	18	364600
2	X-Arm	Arms	\$163.62	18	364600
2	X-Arm	Arms	\$1,588.26	19	364600
7	Anchor Guy	Anchor & Guy	\$1,559.26	19	364600
10	Anchor Guy	Anchor & Guy	-\$15,107.56	19	364600
23	Anchor Guy	Anchor & Guy	\$2,624.43	19	364600
4	Aux Guy	Anchor & Guy	\$653.69	19	364600
1	Mount Bracket	Anchor & Guy	\$225.35	19	364600
6	Mount Bracket	Anchor & Guy	\$31.45	19	364600
1	Bracket	Anchor & Guy	-\$47.45	19	364600
10	Cross Arms	Arms	\$1,337.36	19	364600
1	Anchor Guy	Anchor & Guy	\$8.39	19	364600
7	Pole Top Pins	Pins	\$287.28	19	364600
66	Cross Arms	Arms	\$30,780.46	19	364600
45	Cross Arms	Arms	\$17,189.37	19	364600
216	Steel Pins	Pins	\$24,587.02	19	364600
8	X-Arm	Arms	\$3,917.90	19	364600
11	X-Arm	Arms	\$5,469.04	19	364600
1	Anchor Guy	Anchor & Guy	\$279.40	19	364600

YE 2011 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
2	Anchor Guy	Anchor & Guy	\$58.31	19	364600
101	Anchor Guy	Anchor & Guy	\$63,379.94	19	364600
8	Pole Top Pins	Pins	\$2,276.31	19	364600
6	Pole Extensions	Pole Top Ext	\$4,347.47	19	364600
65	Wire Rack	Racks	\$2,334.50	19	364600
13	Anchor Guy	Anchor & Guy	\$3,897.89	19	364600
10	Guy Line	Anchor & Guy	\$2,987.47	19	364600
41	Bracket	Anchor & Guy	\$10,194.76	19	364600
33	Mount Bracket	Anchor & Guy	\$12,110.17	19	364600
24	Anchor Guy	Anchor & Guy	\$14,924.28	19	364600
23	Anchor Guy	Anchor & Guy	\$14,756.40	19	364600
8	Alley Arm	Arms	\$3,772.41	19	364600
21	Line Guy	Anchor & Guy	\$4,423.11	19	364600
7	Anchor Guy	Anchor & Guy	\$3,957.90	19	364600
23	Aux Guy	Anchor & Guy	\$9,049.28	19	364600
5	Bracket	Anchor & Guy	\$1,548.79	19	364600
7	Bracket	Anchor & Guy	\$1,285.21	19	364600
5	Wire Racks	Racks	\$588.75	19	364600
2	Anchor Guy	Anchor & Guy	\$1,224.70	19	364600
3	Anchor Guy	Anchor & Guy	\$116.56	19	364600
2	X-Arm	Arms	\$886.99	19	364600
2	Pole Extensions	Pole Top Ext	\$350.70	19	364600
86	Wire Racks	Racks	\$4,643.78	19	364600
47	Anchor Guy	Anchor & Guy	\$30,304.78	19	364600
2	Anchor Guy	Anchor & Guy	\$918.86	19	364600
38	Guy Line	Anchor & Guy	\$14,638.40	19	364600
189	Mount Bracket	Brackets	\$36,224.05	19	364600
37	Cross Arms	Arms	\$26,022.34	19	364600
284	Steel Pins	Pins	\$36,719.01	19	364600
2	Anchor Screw/word	Anchor & Guy	\$817.02	19	364600
12	Down Guy	Anchor & Guy	\$3,066.20	19	364600
84	Anchor Guy	Anchor & Guy	\$63,366.46	19	364600
29	Aux Guy	Anchor & Guy	\$12,145.19	19	364600
25	Bracket	Brackets	\$553.93	19	364600
10	Pole Extensions	Pole Top Ext	\$6,954.23	19	364600
1	Alley Arm	Arms	-\$1,195.08	19	364600
18	Line Guy	Anchor & Guy	\$6,784.79	19	364600
2	X-Arm	Arms	-\$14,099.80	19	364600
1	Anchor	Anchor & Guy	-\$822.80	19	364600
31	Mount Bracket	Brackets	\$4,018.37	19	364600
53	Cross Arms	Arms	\$24,365.78	19	364600
2	Wire Racks	Racks	\$230.38	19	364600
8	X-Arm	Arms	\$7,604.99	19	364600
13	Anchor Guy	Anchor & Guy	\$11,414.09	19	364600
7	Cross Arms	Arms	\$2,873.72	19	364600
25	X-Arm	Anchor & Guy	\$18,303.89	19	364600

YE 2011 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
1	Anchor Guy	Anchor & Guy	\$232.24	19	364600
1	Bracket	Brackets	\$117.70	19	364600
1	Pole Top Pins	Pins	\$93.52	19	364600
11	Pole Top Pins	Pins	\$4,126.42	19	364600
2	Bracket	Brackets	\$447.55	19	364600
4	X-Arm	Arms	\$3,604.89	19	364600
3	Bracket	Brackets	\$1,148.10	19	364600
1	Anchor Guy	Anchor & Guy	\$431.05	19	364600
48	Wire Racks	Racks	\$2,312.47	20	364600
156	Steel Pins	Pins	\$18,020.24	20	364600
29	X-Arm	Arms	\$17,782.08	20	364600
59	Anchor Guy	Anchor & Guy	\$40,675.40	20	364600
12	Aux Guy	Anchor & Guy	\$4,279.28	20	364600
26	Bracket	Brackets	\$3,574.78	20	364600
65	Bracket	Brackets	\$8,385.51	20	364600
16	Line Guy	Anchor & Guy	\$4,394.50	20	364600
44	Anchor Guy	Anchor & Guy	\$24,509.03	20	364600
37	Guy Line	Anchor & Guy	\$15,048.65	20	364600
52	Bracket	Brackets	\$8,366.00	20	364600
4	Pole Extensions	Pole Top Ext	\$4,353.86	20	364600
45	Cross Arms	Arms	\$20,888.26	20	364600
33	Cross Arms	Arms	\$9,644.36	20	364600
3	Down Guy	Anchor & Guy	\$858.12	20	364600
5	Anchor Screw/word	Anchor & Guy	\$2,323.70	20	364600
6	Bracket	Brackets	\$1,512.58	20	364600
2	Bracket	Brackets	\$728.54	20	364600
11	X-Arm	Arms	\$5,312.47	20	364600
1	Anchor Guy	Anchor & Guy	\$348.84	20	364600
1	Anchor Guy	Anchor & Guy	\$324.49	20	364600
4	Pole Top Pins	Pins	\$1,868.53	20	364600
1	Wire Racks	Racks	\$94.02	20	364600
4	X-Arm	Arms	\$2,418.32	20	364600
7	Anchor Guy	Anchor & Guy	\$4,141.15	20	364600
1	X-Arm	Arms	\$530.19	20	364600
1	Anchor Guy	Anchor & Guy	\$1,228.25	20	364600
1	Bracket	Brackets	\$114.31	20	364600
2	Wire Racks	Racks	\$359.24	20	364600
2	Alley Arm	Arms	\$1,240.73	20	364600
2	Anchor Guy	Anchor & Guy	\$1,405.51	20	364600
2	Bracket	Brackets	\$328.94	20	364600
1	Bracket	Brackets	\$208.29	20	364600
43	Cross Arms	Arms	\$32,409.51	20	364600
26	Cross Arms	Arms	\$11,447.36	20	364600
209	Steel Pins	Pins	\$28,026.03	20	364600
20	Anchor Guy	Anchor & Guy	\$11,079.26	20	364600
74	Anchor Guy	Anchor & Guy	\$58,375.83	20	364600

YE 2011 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
22	Bracket	Brackets	\$5,195.32	20	364600
67	Wire Racks	Racks	\$735.58	20	364600
5	Down Guy	Anchor & Guy	\$4,781.25	20	364600
29	Guy Line	Anchor & Guy	\$16,081.87	20	364600
39	Bracket	Brackets	\$7,848.56	20	364600
65	Bracket	Brackets	\$15,274.49	20	364600
6	Pole Top Pins	Pins	\$1,516.77	20	364600
5	Line Guy	Anchor & Guy	\$2,015.39	20	364600
26	X-Arm	Arms	\$27,953.40	20	364600
11	Bracket	Brackets	\$3,071.77	20	364600
8	Pole Top Extension	Pole Top Ext	\$3,934.30	20	364600
15	X-Arm	Arms	\$16,324.11	20	364600
2	Anchor Guy	Anchor & Guy	\$1,376.61	20	364600
4	Aux Guy	Anchor & Guy	\$2,023.39	20	364600
5	Anchor Guy	Anchor & Guy	\$10,152.05	20	364600
2	Wire Racks	Racks	-\$253.87	20	364600
3	Alley Arm	Arms	\$3,693.83	20	364600
1	Anchor Guy	Anchor & Guy	\$2,590.57	20	364600
1	X-Arm	Arms	\$890.23	20	364600
2	Bracket	Brackets	\$58.19	20	364600
1	Bracket	Brackets	\$407.60	20	364600
11	Wire Racks	Racks	\$553.08	20	364600
7	Pole Top Extension	Pole Top Ext	\$20,272.45	20	364600
23	Steel Pins	Pins	\$6,176.75	20	364600
1	Rack	Racks	\$46.76	20	364600
9	Anchor	Anchor & Guy	\$19,996.09	20	364600
5	Anchor Guy	Anchor & Guy	\$7,756.32	20	364600
8	Anchor Guy	Anchor & Guy	\$11,616.63	20	364600
1	Anchor Guy	Anchor & Guy	-\$1,222.72	20	364600
3	Aux Guy	Anchor & Guy	\$1,997.52	20	364600
4	Guy Line	Anchor & Guy	\$339.21	20	364600
5	Bracket	Brackets	\$1,317.21	20	364600
2	Pole Extensions	Pole Top Ext	\$2,421.54	20	364600
3	Cross Arms	Arms	\$1,492.17	21	364600
6	Cross Arms	Arms	\$4,604.52	21	364600
1	Aux Guy	Anchor & Guy	\$596.39	21	364600
5	Bracket	Brackets	\$612.29	21	364600
4	Bracket	Brackets	\$1,241.65	21	364600
1	Pole Top Pins	Pins	\$288.81	21	364600
4	Wire Racks	Racks	\$577.97	21	364600
2	Line Guy	Anchor & Guy	\$1,060.23	21	364600
2	X-Arm	Arms	\$1,433.45	21	364600
3	Anchor Guy	Anchor & Guy	\$3,547.32	21	364600
3	Anchor Guy	Anchor & Guy	\$917.06	21	364600
1	Bracket	Brackets	\$61.13	21	364600
1	Pole Top Pins	Pins	\$40.76	21	364600

YE 2011 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
6	Anchor Guy	Anchor & Guy	\$1,885.50	21	364600
5	Anchor Guy	Anchor & Guy	\$2,839.59	21	364600
9	Pole Top Extension	Pole Top Ext	\$1,761.90	21	364600
18	Bracket	Brackets	\$1,129.39	21	364600
23	Pole Top Pins	Pins	\$524.13	21	364600
21	X-Arm	Arms	\$1,592.42	21	364600
4	X-Arm	Arms	\$709.99	21	364600
14	Rack	Racks	\$737.74	21	364600
9	Pole Bands	Misc	\$70.09	21	364600
1	Nanticoke	Misc	\$92.54	21	364600
1	Nanticoke	Misc	\$101.07	21	364600
296	Steel Pins	Pins	\$1,220.67	21	364600
203	Steel Pins	Pins	\$885.77	21	364600
275	Steel Pins	Pins	\$1,063.27	21	364600
198	Steel Pins	Pins	\$664.97	21	364600
619	Steel Pins	Pins	\$2,107.46	21	364600
347	Steel Pins	Pins	\$2,148.12	21	364600
179	Steel Pins	Pins	\$887.94	21	364600
810	Steel Pins	Pins	\$2,152.85	21	364600
797	Steel Pins	Pins	\$2,415.09	21	364600
556	Steel Pins	Pins	\$1,793.06	21	364600
790	Steel Pins	Pins	\$2,213.10	21	364600
49	Steel Pins	Pins	\$153.38	21	364600
12	Steel Pins	Pins	\$52.12	21	364600
98	Steel Pins	Pins	\$134.94	21	364600
4	Pole Top Pins	Pins	\$24.92	21	364600
555	Pole Top Pins	Pins	\$4,179.99	21	364600
160	Pole Top Pins	Pins	\$1,294.82	21	364600
164	Wire Racks	Racks	\$226.78	21	364600
11	Wire Racks	Racks	\$34.58	21	364600
9	Wire Racks	Racks	\$15.04	21	364600
342	Wire Racks	Racks	\$778.70	21	364600
107	Wire Racks	Racks	\$287.42	21	364600
118	Wire Racks	Racks	\$323.48	21	364600
59	Wire Racks	Racks	\$196.92	21	364600
55	Wire Racks	Racks	\$160.60	21	364600
65	Wire Racks	Racks	\$262.97	21	364600
216	Wire Racks	Racks	\$668.61	21	364600
505	Wire Racks	Racks	\$1,386.62	21	364600
471	Wire Racks	Racks	\$1,705.99	21	364600
270	Wire Racks	Racks	\$950.19	21	364600
276	Wire Racks	Racks	\$1,048.13	21	364600
170	Wire Racks	Racks	\$864.15	21	364600
250	Wire Racks	Racks	\$1,025.33	21	364600
269	Wire Racks	Racks	\$1,181.85	21	364600
56	Wire Racks	Racks	\$241.30	21	364600

YE 2011 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
194	Wire Racks	Racks	\$922.08	21	364600
183	Wire Racks	Racks	\$841.75	21	364600
126	Wire Racks	Racks	\$693.25	21	364600
78	Wire Racks	Racks	\$495.50	21	364600
136	Wire Racks	Racks	\$847.92	21	364600
152	Wire Racks	Racks	\$1,007.68	21	364600
132	Wire Racks	Racks	\$845.98	21	364600
474	Wire Racks	Racks	\$1,779.69	21	364600
416	Wire Racks	Racks	\$1,607.71	21	364600
825	Wire Racks	Racks	\$2,552.71	21	364600
9	Wire Racks	Racks	\$9.28	21	364600
584	Wire Racks	Racks	\$2,619.06	21	364600
378	Wire Racks	Racks	\$2,483.22	22	364600
211	Wire Racks	Racks	\$690.18	22	364600
216	Wire Racks	Racks	\$1,446.51	22	364600
209	Wire Racks	Racks	\$860.82	22	364600
60	Wire Racks	Racks	\$392.92	22	364600
33	Wire Racks	Racks	\$75.50	22	364600
275	Wire Racks	Racks	\$784.31	22	364600
233	Wire Racks	Racks	\$1,979.37	22	364600
5	Wire Racks	Racks	\$48.11	22	364600
298	Wire Racks	Racks	\$3,188.64	22	364600
1	Wire Racks	Racks	\$31.24	22	364600
15	Cross Arms	Arms	\$121.25	22	364600
67	Cross Arms	Arms	\$662.78	22	364600
71	Cross Arms	Arms	\$561.87	22	364600
137	Cross Arms	Arms	\$1,073.12	22	364600
466	Cross Arms	Arms	\$4,748.09	22	364600
273	Cross Arms	Arms	\$2,850.79	22	364600
253	Cross Arms	Arms	\$2,991.64	22	364600
429	Cross Arms	Arms	\$5,921.49	22	364600
445	Cross Arms	Arms	\$5,395.07	22	364600
221	Cross Arms	Arms	\$2,833.96	22	364600
353	Cross Arms	Arms	\$4,951.44	22	364600
330	Cross Arms	Arms	\$4,463.52	22	364600
576	Cross Arms	Arms	\$10,241.52	22	364600
319	Cross Arms	Arms	\$7,498.25	22	364600
53	Cross Arms	Arms	\$1,025.86	22	364600
632	Cross Arms	Arms	\$7,440.76	22	364600
11	Cross Arms	Arms	\$132.08	22	364600
806	Cross Arms	Arms	\$11,876.85	22	364600
552	Cross Arms	Arms	\$11,265.15	22	364600
401	Cross Arms	Arms	\$8,502.79	22	364600
761	Cross Arms	Arms	\$12,550.31	22	364600
31	Cross Arms	Arms	\$992.65	22	364600
84	Cross Arms	Arms	\$1,971.90	22	364600

YE 2011 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
1	Anchor Guy	Anchor & Guy	\$17.40	22	364600
67	Anchor Guy	Anchor & Guy	\$1,146.00	22	364600
85	Anchor Guy	Anchor & Guy	\$1,547.85	22	364600
128	Anchor Guy	Anchor & Guy	\$2,275.86	22	364600
25	Anchor Guy	Anchor & Guy	\$419.56	22	364600
110	Anchor Guy	Anchor & Guy	\$1,712.20	22	364600
58	Anchor Guy	Anchor & Guy	\$1,409.01	22	364600
102	Anchor Guy	Anchor & Guy	\$2,088.13	22	364600
157	Anchor Guy	Anchor & Guy	\$3,318.65	22	364600
184	Anchor Guy	Anchor & Guy	\$4,023.64	22	364600
211	Anchor Guy	Anchor & Guy	\$5,554.73	22	364600
143	Anchor Guy	Anchor & Guy	\$3,902.80	22	364600
152	Anchor Guy	Anchor & Guy	\$3,759.37	22	364600
156	Anchor Guy	Anchor & Guy	\$4,447.95	22	364600
122	Anchor Guy	Anchor & Guy	\$3,239.66	22	364600
92	Anchor Guy	Anchor & Guy	\$2,379.27	22	364600
157	Anchor Guy	Anchor & Guy	\$4,641.44	22	364600
177	Anchor Guy	Anchor & Guy	\$5,845.71	22	364600
151	Anchor Guy	Anchor & Guy	\$5,234.44	22	364600
120	Anchor Guy	Anchor & Guy	\$4,340.99	22	364600
169	Anchor Guy	Anchor & Guy	\$6,934.31	22	364600
168	Anchor Guy	Anchor & Guy	\$6,456.93	22	364600
126	Anchor Guy	Anchor & Guy	\$5,400.09	22	364600
185	Anchor Guy	Anchor & Guy	\$9,653.62	22	364600
102	Anchor Guy	Anchor & Guy	\$4,590.89	22	364600
185	Anchor Guy	Anchor & Guy	\$9,566.77	22	364600
5	Anchor Guy	Anchor & Guy	\$19.60	22	364600
184	Anchor Guy	Anchor & Guy	\$7,939.53	22	364600
221	Anchor Guy	Anchor & Guy	\$10,924.05	22	364600
198	Anchor Guy	Anchor & Guy	\$10,047.50	22	364600
2	Anchor Guy	Anchor & Guy	\$175.31	22	364600
175	Anchor Guy	Anchor & Guy	\$9,222.57	22	364600
316	Anchor Guy	Anchor & Guy	\$18,595.26	22	364600
345	Anchor Guy	Anchor & Guy	\$23,903.25	22	364600
69	Anchor Guy	Anchor & Guy	\$4,193.54	22	364600
27	Anchor Guy	Anchor & Guy	\$2,144.64	22	364600
324	Anchor Guy	Anchor & Guy	\$83,314.91	22	364600
277	Anchor Guy	Anchor & Guy	\$82,043.82	23	364600
328	Anchor Guy	Anchor & Guy	\$101,828.44	23	364600
355	Anchor Guy	Anchor & Guy	\$199,967.49	23	364600
234	Anchor Guy	Anchor & Guy	\$101,800.34	23	364600
5	Line Guy	Anchor & Guy	\$50.72	23	364600
264	Line Guy	Anchor & Guy	\$2,546.11	23	364600
515	Line Guy	Anchor & Guy	\$4,884.80	23	364600
221	Line Guy	Anchor & Guy	\$2,128.06	23	364600
162	Line Guy	Anchor & Guy	\$1,802.99	23	364600

YE 2011 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
124	Line Guy	Anchor & Guy	\$1,328.99	23	364600
82	Line Guy	Anchor & Guy	\$744.53	23	364600
92	Line Guy	Anchor & Guy	\$730.50	23	364600
64	Line Guy	Anchor & Guy	\$730.94	23	364600
74	Line Guy	Anchor & Guy	\$734.51	23	364600
69	Line Guy	Anchor & Guy	\$653.83	23	364600
15	Line Guy	Anchor & Guy	\$182.76	23	364600
16	Line Guy	Anchor & Guy	\$214.94	23	364600
17	Line Guy	Anchor & Guy	\$218.13	23	364600
29	Line Guy	Anchor & Guy	\$405.84	23	364600
40	Line Guy	Anchor & Guy	\$434.98	23	364600
53	Line Guy	Anchor & Guy	\$1,202.76	23	364600
72	Line Guy	Anchor & Guy	\$1,105.33	23	364600
52	Line Guy	Anchor & Guy	\$900.36	23	364600
63	Line Guy	Anchor & Guy	\$1,115.20	23	364600
84	Line Guy	Anchor & Guy	\$985.47	23	364600
46	Line Guy	Anchor & Guy	\$769.31	23	364600
13	Line Guy	Anchor & Guy	\$195.96	23	364600
49	Line Guy	Anchor & Guy	\$1,082.56	23	364600
71	Line Guy	Anchor & Guy	\$1,484.36	23	364600
56	Line Guy	Anchor & Guy	\$1,070.68	23	364600
46	Line Guy	Anchor & Guy	\$925.77	23	364600
115	Line Guy	Anchor & Guy	\$2,813.76	23	364600
76	Line Guy	Anchor & Guy	\$2,018.48	23	364600
51	Line Guy	Anchor & Guy	\$2,201.91	23	364600
99	Line Guy	Anchor & Guy	\$2,649.38	23	364600
64	Line Guy	Anchor & Guy	\$1,857.40	23	364600
97	Line Guy	Anchor & Guy	\$3,338.24	23	364600
4	Line Guy	Anchor & Guy	\$20.08	23	364600
95	Line Guy	Anchor & Guy	\$3,271.23	23	364600
93	Line Guy	Anchor & Guy	\$2,548.60	23	364600
1	Line Guy	Anchor & Guy	\$29.95	23	364600
76	Line Guy	Anchor & Guy	\$2,409.25	23	364600
40	Line Guy	Anchor & Guy	\$1,295.73	23	364600
52	Line Guy	Anchor & Guy	\$2,181.93	23	364600
92	Line Guy	Anchor & Guy	\$5,440.49	23	364600
14	Line Guy	Anchor & Guy	\$645.68	23	364600
14	Line Guy	Anchor & Guy	\$1,153.30	23	364600
1	Bracket	Brackets	\$6.93	23	364600
2	Bracket	Brackets	\$10.73	23	364600
5	Bracket	Brackets	\$78.49	23	364600
186	Steel Pins	Pins	\$742.83	23	364600
300	Anchor Guy	Anchor & Guy	\$18,213.69	23	364600
5	Anchor Guy	Anchor & Guy	\$244.82	23	364600
251	Wire Racks	Racks	\$2,662.57	23	364600
24	Line Guy	Anchor & Guy	\$878.92	23	364600

YE 2011 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
643	Pole Top Pins	Pins	\$6,035.40	23	364600
14	Pole Top Pins	Pins	\$70.84	23	364600
337	Cross Arms	Arms	\$6,157.68	23	364600
1526	Pole Top Pins	Pins	\$14,273.27	23	364600
1075	Steel Pins	Pins	\$5,409.74	23	364600
35	Bracket	Brackets	\$388.35	23	364600
658	Cross Arms	Arms	\$18,313.07	23	364600
938	Wire Racks	Racks	\$7,852.82	23	364600
63	Bracket	Brackets	\$1,085.65	23	364600
416	Anchor Guy	Anchor & Guy	\$29,865.89	23	364600
44	Line Guy	Anchor & Guy	\$2,435.64	23	364600
51	Line Guy	Anchor & Guy	\$2,789.94	23	364600
349	Anchor Guy	Anchor & Guy	\$26,338.68	23	364600
272	Cross Arms	Arms	\$12,683.64	23	364600
724	Wire Racks	Racks	\$4,716.80	23	364600
192	Bracket	Brackets	\$2,717.51	23	364600
22	Bracket	Brackets	\$706.71	24	364600
182	Steel Pins	Pins	\$710.95	24	364600
1162	Pole Top Pins	Pins	\$10,304.86	24	364600
361	Bracket	Brackets	\$923.91	24	364600
1	Bracket	Brackets	\$18.83	24	364600
42	Bracket	Brackets	\$242.66	24	364600
46	Bracket	Brackets	\$285.07	24	364600
4	Bracket	Brackets	\$70.40	24	364600
185	Bracket	Brackets	\$1,521.34	24	364600
6	Bracket	Brackets	\$216.56	24	364600
1	Timbers	Misc	\$122.60	24	364600
4	Timbers	Misc	\$81.51	24	364600
3	Pole Bands	Misc	\$32.38	24	364600
6	Pole Bands	Misc	\$77.45	24	364600
6	Pole Bands	Misc	\$62.61	24	364600
45	Bracket	Brackets	\$512.42	24	364600
27	Bracket	Brackets	\$838.94	24	364600
54	Bracket	Brackets	\$692.03	24	364600
5	Cross Arms	Arms	\$438.92	24	364600
390	Cross Arms	Arms	\$18,397.65	24	364600
517	Anchor Guy	Anchor & Guy	\$39,700.65	24	364600
73	Line Guy	Anchor & Guy	\$2,959.78	24	364600
32	Bracket	Brackets	\$282.19	24	364600
88	Bracket	Brackets	\$1,509.98	24	364600
993	Wire Racks	Racks	\$6,345.50	24	364600
307	Steel Pins	Pins	\$1,800.76	24	364600
930	Pole Top Pins	Pins	\$8,981.84	24	364600
72	Bracket	Brackets	\$2,568.09	24	364600
2	Cross Arms	Arms	\$43.55	24	364600
71	Cross Arms	Arms	\$1,930.87	24	364600

YE 2011 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
7	Cross Arms	Arms	\$796.91	24	364600
134	Steel Pins	Pins	\$523.48	24	364600
24	Steel Pins	Pins	\$168.06	24	364600
1	Line Guy	Anchor & Guy	\$104.42	24	364600
3	Line Guy	Anchor & Guy	\$87.26	24	364600
7	Bracket	Brackets	\$123.52	24	364600
548	Anchor Guy	Anchor & Guy	\$45,902.04	24	364600
82	Line Guy	Anchor & Guy	\$2,828.65	24	364600
921	Pole Top Pins	Pins	\$11,591.48	24	364600
1517	Wire Racks	Racks	\$9,947.15	24	364600
548	Cross Arms	Arms	\$27,743.08	24	364600
584	Steel Pins	Pins	\$3,602.74	24	364600
46	Bracket	Brackets	\$417.16	24	364600
74	Bracket	Brackets	\$1,554.86	24	364600
86	Bracket	Brackets	\$1,680.92	24	364600
100	Bracket	Brackets	\$3,980.80	24	364600
518	Anchor Guy	Anchor & Guy	\$42,959.76	24	364600
57	Line Guy	Anchor & Guy	\$2,870.66	24	364600
630	Cross Arms	Arms	\$28,403.58	24	364600
1134	Wire Racks	Racks	\$10,540.46	24	364600
507	Pole Top Pins	Pins	\$9,248.65	24	364600
95	Bracket	Brackets	\$3,724.82	24	364600
25	Bracket	Brackets	\$264.74	24	364600
445	Conduit	Conduit	\$5,181.26	24	364600
121	Bracket	Brackets	\$3,048.43	24	364600
30	Conduit	Conduit	\$697.59	24	364600
21	Bracket	Brackets	\$555.62	24	364600
100	Conduit	Conduit	\$6,090.63	24	364600
384	Steel Pins	Pins	\$4,455.98	24	364600
357	Anchor Guy	Anchor & Guy	\$35,324.81	24	364600
84	Line Guy	Anchor & Guy	\$4,296.53	24	364600
714	Cross Arms	Arms	\$37,619.06	24	364600
1278	Wire Racks	Racks	\$14,734.86	24	364600
308	Steel Pins	Pins	\$6,401.15	24	364600
497	Pole Top Pins	Pins	\$10,980.07	24	364600
32	Bracket	Brackets	\$925.03	24	364600
24	Bracket	Brackets	\$1,004.53	24	364600
54	Bracket	Brackets	\$3,128.54	24	364600
13	Pole Top Extension	Pole Top Ext	\$2,452.64	24	364600
418	Anchor Guy	Anchor & Guy	\$37,155.71	24	364600
81	Line Guy	Anchor & Guy	\$6,140.39	25	364600
463	Cross Arms	Arms	\$26,451.22	25	364600
1466	Wire Racks	Racks	\$15,488.58	25	364600
641	Pole Top Pins	Pins	\$12,629.69	25	364600
345	Steel Pins	Pins	\$4,888.51	25	364600
114	Bracket	Brackets	\$7,758.81	25	364600

YE 2011 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
13	Bracket	Brackets	\$466.02	25	364600
472	Anchor Guy	Anchor & Guy	\$45,259.08	25	364600
54	Line Guy	Anchor & Guy	\$6,571.49	25	364600
390	Cross Arms	Arms	\$21,860.30	25	364600
1210	Wire Racks	Racks	\$16,214.57	25	364600
412	Pole Top Pins	Pins	\$8,125.12	25	364600
457	Steel Pins	Pins	\$4,204.25	25	364600
68	Bracket	Brackets	\$5,413.30	25	364600
485	Anchor Guy	Anchor & Guy	\$58,670.80	25	364600
38	Line Guy	Anchor & Guy	\$4,757.70	25	364600
564	Cross Arms	Arms	\$43,501.57	25	364600
1102	Racks	Racks	\$16,550.14	25	364600
393	Pole Top Pins	Pins	\$8,839.42	25	364600
985	Steel Pins	Pins	\$8,792.18	25	364600
41	Bracket	Brackets	\$3,690.67	25	364600
371	Bracket	Brackets	\$21,180.87	25	364600
5	Pole Top Extension	Pole Top Ext	\$1,050.50	25	364600
285	Anchor Guy	Anchor & Guy	\$49,136.35	25	364600
206	Anchor Guy	Anchor & Guy	\$37,634.95	25	364600
217	Anchor Guy	Anchor & Guy	\$34,935.47	25	364600
277	Anchor Guy	Anchor & Guy	\$41,611.50	25	364600
265	Anchor Guy	Anchor & Guy	\$40,379.81	25	364600
241	Anchor Guy	Anchor & Guy	\$46,666.67	25	364600
257	Anchor Guy	Anchor & Guy	\$50,847.99	25	364600
278	Anchor Guy	Anchor & Guy	\$63,012.43	25	364600
233	Anchor Guy	Anchor & Guy	\$61,462.86	25	364600
329	Anchor Guy	Anchor & Guy	\$83,548.13	25	364600
357	Anchor Guy	Anchor & Guy	\$83,244.51	25	364600
416	Anchor Guy	Anchor & Guy	\$148,109.70	25	364600
466	Anchor Guy	Anchor & Guy	\$173,710.48	25	364600
268	Anchor Guy	Anchor & Guy	\$127,996.75	25	364600
410	Anchor Guy	Anchor & Guy	\$155,408.39	25	364600
504	Anchor Guy	Anchor & Guy	\$151,965.88	25	364600
413	Anchor Guy	Anchor & Guy	\$155,533.55	25	364600
399	Anchor Guy	Anchor & Guy	\$81,626.40	25	364600
410	Anchor Guy	Anchor & Guy	\$101,725.49	25	364600
299	Anchor Guy	Anchor & Guy	\$65,154.61	25	364600
262	Anchor Guy	Anchor & Guy	\$70,760.45	25	364600
321	Anchor Guy	Anchor & Guy	\$111,598.65	25	364600
36	Line Guy	Anchor & Guy	\$4,185.01	25	364600
32	Line Guy	Anchor & Guy	\$3,569.45	25	364600
19	Line Guy	Anchor & Guy	\$2,030.25	25	364600
11	Line Guy	Anchor & Guy	\$1,297.64	25	364600
15	Line Guy	Anchor & Guy	\$747.95	25	364600
19	Line Guy	Anchor & Guy	\$2,737.19	25	364600
50	Line Guy	Anchor & Guy	\$6,592.06	25	364600

YE 2011 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
15	Line Guy	Anchor & Guy	\$3,780.10	25	364600
22	Line Guy	Anchor & Guy	\$6,588.19	25	364600
22	Line Guy	Anchor & Guy	\$5,590.26	25	364600
66	Line Guy	Anchor & Guy	\$12,036.40	25	364600
54	Line Guy	Anchor & Guy	\$11,186.57	25	364600
142	Line Guy	Anchor & Guy	\$23,703.96	25	364600
128	Line Guy	Anchor & Guy	\$27,713.14	25	364600
182	Line Guy	Anchor & Guy	\$39,684.11	25	364600
273	Line Guy	Anchor & Guy	\$62,419.55	25	364600
270	Line Guy	Anchor & Guy	\$51,605.68	25	364600
257	Line Guy	Anchor & Guy	\$49,384.73	25	364600
190	Line Guy	Anchor & Guy	\$41,694.61	25	364600
139	Line Guy	Anchor & Guy	\$60,895.74	25	364600
154	Line Guy	Anchor & Guy	\$34,470.09	25	364600
163	Line Guy	Anchor & Guy	\$40,573.71	25	364600
160	Line Guy	Anchor & Guy	\$39,494.83	25	364600
144	Line Guy	Anchor & Guy	\$33,765.15	25	364600
178	Line Guy	Anchor & Guy	\$45,237.56	25	364600
94	Line Guy	Anchor & Guy	\$23,253.53	25	364600
204	Cross Arms	Arms	\$23,479.22	25	364600
364	Cross Arms	Arms	\$40,569.09	26	364600
262	Cross Arms	Arms	\$30,143.32	26	364600
185	Cross Arms	Arms	\$22,996.78	26	364600
188	Cross Arms	Arms	\$18,693.36	26	364600
227	Cross Arms	Arms	\$20,590.93	26	364600
220	Cross Arms	Arms	\$23,651.64	26	364600
186	Cross Arms	Arms	\$26,719.27	26	364600
167	Cross Arms	Arms	\$22,998.03	26	364600
378	Cross Arms	Arms	\$35,707.14	26	364600
374	Cross Arms	Arms	\$59,991.99	26	364600
240	Cross Arms	Arms	\$43,653.98	26	364600
50	Cross Arms	Arms	\$44,357.82	26	364600
192	Cross Arms	Arms	\$48,885.20	26	364600
222	Cross Arms	Arms	\$51,099.20	26	364600
458	Cross Arms	Arms	\$103,679.20	26	364600
356	Cross Arms	Arms	\$69,379.38	26	364600
487	Cross Arms	Arms	\$106,651.08	26	364600
387	Cross Arms	Arms	\$111,934.06	26	364600
263	Cross Arms	Arms	\$102,912.25	26	364600
329	Pole Top Pins	Pins	\$16,883.62	26	364600
523	X-Arms	Arms	\$137,833.21	26	364600
211	X-Arms	Arms	\$76,242.85	26	364600
322	X-Arms	Arms	\$34,909.62	26	364600
238	X-Arms	Arms	\$99,039.62	26	364600
294	X-Arms	Arms	\$144,988.00	26	364600
412	X-Arms	Arms	\$71,354.25	26	364600

YE 2011 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
257	X-Arms	Arms	\$65,472.51	26	364600
715	Racks	Racks	\$9,170.88	26	364600
634	Racks	Racks	\$13,104.94	26	364600
489	Racks	Racks	\$11,775.53	26	364600
563	Racks	Racks	\$14,105.51	26	364600
493	Racks	Racks	\$12,435.72	26	364600
541	Racks	Racks	\$11,111.59	26	364600
473	Racks	Racks	\$9,661.82	26	364600
417	Racks	Racks	\$7,973.12	26	364600
583	Racks	Racks	\$6,799.50	26	364600
540	Racks	Racks	\$8,654.27	26	364600
910	Racks	Racks	\$17,688.12	26	364600
1073	Racks	Racks	\$23,124.06	26	364600
923	Racks	Racks	\$27,826.80	26	364600
542	Racks	Racks	\$18,771.01	26	364600
995	Racks	Racks	\$30,097.21	26	364600
750	Racks	Racks	\$51,406.18	26	364600
491	Racks	Racks	\$21,124.62	26	364600
560	Racks	Racks	\$17,398.76	26	364600
487	Racks	Racks	\$18,226.71	26	364600
365	Racks	Racks	\$14,277.40	26	364600
254	Racks	Racks	\$10,898.49	26	364600
411	Racks	Racks	\$31,230.48	26	364600
331	Racks	Racks	\$24,697.56	26	364600
197	Racks	Racks	\$9,445.99	26	364600
294	Racks	Racks	\$19,139.70	26	364600
389	Racks	Racks	\$42,739.37	26	364600
214	Racks	Racks	\$21,217.45	26	364600
230	Pole Top Pins	Pins	\$3,018.63	26	364600
264	Pole Top Pins	Pins	\$6,689.05	26	364600
290	Pole Top Pins	Pins	\$8,614.04	26	364600
117	Pole Top Pins	Pins	\$3,884.48	26	364600
84	Pole Top Pins	Pins	\$2,748.35	26	364600
137	Pole Top Pins	Pins	\$5,566.31	26	364600
170	Pole Top Pins	Pins	\$4,867.90	26	364600
161	Pole Top Pins	Pins	\$4,828.10	26	364600
326	Pole Top Pins	Pins	\$7,971.93	26	364600
386	Pole Top Pins	Pins	\$12,805.43	26	364600
520	Pole Top Pins	Pins	\$13,867.21	26	364600
402	Pole Top Pins	Pins	\$16,573.38	26	364600
553	Pole Top Pins	Pins	\$21,493.50	26	364600
370	Pole Top Pins	Pins	\$24,325.64	26	364600
544	Pole Top Pins	Pins	\$25,236.39	26	364600
631	Pole Top Pins	Pins	\$32,358.94	26	364600
567	Pole Top Pins	Pins	\$22,127.62	26	364600
605	Pole Top Pins	Pins	\$28,007.02	27	364600

YE 2011 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
519	Pole Top Pins	Pins	\$22,678.65	27	364600
362	Pole Top Pins	Pins	\$19,922.90	27	364600
471	Pole Top Pins	Pins	\$13,125.99	27	364600
245	Pole Top Pins	Pins	\$10,657.31	27	364600
281	Pole Top Pins	Pins	\$24,263.50	27	364600
328	Pole Top Pins	Pins	\$20,672.40	27	364600
483	Pole Top Pins	Pins	\$29,244.22	27	364600
378	Pole Top Pins	Pins	\$19,155.53	27	364600
336	Steel Pins	Pins	\$2,903.11	27	364600
609	Steel Pins	Pins	\$6,427.04	27	364600
391	Steel Pins	Pins	\$6,183.88	27	364600
440	Steel Pins	Pins	\$6,846.17	27	364600
399	Steel Pins	Pins	\$5,128.61	27	364600
359	Steel Pins	Pins	\$7,194.86	27	364600
552	Steel Pins	Pins	\$6,063.71	27	364600
429	Steel Pins	Pins	\$7,107.21	27	364600
717	Steel Pins	Pins	\$7,944.14	27	364600
500	Steel Pins	Pins	\$12,012.44	27	364600
1208	Steel Pins	Pins	\$14,740.28	27	364600
389	Steel Pins	Pins	\$7,721.09	27	364600
371	Steel Pins	Pins	\$11,814.60	27	364600
230	Steel Pins	Pins	\$14,849.96	27	364600
404	Steel Pins	Pins	\$13,858.80	27	364600
225	Steel Pins	Pins	\$8,899.28	27	364600
626	Steel Pins	Pins	\$8,949.94	27	364600
43	Bracket	Brackets	\$2,841.86	27	364600
110	Bracket	Brackets	\$9,012.23	27	364600
161	Bracket	Brackets	\$11,007.07	27	364600
44	Bracket	Brackets	\$5,461.95	27	364600
49	Bracket	Brackets	\$3,341.60	27	364600
84	Bracket	Brackets	\$8,450.67	27	364600
319	Bracket	Brackets	\$10,718.03	27	364600
116	Bracket	Brackets	\$8,003.53	27	364600
427	Bracket	Brackets	\$17,882.87	27	364600
366	Bracket	Brackets	\$21,801.53	27	364600
818	Bracket	Brackets	\$35,019.89	27	364600
854	Bracket	Brackets	\$32,513.40	27	364600
1879	Bracket	Brackets	\$59,673.47	27	364600
2148	Bracket	Brackets	\$34,982.06	27	364600
816	Bracket	Brackets	\$43,921.74	27	364600
1619	Bracket	Brackets	\$42,846.93	27	364600
974	Bracket	Brackets	\$67,199.80	27	364600
888	Bracket	Brackets	\$37,807.08	27	364600
800	Bracket	Brackets	\$45,082.39	27	364600
461	Bracket	Brackets	\$30,260.49	27	364600
325	Bracket	Brackets	\$27,309.27	27	364600

YE 2011 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
376	Bracket	Brackets	\$32,422.21	27	364600
295	Bracket	Brackets	\$28,225.79	27	364600
568	Bracket	Brackets	\$70,779.44	27	364600
261	Bracket	Brackets	\$33,071.04	27	364600
337	Bracket	Brackets	\$45,587.44	27	364600
15	Pole Top Extension	Pole Top Ext	\$4,905.30	27	364600
17	Pole Top Extension	Pole Top Ext	\$5,472.95	27	364600
18	Pole Top Extension	Pole Top Ext	\$771.77	27	364600
3	Pole Top Extension	Pole Top Ext	\$1,614.09	27	364600
17	Pole Top Extension	Pole Top Ext	\$5,302.74	27	364600
31	Pole Top Extension	Pole Top Ext	\$7,052.41	27	364600
10	Pole Top Extension	Pole Top Ext	\$6,134.48	27	364600
27	Pole Top Extension	Pole Top Ext	\$4,792.52	27	364600
2	Pole Top Extension	Pole Top Ext	\$340.09	27	364600
8	Pole Top Extension	Pole Top Ext	\$3,581.92	27	364600
1	Pole Top Extension	Pole Top Ext	\$413.01	27	364600
4	Pole Top Extension	Pole Top Ext	\$1,906.14	27	364600
11	Pole Top Extension	Pole Top Ext	\$5,508.62	27	364600
7	Pole Top Extension	Pole Top Ext	\$2,537.99	27	364600
15	Pole Top Extension	Pole Top Ext	\$697.73	27	364600
11	Pole Top Extension	Pole Top Ext	\$11,807.19	27	364600
9	Pole Top Extension	Pole Top Ext	\$12,228.59	27	364600
770	Pole Top Extension	Pole Top Ext	\$14,439.00	27	364600
70	Pole Top Extension	Pole Top Ext	\$32,111.69	27	364600
24	Pole Top Extension	Pole Top Ext	\$17,230.22	28	364600
432	Pole Top Extension	Pole Top Ext	\$38,791.26	28	364600
393	Pole Top Extension	Pole Top Ext	\$23,809.72	28	364600
400	Pole Top Extension	Pole Top Ext	\$31,638.07	28	364600
68	Pole Top Extension	Pole Top Ext	\$17,538.67	28	364600
34	Cross Arms	Arms	\$15,685.21	28	364600
1	Anchor Guy	Anchor & Guy	\$12.17	28	364600
116	Cross Arms	Arms	\$869.73	28	364600
208	Cross Arms	Arms	\$1,522.16	28	364600
111	Cross Arms	Arms	\$847.63	28	364600
118	Cross Arms	Arms	\$891.82	28	364600
55	Cross Arms	Arms	\$480.86	28	364600
20	Cross Arms	Arms	\$175.83	28	364600
166	Cross Arms	Arms	\$1,352.75	28	364600
99	Cross Arms	Arms	\$879.70	28	364600
52	Cross Arms	Arms	\$514.79	28	364600
65	Cross Arms	Arms	\$592.17	28	364600
67	Cross Arms	Arms	\$802.29	28	364600
36	Cross Arms	Arms	\$357.47	28	364600
129	Cross Arms	Arms	\$1,492.48	28	364600
22	Cross Arms	Arms	\$211.59	28	364600
258	Cross Arms	Arms	\$2,414.75	28	364600

YE 2011 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
28	Cross Arms	Arms	\$339.12	28	364600
332	Cross Arms	Arms	\$4,324.04	28	364600
71	Cross Arms	Arms	\$895.04	28	364600
381	Cross Arms	Arms	\$5,526.39	28	364600
146	Cross Arms	Arms	\$2,465.25	28	364600
14	Alley Arm	Arms	\$239.54	28	364600
9	Alley Arm	Arms	\$178.74	28	364600
2	Alley Arm	Arms	\$51.15	28	364600
35	Anchor Guy	Anchor & Guy	\$507.50	28	364600
15	Anchor Guy	Anchor & Guy	\$214.50	28	364600
29	Anchor Guy	Anchor & Guy	\$421.95	28	364600
47	Anchor Guy	Anchor & Guy	\$672.10	28	364600
10	Anchor Guy	Anchor & Guy	\$248.74	28	364600
17	Anchor Guy	Anchor & Guy	\$207.91	28	364600
4	Anchor Guy	Anchor & Guy	\$44.64	28	364600
2	Anchor Guy	Anchor & Guy	\$30.64	28	364600
7	Anchor Guy	Anchor & Guy	\$84.35	28	364600
24	Anchor Guy	Anchor & Guy	\$310.80	28	364600
8	Anchor Guy	Anchor & Guy	\$105.28	28	364600
45	Anchor Guy	Anchor & Guy	\$605.88	28	364600
54	Anchor Guy	Anchor & Guy	\$832.14	28	364600
106	Anchor Guy	Anchor & Guy	\$1,468.10	28	364600
25	Anchor Guy	Anchor & Guy	\$372.75	28	364600
20	Anchor Guy	Anchor & Guy	\$256.00	28	364600
29	Anchor Guy	Anchor & Guy	\$376.21	28	364600
97	Anchor Guy	Anchor & Guy	\$1,084.15	28	364600
26	Anchor Guy	Anchor & Guy	\$443.88	28	364600
25	Anchor Guy	Anchor & Guy	\$505.81	28	364600
25	Anchor Guy	Anchor & Guy	\$668.35	28	364600
23	Anchor Guy	Anchor & Guy	\$559.70	28	364600
30	Anchor Guy	Anchor & Guy	\$655.26	28	364600
35	Anchor Guy	Anchor & Guy	\$817.93	28	364600
27	Anchor Guy	Anchor & Guy	\$574.41	28	364600
30	Anchor Guy	Anchor & Guy	\$833.03	28	364600
21	Anchor Guy	Anchor & Guy	\$469.92	28	364600
86	Anchor Guy	Anchor & Guy	\$1,820.52	28	364600
28	Anchor Guy	Anchor & Guy	\$717.46	28	364600
37	Anchor Guy	Anchor & Guy	\$963.43	28	364600
73	Anchor Guy	Anchor & Guy	\$1,720.27	28	364600
103	Anchor Guy	Anchor & Guy	\$2,575.13	28	364600
155	Anchor Guy	Anchor & Guy	\$4,480.19	28	364600
60	Anchor Guy	Anchor & Guy	\$1,618.30	28	364600
107	Anchor Guy	Anchor & Guy	\$3,070.17	28	364600
36	Anchor Guy	Anchor & Guy	\$1,206.99	28	364600
49	Anchor Guy	Anchor & Guy	\$1,808.05	28	364600
55	Anchor Guy	Anchor & Guy	\$1,661.93	28	364600

YE 2011 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
34	Anchor Guy	Anchor & Guy	\$1,432.82	28	364600
42	Anchor Guy	Anchor & Guy	\$2,283.57	28	364600
1	Anchor Guy	Anchor & Guy	\$54.37	28	364600
34	Tree Guy	Anchor & Guy	\$378.42	28	364600
13	Tree Guy	Anchor & Guy	\$143.00	29	364600
29	Tree Guy	Anchor & Guy	\$324.51	29	364600
23	Tree Guy	Anchor & Guy	\$319.24	29	364600
8	Tree Guy	Anchor & Guy	\$86.95	29	364600
5	Tree Guy	Anchor & Guy	\$67.05	29	364600
4	Tree Guy	Anchor & Guy	\$21.76	29	364600
5	Tree Guy	Anchor & Guy	\$101.28	29	364600
5	Tree Guy	Anchor & Guy	\$49.05	29	364600
9	Tree Guy	Anchor & Guy	\$123.93	29	364600
13	Tree Guy	Anchor & Guy	\$89.18	29	364600
1	Tree Guy	Anchor & Guy	\$6.97	29	364600
16	Tree Guy	Anchor & Guy	\$110.72	29	364600
7	Tree Guy	Anchor & Guy	\$62.58	29	364600
15	Tree Guy	Anchor & Guy	\$144.45	29	364600
9	Tree Guy	Anchor & Guy	\$120.51	29	364600
2	Tree Guy	Anchor & Guy	\$23.56	29	364600
8	Tree Guy	Anchor & Guy	\$121.59	29	364600
18	Tree Guy	Anchor & Guy	\$248.75	29	364600
15	Tree Guy	Anchor & Guy	\$210.72	29	364600
26	Tree Guy	Anchor & Guy	\$364.14	29	364600
22	Tree Guy	Anchor & Guy	\$351.64	29	364600
29	Tree Guy	Anchor & Guy	\$428.47	29	364600
52	Tree Guy	Anchor & Guy	\$767.30	29	364600
61	Tree Guy	Anchor & Guy	\$900.55	29	364600
24	Tree Guy	Anchor & Guy	\$391.48	29	364600
35	Tree Guy	Anchor & Guy	\$547.43	29	364600
60	Tree Guy	Anchor & Guy	\$956.29	29	364600
51	Tree Guy	Anchor & Guy	\$832.21	29	364600
75	Tree Guy	Anchor & Guy	\$1,314.45	29	364600
60	Tree Guy	Anchor & Guy	\$1,062.78	29	364600
53	Tree Guy	Anchor & Guy	\$942.54	29	364600
21	Tree Guy	Anchor & Guy	\$381.78	29	364600
52	Tree Guy	Anchor & Guy	\$1,073.61	29	364600
11	Tree Guy	Anchor & Guy	\$203.68	29	364600
5	Tree Guy	Anchor & Guy	\$123.67	29	364600
6	Tree Guy	Anchor & Guy	\$194.71	29	364600
18	Tree Guy	Anchor & Guy	\$65.99	29	364600
171	Tree Guy	Anchor & Guy	\$685.35	29	364600
198	Wire Racks	Racks	\$674.18	29	364600
330	Wire Racks	Racks	\$1,525.40	29	364600
281	Wire Racks	Racks	\$1,130.02	29	364600
110	Wire Racks	Racks	\$496.17	29	364600

YE 2011 Account 364600 Data					
Total Units	Asset Description	Category	Location Costs	UGI Record Page Number	Account Code
227	Wire Racks	Racks	\$983.10	29	364600
97	Wire Racks	Racks	\$484.51	29	364600
212	Wire Racks	Racks	\$840.67	29	364600
117	Wire Racks	Racks	\$428.56	29	364600
137	Wire Racks	Racks	\$565.80	29	364600
82	Wire Racks	Racks	\$386.99	29	364600
135	Wire Racks	Racks	\$647.72	29	364600
105	Wire Racks	Racks	\$527.67	29	364600
194	Wire Racks	Racks	\$760.37	29	364600
131	Wire Racks	Racks	\$611.50	29	364600
93	Wire Racks	Racks	\$507.08	29	364600
103	Wire Racks	Racks	\$551.74	29	364600
125	Wire Racks	Racks	\$805.84	29	364600
141	Wire Racks	Racks	\$974.34	29	364600
78	Wire Racks	Racks	\$532.39	29	364600
63	Wire Racks	Racks	\$571.80	29	364600
57	Wire Racks	Racks	\$546.80	29	364600
2	Wire Racks	Racks	\$19.18	29	364600
12	Wire Racks	Racks	\$42.54	29	364600
186	Wire Racks	Racks	\$645.17	29	364600
451	Ridge Pins	Pins	\$1,680.97	29	364600
186	Pole Top Pins	Pins	\$793.57	29	364600
11	Ridge Pins	Pins	\$46.44	29	364600
142	Ridge Pins	Pins	\$141.82	29	364600
190	Pole Top Pins	Pins	\$387.79	29	364600
911	Head Pins	Pins	\$2,066.65	29	364600
274	Head Pins	Pins	\$752.07	29	364600
9	Head Pins	Pins	\$232.69	29	364600
78	Head Pins	Pins	\$1,029.57	29	364600
127	Cross Arms	Arms	\$2,212.23	30	364600
10	Cross Arms	Arms	\$118.94	30	364600
172	Cross Arms	Arms	\$3,869.94	30	364600
3	Cross Arms	Arms	\$107.76	30	364600
200	Pole Top Pins	Pins	\$35,576.28	30	364600
Total Acct 364600			\$9,772,434.08		
Less Anchor & Guy			\$4,530,355.47		
Acct 364600 Subtotal			\$5,242,078.61		
Plus Towers & Clearing R/W (364100)			\$16,629.43		
Non-Pole Related Total			\$5,258,708.04		

Exhibit K-10

Exhibit K-11

Exhibit K-12

UGI Pole Units - YE2010 Data for 2012 Rates						
Pole Height	Account code - # of Units					Total Height All Poles
Row Labels	364200	364300	364400	364500	Grand Total	
30	5,131	124	2,018	319	7,592	227,760
35	5,781	174	32	3,475	9,462	331,170
40	12,866	973	365	3,513	17,717	708,680
45	6,059	1,000	200	1,392	8,651	389,295
50	718	192	23	196	1,129	56,450
55	164	2,023		40	2,227	122,485
60	5	8		10	23	1,380
65	3	11		22	36	2,340
70	2			3	5	350
75	4				4	300
Grand Total	30,733	4,505	2,638	8,970	46,846	1,840,210
Actual Average Pole Height (Total Height / Total Poles)						39.2821159

UGI Pole Height Summary - YE 2010				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
2	55	110	1	364200
5	55	275	1	364200
4	55	220	1	364200
1	55	55	1	364200
6	55	330	1	364200
12	55	660	1	364200
1	70	70	1	364200
1	55	55	1	364200
2	35	70	1	364200
2	55	110	1	364200
3	55	165	1	364200
1	35	35	1	364200
47	30	1410	1	364200
3	55	165	1	364200
22	35	770	1	364200
16	35	560	1	364200
21	30	630	1	364200
88	35	3080	1	364200
23	30	690	1	364200
125	35	4375	1	364200
169	35	5915	1	364200
12	30	360	1	364200
6	55	330	1	364200
47	35	1645	1	364200
48	35	1680	1	364200
40	30	1200	1	364200
129	35	4515	1	364200
93	35	3255	1	364200
25	30	750	1	364200
1	55	55	1	364200
3	50	150	1	364200
125	35	4375	1	364200
1	45	45	1	364200
118	35	4130	1	364200
45	30	1350	1	364200
4	55	220	2	364200
11	50	550	2	364200
21	45	945	2	364200
72	35	2520	2	364200
1	45	45	2	364200
39	40	1560	2	364200
106	35	3710	2	364200
24	30	720	2	364200
2	55	110	2	364200

UGI Pole Height Summary - YE 2010				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
9	55	495	2	364200
1	50	50	2	364200
4	45	180	2	364200
31	35	1085	2	364200
5	45	225	2	364200
32	40	1280	2	364200
165	35	5775	2	364200
39	30	1170	2	364200
3	55	165	2	364200
3	50	150	2	364200
36	45	1620	2	364200
29	40	1160	2	364200
82	35	2870	2	364200
1	45	45	2	364200
9	40	360	2	364200
19	35	665	2	364200
4	30	120	2	364200
1	55	55	2	364200
6	50	300	2	364200
120	45	5400	2	364200
55	35	1925	2	364200
23	40	920	2	364200
51	35	1785	2	364200
8	30	240	2	364200
2	55	110	2	364200
9	50	450	2	364200
22	45	990	2	364200
57	35	1995	2	364200
7	40	280	2	364200
18	35	630	2	364200
7	30	210	2	364200
6	55	330	2	364200
8	50	400	2	364200
60	45	2700	2	364200
17	40	680	2	364200
2	35	70	2	364200
55	35	1925	2	364200
47	45	2115	2	364200
20	40	800	2	364200
36	35	1260	2	364200
13	30	390	2	364200
1	55	55	2	364200
2	55	110	2	364200
21	45	945	2	364200

UGI Pole Height Summary - YE 2010				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
1	45	45	2	364200
11	40	440	2	364200
124	35	4340	2	364200
3	30	90	2	364200
6	50	300	3	364200
102	45	4590	3	364200
12	35	420	3	364200
3	45	135	3	364200
22	40	880	3	364200
165	35	5775	3	364200
5	30	150	3	364200
11	50	550	3	364200
29	45	1305	3	364200
2	40	80	3	364200
36	40	1440	3	364200
2	35	70	3	364200
3	45	135	3	364200
20	40	800	3	364200
124	35	4340	3	364200
8	30	240	3	364200
2	50	100	3	364200
24	45	1080	3	364200
7	40	280	3	364200
11	35	385	3	364200
1	45	45	3	364200
15	40	600	3	364200
103	35	3605	3	364200
2	30	60	3	364200
2	50	100	3	364200
11	45	495	3	364200
12	40	480	3	364200
40	35	1400	3	364200
87	45	3915	3	364200
11	40	440	3	364200
72	35	2520	3	364200
6	30	180	3	364200
14	50	700	3	364200
24	45	1080	3	364200
6	40	240	3	364200
59	35	2065	3	364200
6	40	240	3	364200
60	35	2100	3	364200
1	30	30	3	364200
1	50	50	3	364200

UGI Pole Height Summary - YE 2010				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
52	45	2340	3	364200
23	35	805	3	364200
4	45	180	3	364200
9	40	360	3	364200
55	35	1925	3	364200
3	30	90	3	364200
2	40	80	3	364200
1	55	55	3	364200
13	50	650	3	364200
9	45	405	3	364200
15	40	600	3	364200
18	35	630	3	364200
2	45	90	3	364200
2	40	80	3	364200
127	35	4445	3	364200
15	30	450	3	364200
1	55	55	4	364200
37	45	1665	4	364200
4	40	160	4	364200
11	35	385	4	364200
5	45	225	4	364200
12	40	480	4	364200
76	35	2660	4	364200
13	30	390	4	364200
11	55	605	4	364200
21	50	1050	4	364200
58	45	2610	4	364200
25	40	1000	4	364200
22	35	770	4	364200
1	45	45	4	364200
5	40	200	4	364200
49	35	1715	4	364200
30	30	900	4	364200
4	60	240	4	364200
5	55	275	4	364200
5	50	250	4	364200
29	40	1160	4	364200
34	35	1190	4	364200
8	50	400	4	364200
63	45	2835	4	364200
18	40	720	4	364200
44	35	1540	4	364200
11	30	330	4	364200
5	55	275	4	364200

UGI Pole Height Summary - YE 2010				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
12	50	600	4	364200
14	45	630	4	364200
22	40	880	4	364200
36	35	1260	4	364200
5	45	225	4	364200
17	40	680	4	364200
56	35	1960	4	364200
17	30	510	4	364200
25	50	1250	4	364200
24	45	1080	4	364200
21	40	840	4	364200
46	35	1610	4	364200
1	45	45	4	364200
8	40	320	4	364200
57	35	1995	4	364200
8	30	240	4	364200
31	50	1550	4	364200
56	45	2520	4	364200
10	40	400	4	364200
29	35	1015	4	364200
1	45	45	4	364200
10	40	400	4	364200
65	35	2275	4	364200
5	30	150	4	364200
3	55	165	4	364200
17	50	850	4	364200
22	45	990	4	364200
22	40	880	4	364200
20	35	700	4	364200
4	50	200	5	364200
124	45	5580	5	364200
9	40	360	5	364200
23	35	805	5	364200
8	30	240	5	364200
4	55	220	5	364200
5	50	250	5	364200
23	45	1035	5	364200
20	40	800	5	364200
44	35	1540	5	364200
4	45	180	5	364200
15	40	600	5	364200
21	35	735	5	364200
9	30	270	5	364200
4	55	220	5	364200

UGI Pole Height Summary - YE 2010				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
9	50	450	5	364200
108	45	4860	5	364200
91	40	3640	5	364200
48	35	1680	5	364200
6	30	180	5	364200
4	45	180	5	364200
57	40	2280	5	364200
26	35	910	5	364200
3	55	165	5	364200
11	50	550	5	364200
33	45	1485	5	364200
64	40	2560	5	364200
45	35	1575	5	364200
2	30	60	5	364200
67	35	2345	5	364200
252	40	10080	5	364200
97	45	4365	5	364200
1	50	50	5	364200
1	35	35	5	364200
1	35	35	5	364200
3	40	120	5	364200
6	50	300	5	364200
93	45	4185	5	364200
333	40	13320	5	364200
56	35	1960	5	364200
5	30	150	5	364200
3	50	150	5	364200
553	40	22120	5	364200
61	35	2135	5	364200
88	30	2640	5	364200
1	55	55	5	364200
8	50	400	5	364200
39	45	1755	5	364200
24	40	960	5	364200
1	50	50	5	364200
4	50	200	5	364200
25	45	1125	5	364200
630	40	25200	5	364200
78	35	2730	5	364200
94	30	2820	5	364200
5	55	275	5	364200
4	50	200	5	364200
22	45	990	5	364200
66	30	1980	5	364200

UGI Pole Height Summary - YE 2010				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
49	35	1715	5	364200
324	40	12960	6	364200
19	45	855	6	364200
4	50	200	6	364200
3	55	165	6	364200
11	50	550	6	364200
85	45	3825	6	364200
361	40	14440	6	364200
123	35	4305	6	364200
145	30	4350	6	364200
2	55	110	6	364200
4	50	200	6	364200
75	45	3375	6	364200
483	40	19320	6	364200
7	35	245	6	364200
223	30	6690	6	364200
90	30	2700	6	364200
37	35	1295	6	364200
290	40	11600	6	364200
33	45	1485	6	364200
14	50	700	6	364200
2	55	110	6	364200
12	50	600	6	364200
57	45	2565	6	364200
332	40	13280	6	364200
39	35	1365	6	364200
132	30	3960	6	364200
122	30	3660	6	364200
19	35	665	6	364200
332	40	13280	6	364200
56	45	2520	6	364200
10	50	500	6	364200
1	55	55	6	364200
1	70	70	6	364200
1	75	75	6	364200
3	55	165	6	364200
6	50	300	6	364200
136	30	4080	6	364200
345	40	13800	6	364200
63	45	2835	6	364200
47	35	1645	6	364200
5	30	150	6	364200
6	40	240	6	364200
5	35	175	6	364200

UGI Pole Height Summary - YE 2010				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
1	35	35	6	364200
2	30	60	6	364200
5	50	250	6	364200
2	55	110	6	364200
36	45	1620	6	364200
136	40	5440	6	364200
20	35	700	6	364200
5	50	250	6	364200
69	45	3105	6	364200
271	40	10840	6	364200
63	35	2205	6	364200
139	30	4170	6	364200
3	50	150	6	364200
29	45	1305	6	364200
256	40	10240	6	364200
23	35	805	6	364200
121	30	3630	6	364200
1	75	75	6	364200
11	50	550	6	364200
41	45	1845	7	364200
161	40	6440	7	364200
34	35	1190	7	364200
86	30	2580	7	364200
99	30	2970	7	364200
34	35	1190	7	364200
172	40	6880	7	364200
67	45	3015	7	364200
8	50	400	7	364200
4	55	220	7	364200
3	55	165	7	364200
14	50	700	7	364200
60	45	2700	7	364200
226	40	9040	7	364200
47	35	1645	7	364200
102	30	3060	7	364200
144	30	4320	7	364200
58	35	2030	7	364200
175	40	7000	7	364200
55	45	2475	7	364200
6	50	300	7	364200
1	55	55	7	364200
1	55	55	7	364200
7	50	350	7	364200
33	45	1485	7	364200

UGI Pole Height Summary - YE 2010				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
188	40	7520	7	364200
45	35	1575	7	364200
113	30	3390	7	364200
1	65	65	7	364200
1	55	55	7	364200
15	50	750	7	364200
81	45	3645	7	364200
223	40	8920	7	364200
63	35	2205	7	364200
115	30	3450	7	364200
1	65	65	7	364200
15	50	750	7	364200
83	45	3735	7	364200
221	40	8840	7	364200
43	35	1505	7	364200
164	30	4920	7	364200
134	30	4020	7	364200
41	35	1435	7	364200
315	40	12600	7	364200
60	45	2700	7	364200
14	50	700	7	364200
1	55	55	7	364200
18	50	900	7	364200
107	45	4815	7	364200
392	40	15680	7	364200
64	35	2240	7	364200
144	30	4320	7	364200
97	30	2910	7	364200
31	35	1085	7	364200
348	40	13920	7	364200
99	45	4455	7	364200
166	30	4980	7	364200
26	35	910	7	364200
383	40	15320	7	364200
96	45	4320	7	364200
7	50	350	7	364200
2	55	110	7	364200
8	50	400	7	364200
137	45	6165	7	364200
387	40	15480	7	364200
91	35	3185	7	364200
149	30	4470	7	364200
1	65	65	7	364200
1	55	55	8	364200

UGI Pole Height Summary - YE 2010				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
8	50	400	8	364200
95	45	4275	8	364200
217	40	8680	8	364200
33	35	1155	8	364200
123	30	3690	8	364200
115	30	3450	8	364200
69	35	2415	8	364200
317	40	12680	8	364200
124	45	5580	8	364200
14	50	700	8	364200
1	55	55	8	364200
1	55	55	8	364200
13	50	650	8	364200
202	45	9090	8	364200
461	40	18440	8	364200
78	35	2730	8	364200
153	30	4590	8	364200
169	30	5070	8	364200
87	35	3045	8	364200
343	40	13720	8	364200
174	45	7830	8	364200
19	50	950	8	364200
3	55	165	8	364200
2	55	110	8	364200
8	50	400	8	364200
193	45	8685	8	364200
365	40	14600	8	364200
65	35	2275	8	364200
161	30	4830	8	364200
322	30	9660	8	364200
56	35	1960	8	364200
269	40	10760	8	364200
153	45	6885	8	364200
17	50	850	8	364200
1	55	55	8	364200
2	55	110	8	364200
16	50	800	8	364200
125	45	5625	8	364200
226	40	9040	8	364200
49	35	1715	8	364200
101	30	3030	8	364200
1	60	60	8	364200
6	50	300	8	364200
146	40	5840	8	364200

UGI Pole Height Summary - YE 2010				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
59	35	2065	8	364200
48	30	1440	8	364200
142	45	6390	8	364200
66	30	1980	8	364200
65	35	2275	8	364200
236	40	9440	8	364200
181	45	8145	8	364200
17	50	850	8	364200
2	55	110	8	364200
8	50	400	8	364200
153	45	6885	8	364200
36	40	1440	8	364200
37	35	1295	8	364200
94	30	2820	8	364200
4	55	220	8	364200
20	50	1000	8	364200
131	45	5895	8	364200
191	40	7640	8	364200
63	35	2205	8	364200
60	30	1800	8	364200
72	30	2160	8	364200
91	35	3185	8	364200
211	40	8440	8	364200
196	45	8820	9	364200
21	50	1050	9	364200
63	30	1890	9	364200
81	35	2835	9	364200
231	40	9240	9	364200
204	45	9180	9	364200
13	50	650	9	364200
11	50	550	9	364200
217	45	9765	9	364200
196	40	7840	9	364200
63	35	2205	9	364200
61	30	1830	9	364200
1	50	50	9	364200
1	55	55	9	364200
17	50	850	9	364200
204	45	9180	9	364200
149	40	5960	9	364200
39	35	1365	9	364200
69	30	2070	9	364200
1	75	75	9	364200
17	50	850	9	364200

UGI Pole Height Summary - YE 2010				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
132	40	5280	9	364200
34	35	1190	9	364200
44	30	1320	9	364200
1	55	55	9	364200
224	45	10080	9	364200
29	35	1015	9	364200
99	40	3960	9	364200
203	45	9135	9	364200
29	30	870	9	364200
15	50	750	9	364200
1	75	75	9	364200
11	50	550	9	364200
90	40	3600	9	364200
36	30	1080	9	364200
130	45	5850	9	364200
24	35	840	9	364200
18	40	720	9	364200
17	45	765	9	364200
6	35	210	9	364200
4	30	120	9	364200
4	50	200	9	364200
21	50	1050	9	364300
1	50	50	9	364300
1	60	60	9	364300
2	45	90	9	364300
18	45	810	9	364300
3	45	135	9	364300
2	45	90	9	364300
4	60	240	9	364300
5	45	225	9	364300
1	50	50	9	364300
1	45	45	9	364300
2	45	90	9	364300
3	45	135	9	364300
8	45	360	9	364300
14	45	630	9	364300
2	45	90	9	364300
1	45	45	9	364300
1	45	45	9	364300
6	45	270	9	364300
1	50	50	10	364300
2	45	90	10	364300
18	45	810	10	364300
1	50	50	10	364300

UGI Pole Height Summary - YE 2010				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
2	50	100	10	364300
16	45	720	10	364300
1	45	45	10	364300
3	50	150	10	364300
4	45	180	10	364300
3	45	135	10	364300
2	50	100	10	364300
6	45	270	10	364300
1	50	50	10	364300
4	50	200	10	364300
10	45	450	10	364300
2	45	90	10	364300
10	65	650	10	364300
1	50	50	10	364300
11	45	495	10	364300
2	50	100	10	364300
6	45	270	10	364300
1	50	50	10	364300
1	55	55	10	364300
2	45	90	10	364300
1	45	45	10	364300
3	45	135	10	364300
1	50	50	10	364300
2	45	90	10	364300
3	45	135	10	364300
6	45	270	10	364300
2	50	100	10	364300
1	55	55	10	364300
7	45	315	10	364300
1	45	45	10	364300
5	45	225	10	364300
33	30	990	10	364300
2	50	100	10	364300
1	55	55	10	364300
5	45	225	10	364300
2	40	80	10	364300
2	50	100	10	364300
4	30	120	10	364300
45	40	1800	10	364300
17	45	765	10	364300
1	55	55	10	364300
1	50	50	10	364300
2	40	80	10	364300
2	55	110	10	364300

UGI Pole Height Summary - YE 2010				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
5	50	250	10	364300
9	30	270	10	364300
81	40	3240	10	364300
41	50	2050	10	364300
29	45	1305	10	364300
62	40	2480	10	364300
5	35	175	10	364300
13	30	390	10	364300
1	40	40	10	364300
4	50	200	10	364300
17	45	765	10	364300
29	40	1160	10	364300
18	35	630	10	364300
15	30	450	10	364300
1	30	30	11	364300
8	35	280	11	364300
29	40	1160	11	364300
4	45	180	11	364300
4	50	200	11	364300
21	30	630	11	364300
35	35	1225	11	364300
61	40	2440	11	364300
17	45	765	11	364300
4	50	200	11	364300
1	60	60	11	364300
4	50	200	11	364300
23	45	1035	11	364300
39	40	1560	11	364300
6	35	210	11	364300
4	30	120	11	364300
2	30	60	11	364300
8	35	280	11	364300
51	40	2040	11	364300
19	45	855	11	364300
1	60	60	11	364300
3	35	105	11	364300
31	40	1240	11	364300
26	45	1170	11	364300
10	50	500	11	364300
1	55	55	11	364300
1	65	65	11	364300
4	50	200	11	364300
36	45	1620	11	364300
39	40	1560	11	364300

UGI Pole Height Summary - YE 2010				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
10	35	350	11	364300
2	30	60	11	364300
12	35	420	11	364300
41	40	1640	11	364300
48	45	2160	11	364300
24	50	1200	11	364300
1	30	30	11	364300
1	35	35	11	364300
43	40	1720	11	364300
33	45	1485	11	364300
4	50	200	11	364300
1	60	60	11	364300
2	50	100	11	364300
55	45	2475	11	364300
44	40	1760	11	364300
6	35	210	11	364300
3	30	90	11	364300
3	30	90	11	364300
10	35	350	11	364300
65	40	2600	11	364300
63	45	2835	11	364300
2	50	100	11	364300
1	55	55	11	364300
10	30	300	11	364300
7	35	245	11	364300
46	40	1840	11	364300
30	45	1350	11	364300
5	50	250	11	364300
21	45	945	11	364300
17	40	680	11	364300
1	35	35	11	364300
3	35	105	11	364300
30	40	1200	11	364300
40	45	1800	11	364300
5	50	250	11	364300
6	35	210	11	364300
16	40	640	11	364300
24	45	1080	11	364300
3	50	150	11	364300
2000	55	110000	11	364300
1	35	35	12	364300
16	40	640	12	364300
7	45	315	12	364300
5	50	250	12	364300

UGI Pole Height Summary - YE 2010				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
20	40	800	12	364300
1	35	35	12	364300
45	40	1800	12	364300
53	45	2385	12	364300
12	50	600	12	364300
5	35	175	12	364300
13	45	585	12	364300
15	45	675	12	364300
1	50	50	12	364300
2	55	110	12	364300
3	35	105	12	364300
16	40	640	12	364300
42	45	1890	12	364300
1	55	55	12	364300
22	45	990	12	364300
2	30	60	12	364300
27	40	1080	12	364300
5	35	175	12	364300
1	55	55	12	364300
7	35	245	12	364300
19	45	855	12	364300
17	40	680	12	364300
22	45	990	12	364300
4	50	200	12	364300
2	35	70	12	364300
4	40	160	12	364300
25	45	1125	12	364300
4	55	220	12	364300
2	55	110	12	364300
5	35	175	12	364300
22	40	880	12	364300
36	45	1620	12	364300
19	40	760	12	364300
27	45	1215	12	364300
1	30	30	12	364300
3	55	165	12	364300
2	35	70	12	364300
1	55	55	12	364300
2	35	70	12	364300
27	45	1215	12	364300
9	40	360	12	364300
2	35	70	12	364300
4	40	160	12	364300
8	45	360	12	364300

UGI Pole Height Summary - YE 2010				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
1	55	55	12	364300
1	30	30	12	364400
26	40	1040	12	364400
4	30	120	12	364400
2	30	60	12	364400
7	30	210	12	364400
10	40	400	12	364400
15	40	600	12	364400
1	35	35	12	364400
1	35	35	12	364400
3	40	120	12	364400
1	50	50	12	364400
6	45	270	12	364400
14	40	560	12	364400
2	50	100	12	364400
17	40	680	12	364400
1	35	35	12	364400
6	45	270	12	364400
2	30	60	12	364400
8	45	360	13	364400
10	40	400	13	364400
4	45	180	13	364400
11	40	440	13	364400
3	30	90	13	364400
12	45	540	13	364400
4	35	140	13	364400
40	40	1600	13	364400
2	50	100	13	364400
3	50	150	13	364400
44	40	1760	13	364400
2	35	70	13	364400
13	45	585	13	364400
2	30	60	13	364400
1	30	30	13	364400
14	45	630	13	364400
6	35	210	13	364400
41	40	1640	13	364400
1	50	50	13	364400
1	50	50	13	364400
19	40	760	13	364400
7	45	315	13	364400
3	30	90	13	364400
1	30	30	13	364400
6	45	270	13	364400

UGI Pole Height Summary - YE 2010				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
1	35	35	13	364400
15	40	600	13	364400
8	40	320	13	364400
5	45	225	13	364400
1	35	35	13	364400
13	40	520	13	364400
1983	30	59490	13	364400
8	45	360	13	364400
1	50	50	13	364400
2	35	70	13	364400
7	40	280	13	364400
4	40	160	13	364400
12	45	540	13	364400
7	50	350	13	364400
1	30	30	13	364400
1	35	35	13	364400
9	40	360	13	364400
9	45	405	13	364400
1	50	50	13	364400
17	45	765	13	364400
6	40	240	13	364400
4	30	120	13	364400
2	35	70	13	364400
5	40	200	13	364400
1	50	50	13	364400
4	45	180	13	364400
3	40	120	13	364400
1	30	30	13	364400
3	35	105	13	364400
3	40	120	13	364400
7	45	315	13	364400
1	50	50	13	364400
1	30	30	13	364400
1	40	40	13	364400
8	45	360	13	364400
4	45	180	13	364400
6	40	240	13	364400
1	30	30	13	364400
1	40	40	13	364400
8	45	360	13	364400
8	40	320	13	364400
11	45	495	13	364400
2	35	70	13	364400
1	35	35	14	364400

UGI Pole Height Summary - YE 2010				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
2	40	80	14	364400
4	45	180	14	364400
2	35	70	14	364400
10	40	400	14	364400
2	50	100	14	364400
4	45	180	14	364400
1	35	35	14	364400
8	45	360	14	364400
1	40	40	14	364400
4	45	180	14	364400
7	40	280	14	364400
1	30	30	14	364400
7	45	315	14	364400
5	40	200	14	364400
1	40	40	14	364400
4	45	180	14	364400
1	35	35	14	364400
1	50	50	14	364500
2	55	110	14	364500
10	50	500	14	364500
2	50	100	14	364500
1	65	65	14	364500
8	50	400	14	364500
46	45	2070	14	364500
6	45	270	14	364500
16	50	800	14	364500
21	45	945	14	364500
2	50	100	14	364500
1	65	65	14	364500
1	65	65	14	364500
1	55	55	14	364500
6	50	300	14	364500
19	45	855	14	364500
42	45	1890	14	364500
1	50	50	14	364500
1	65	65	14	364500
9	45	405	14	364500
1	60	60	14	364500
2	50	100	14	364500
8	45	360	14	364500
57	40	2280	14	364500
6	30	180	14	364500
88	40	3520	14	364500
26	45	1170	14	364500

UGI Pole Height Summary - YE 2010				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
1	50	50	14	364500
1	55	55	14	364500
1	65	65	14	364500
19	35	665	14	364500
134	40	5360	14	364500
12	45	540	14	364500
1	30	30	14	364500
1	60	60	14	364500
2	55	110	14	364500
7	50	350	14	364500
43	45	1935	14	364500
126	40	5040	14	364500
273	35	9555	14	364500
31	30	930	14	364500
15	30	450	14	364500
380	35	13300	14	364500
149	45	6705	14	364500
14	45	630	14	364500
3	50	150	14	364500
1	55	55	14	364500
1	55	55	14	364500
4	50	200	14	364500
5	45	225	15	364500
60	40	2400	15	364500
223	35	7805	15	364500
5	30	150	15	364500
5	30	150	15	364500
110	35	3850	15	364500
30	40	1200	15	364500
1	55	55	15	364500
2	45	90	15	364500
54	40	2160	15	364500
97	35	3395	15	364500
2	30	60	15	364500
3	50	150	15	364500
6	45	270	15	364500
45	40	1800	15	364500
119	35	4165	15	364500
9	30	270	15	364500
1	60	60	15	364500
3	55	165	15	364500
42	45	1890	15	364500
42	40	1680	15	364500
139	35	4865	15	364500

UGI Pole Height Summary - YE 2010				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
2	30	60	15	364500
8	30	240	15	364500
159	35	5565	15	364500
44	40	1760	15	364500
1	55	55	15	364500
2	55	110	15	364500
20	45	900	15	364500
52	40	2080	15	364500
130	35	4550	15	364500
3	30	90	15	364500
3	50	150	15	364500
5	45	225	15	364500
14	40	560	15	364500
110	35	3850	15	364500
1	30	30	15	364500
4	30	120	15	364500
173	35	6055	15	364500
37	40	1480	15	364500
3	45	135	15	364500
7	45	315	15	364500
66	40	2640	15	364500
106	35	3710	15	364500
2	30	60	15	364500
2	50	100	15	364500
11	45	495	15	364500
45	40	1800	15	364500
55	35	1925	15	364500
1	30	30	15	364500
1	30	30	15	364500
56	35	1960	15	364500
50	40	2000	15	364500
82	45	3690	15	364500
1	55	55	15	364500
17	45	765	15	364500
39	40	1560	15	364500
52	35	1820	16	364500
2	30	60	16	364500
38	35	1330	16	364500
6	40	240	16	364500
3	45	135	16	364500
1	50	50	16	364500
1	65	65	16	364500
20	45	900	16	364500
28	40	1120	16	364500

UGI Pole Height Summary - YE 2010				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
71	35	2485	16	364500
3	30	90	16	364500
6	30	180	16	364500
29	30	870	16	364500
45	35	1575	16	364500
36	40	1440	16	364500
4	45	180	16	364500
83	35	2905	16	364500
24	40	960	16	364500
7	45	315	16	364500
1	55	55	16	364500
16	45	720	16	364500
69	40	2760	16	364500
46	35	1610	16	364500
4	30	120	16	364500
74	35	2590	16	364500
59	40	2360	16	364500
22	45	990	16	364500
1	55	55	16	364500
2	60	120	16	364500
1	55	55	16	364500
23	45	1035	16	364500
28	40	1120	16	364500
35	35	1225	16	364500
21	30	630	16	364500
3	50	150	16	364500
20	45	900	16	364500
58	40	2320	16	364500
53	35	1855	16	364500
5	30	150	16	364500
50	35	1750	16	364500
65	40	2600	16	364500
17	45	765	16	364500
10	50	500	16	364500
2	55	110	16	364500
2	55	110	16	364500
6	50	300	16	364500
22	45	990	16	364500
58	40	2320	16	364500
61	35	2135	16	364500
1	30	30	16	364500
18	30	540	16	364500
46	35	1610	16	364500
62	40	2480	16	364500

UGI Pole Height Summary - YE 2010				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
12	45	540	16	364500
2	50	100	16	364500
1	55	55	16	364500
6	65	390	16	364500
1	55	55	17	364500
2	50	100	17	364500
20	45	900	17	364500
74	40	2960	17	364500
60	35	2100	17	364500
5	30	150	17	364500
7	30	210	17	364500
42	35	1470	17	364500
54	40	2160	17	364500
15	45	675	17	364500
12	50	600	17	364500
1	65	65	17	364500
7	50	350	17	364500
26	45	1170	17	364500
61	40	2440	17	364500
25	35	875	17	364500
2	30	60	17	364500
1	65	65	17	364500
6	55	330	17	364500
7	50	350	17	364500
53	45	2385	17	364500
61	40	2440	17	364500
101	35	3535	17	364500
4	30	120	17	364500
1	55	55	17	364500
4	30	120	17	364500
39	35	1365	17	364500
51	40	2040	17	364500
20	45	900	17	364500
4	50	200	17	364500
2	60	120	17	364500
2	65	130	17	364500
1	50	50	17	364500
12	45	540	17	364500
59	40	2360	17	364500
88	35	3080	17	364500
5	30	150	17	364500
1	50	50	17	364500
31	45	1395	17	364500
67	40	2680	17	364500

UGI Pole Height Summary - YE 2010				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
3	40	120	17	364500
34	35	1190	17	364500
2	35	70	17	364500
2	30	60	17	364500
28	35	980	17	364500
79	40	3160	17	364500
66	45	2970	17	364500
4	50	200	17	364500
3	50	150	17	364500
48	45	2160	17	364500
169	40	6760	17	364500
24	35	840	17	364500
10	30	300	17	364500
58	45	2610	17	364500
7	50	350	17	364500
1	55	55	17	364500
11	30	330	17	364500
53	35	1855	17	364500
159	40	6360	17	364500
20	45	900	17	364500
3	50	150	17	364500
11	45	495	17	364500
170	40	6800	18	364500
53	35	1855	18	364500
10	30	300	18	364500
1	50	50	18	364500
1	45	45	18	364500
12	30	360	18	364500
27	35	945	18	364500
145	40	5800	18	364500
21	45	945	18	364500
6	50	300	18	364500
2	60	120	18	364500
26	45	1170	18	364500
108	40	4320	18	364500
19	35	665	18	364500
9	30	270	18	364500
7	30	210	18	364500
11	35	385	18	364500
128	40	5120	18	364500
25	45	1125	18	364500
10	30	300	18	364500
6	35	210	18	364500
145	40	5800	18	364500

Exhibit K-13

UGI Pole Units - YE2011 Data for 2013 Rates						
Pole Height	Account Code - # of Units					Total
Row Labels	364200	364300	364400	364500	Grand Total	Height All Poles
30	5,056	124	2,018	320	7,518	225,540
35	5,751	172	27	3,533	9,483	331,905
40	12,889	959	357	3,594	17,799	711,960
45	6,126	1,038	213	1,251	8,628	388,260
50	839	155	24	198	1,216	60,800
55	171	2,030		39	2,240	123,200
60	5	8		10	23	1,380
65	3	8		22	33	2,145
70	2			3	5	350
75	4				4	300
Grand Total	30,846	4,494	2,639	8,970	46,949	1,845,840
Actual Average Pole Height (Total Height / Total Poles)						39.315853

UGI Pole Height Summary - YE 2011				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
69	30	2,070	1	364200
39	35	1,365	1	364200
148	40	5,920	1	364200
204	45	9,180	1	364200
17	50	850	1	364200
1	55	55	1	364200
1	50	50	1	364200
224	45	10,080	1	364200
1	55	55	1	364200
44	30	1,320	1	364200
34	35	1,190	1	364200
132	40	5,280	1	364200
17	50	850	1	364200
1	75	75	1	364200
29	35	1,015	1	364200
104	40	4,160	1	364200
213	45	9,585	1	364200
30	30	900	1	364200
15	50	750	1	364200
28	35	980	1	364200
139	45	6,255	1	364200
1	75	75	1	364200
35	30	1,050	1	364200
98	40	3,920	1	364200
11	50	550	1	364200
101	40	4,040	1	364200
126	45	5,670	1	364200
38	35	1,330	1	364200
32	30	960	1	364200
10	50	500	1	364200
4	55	220	1	364200
1	60	60	1	364200
4	30	120	1	364200
5	35	175	1	364200
7	40	280	1	364200
20	45	900	1	364200
6	30	180	2	364200
2	30	60	2	364200
5	30	150	2	364200
66	30	1,980	2	364200
94	30	2,820	2	364200
71	30	2,130	2	364200
63	30	1,890	2	364200
61	30	1,830	2	364200
2	35	70	2	364200

UGI Pole Height Summary - YE 2011				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
4	35	140	2	364200
16	35	560	2	364200
43	35	1,505	2	364200
48	35	1,680	2	364200
124	35	4,340	2	364200
68	35	2,380	2	364200
27	35	945	2	364200
77	35	2,695	2	364200
54	35	1,890	2	364200
55	35	1,925	2	364200
55	35	1,925	2	364200
2	35	70	2	364200
10	35	350	2	364200
9	35	315	2	364200
37	35	1,295	2	364200
57	35	1,995	2	364200
21	35	735	2	364200
16	35	560	2	364200
10	35	350	2	364200
10	35	350	2	364200
32	35	1,120	2	364200
33	35	1,155	2	364200
45	35	1,575	2	364200
28	35	980	2	364200
19	35	665	2	364200
43	35	1,505	2	364200
46	35	1,610	2	364200
44	35	1,540	2	364200
66	35	2,310	2	364200
54	35	1,890	2	364200
65	35	2,275	2	364200
37	35	1,295	2	364200
91	35	3,185	2	364200
81	35	2,835	2	364200
63	35	2,205	2	364200
28	40	1,120	2	364200
16	40	640	2	364200
36	40	1,440	2	364200
2	40	80	2	364200
7	40	280	2	364200
12	40	480	2	364200
6	40	240	2	364200
14	40	560	2	364200
4	40	160	2	364200
25	40	1,000	2	364200

UGI Pole Height Summary - YE 2011				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
29	40	1,160	2	364200
19	40	760	2	364200
20	40	800	2	364200
8	40	320	2	364200
22	40	880	2	364200
20	40	800	2	364200
91	40	3,640	2	364200
62	40	2,480	2	364200
252	40	10,080	2	364200
332	40	13,280	2	364200
23	40	920	2	364200
35	40	1,400	3	364200
211	40	8,440	3	364200
231	40	9,240	3	364200
196	40	7,840	3	364200
236	40	9,440	3	364200
1	45	45	3	364200
4	45	180	3	364200
36	45	1,620	3	364200
120	45	5,400	3	364200
21	45	945	3	364200
58	45	2,610	3	364200
20	45	900	3	364200
101	45	4,545	3	364200
29	45	1,305	3	364200
23	45	1,035	3	364200
11	45	495	3	364200
22	45	990	3	364200
52	45	2,340	3	364200
9	45	405	3	364200
36	45	1,620	3	364200
58	45	2,610	3	364200
14	45	630	3	364200
22	45	990	3	364200
55	45	2,475	3	364200
22	45	990	3	364200
23	45	1,035	3	364200
107	45	4,815	3	364200
32	45	1,440	3	364200
97	45	4,365	3	364200
92	45	4,140	3	364200
38	45	1,710	3	364200
21	45	945	3	364200
141	45	6,345	3	364200
180	45	8,100	3	364200

UGI Pole Height Summary - YE 2011				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
153	45	6,885	3	364200
196	45	8,820	3	364200
203	45	9,135	3	364200
217	45	9,765	3	364200
1	50	50	3	364200
11	50	550	3	364200
1	50	50	3	364200
3	50	150	3	364200
5	50	250	3	364200
9	50	450	3	364200
8	50	400	3	364200
6	50	300	3	364200
11	50	550	3	364200
2	50	100	3	364200
2	50	100	3	364200
14	50	700	3	364200
1	50	50	3	364200
13	50	650	3	364200
21	50	1,050	3	364200
8	50	400	3	364200
12	50	600	3	364200
25	50	1,250	3	364200
31	50	1,550	3	364200
17	50	850	3	364200
5	50	250	3	364200
9	50	450	3	364200
11	50	550	3	364200
1	50	50	3	364200
6	50	300	3	364200
8	50	400	3	364200
4	50	200	3	364200
6	50	300	3	364200
21	50	1,050	3	364200
11	50	550	3	364200
2	55	110	3	364200
5	55	275	3	364200
4	55	220	3	364200
1	55	55	4	364200
8	55	440	4	364200
12	55	660	4	364200
1	55	55	4	364200
2	55	110	4	364200
3	55	165	4	364200
3	55	165	4	364200
8	55	440	4	364200

UGI Pole Height Summary - YE 2011				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
1	55	55	4	364200
4	55	220	4	364200
9	55	495	4	364200
3	55	165	4	364200
1	55	55	4	364200
2	55	110	4	364200
6	55	330	4	364200
2	55	110	4	364200
1	55	55	4	364200
1	55	55	4	364200
11	55	605	4	364200
5	55	275	4	364200
5	55	275	4	364200
2	55	110	4	364200
4	55	220	4	364200
4	55	220	4	364200
3	55	165	4	364200
1	55	55	4	364200
5	55	275	4	364200
2	55	110	4	364200
3	60	180	4	364200
2	40	80	4	364200
57	30	1,710	4	364200
61	35	2,135	4	364200
553	40	22,120	4	364200
3	50	150	4	364200
54	30	1,620	4	364200
78	35	2,730	4	364200
628	40	25,120	4	364200
25	45	1,125	4	364200
4	50	200	4	364200
67	30	2,010	4	364200
49	35	1,715	4	364200
318	40	12,720	4	364200
19	45	855	4	364200
4	50	200	4	364200
1	70	70	4	364200
143	30	4,290	4	364200
122	35	4,270	4	364200
361	40	14,440	4	364200
85	45	3,825	4	364200
11	50	550	4	364200
3	55	165	4	364200
1	50	50	4	364200
222	30	6,660	4	364200

UGI Pole Height Summary - YE 2011				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
6	35	210	4	364200
483	40	19,320	4	364200
75	45	3,375	4	364200
4	50	200	4	364200
2	55	110	4	364200
89	30	2,670	4	364200
37	35	1,295	4	364200
288	40	11,520	4	364200
32	45	1,440	4	364200
14	50	700	4	364200
2	55	110	4	364200
129	30	3,870	4	364200
38	35	1,330	4	364200
331	40	13,240	4	364200
57	45	2,565	4	364200
12	50	600	5	364200
122	30	3,660	5	364200
18	35	630	5	364200
329	40	13,160	5	364200
55	45	2,475	5	364200
10	50	500	5	364200
1	55	55	5	364200
1	70	70	5	364200
1	75	75	5	364200
47	35	1,645	5	364200
63	45	2,835	5	364200
344	40	13,760	5	364200
135	30	4,050	5	364200
5	50	250	5	364200
3	55	165	5	364200
138	30	4,140	5	364200
63	35	2,205	5	364200
271	40	10,840	5	364200
89	45	4,005	5	364200
6	50	300	5	364200
20	35	700	5	364200
136	40	5,440	5	364200
35	45	1,575	5	364200
2	55	110	5	364200
5	50	250	5	364200
2	30	60	5	364200
1	35	35	5	364200
5	35	175	5	364200
6	40	240	5	364200
6	30	180	5	364200

UGI Pole Height Summary - YE 2011				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
121	30	3,630	5	364200
55	30	1,650	5	364200
99	30	2,970	5	364200
101	30	3,030	5	364200
144	30	4,320	5	364200
113	30	3,390	5	364200
115	30	3,450	5	364200
163	30	4,890	5	364200
134	30	4,020	5	364200
144	30	4,320	5	364200
97	30	2,910	5	364200
166	30	4,980	5	364200
149	30	4,470	5	364200
123	30	3,690	5	364200
115	30	3,450	5	364200
153	30	4,590	5	364200
169	30	5,070	5	364200
161	30	4,830	5	364200
322	30	9,660	5	364200
101	30	3,030	5	364200
48	30	1,440	5	364200
80	30	2,400	5	364200
23	35	805	5	364200
34	35	1,190	5	364200
34	35	1,190	5	364200
47	35	1,645	5	364200
58	35	2,030	5	364200
45	35	1,575	5	364200
63	35	2,205	5	364200
43	35	1,505	5	364200
45	35	1,575	5	364200
84	35	2,940	5	364200
30	35	1,050	5	364200
28	35	980	5	364200
91	35	3,185	5	364200
33	35	1,155	6	364200
69	35	2,415	6	364200
78	35	2,730	6	364200
67	35	2,345	6	364200
63	35	2,205	6	364200
56	35	1,960	6	364200
49	35	1,715	6	364200
59	35	2,065	6	364200
63	35	2,205	6	364200
254	40	10,160	6	364200

UGI Pole Height Summary - YE 2011				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
158	40	6,320	6	364200
172	40	6,880	6	364200
224	40	8,960	6	364200
175	40	7,000	6	364200
188	40	7,520	6	364200
223	40	8,920	6	364200
221	40	8,840	6	364200
314	40	12,560	6	364200
392	40	15,680	6	364200
347	40	13,880	6	364200
383	40	15,320	6	364200
386	40	15,440	6	364200
217	40	8,680	6	364200
317	40	12,680	6	364200
461	40	18,440	6	364200
342	40	13,680	6	364200
365	40	14,600	6	364200
269	40	10,760	6	364200
226	40	9,040	6	364200
146	40	5,840	6	364200
191	40	7,640	6	364200
29	45	1,305	6	364200
41	45	1,845	6	364200
57	45	2,565	6	364200
60	45	2,700	6	364200
55	45	2,475	6	364200
32	45	1,440	6	364200
61	45	2,745	6	364200
63	45	2,835	6	364200
60	45	2,700	6	364200
106	45	4,770	6	364200
97	45	4,365	6	364200
95	45	4,275	6	364200
137	45	6,165	6	364200
94	45	4,230	6	364200
123	45	5,535	6	364200
202	45	9,090	6	364200
174	45	7,830	6	364200
193	45	8,685	6	364200
131	45	5,895	6	364200
153	45	6,885	6	364200
125	45	5,625	6	364200
3	50	150	6	364200
11	50	550	6	364200
6	50	300	6	364200

UGI Pole Height Summary - YE 2011				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
14	50	700	6	364200
6	50	300	6	364200
6	50	300	6	364200
15	50	750	6	364200
18	50	900	6	364200
14	50	700	6	364200
15	50	750	6	364200
7	50	350	6	364200
8	50	400	6	364200
8	50	400	6	364200
14	50	700	6	364200
13	50	650	6	364200
15	50	750	6	364200
163	50	8,150	6	364200
8	50	400	7	364200
20	50	1,000	7	364200
13	50	650	7	364200
4	55	220	7	364200
3	55	165	7	364200
1	55	55	7	364200
1	55	55	7	364200
1	55	55	7	364200
1	55	55	7	364200
1	55	55	7	364200
1	55	55	7	364200
1	55	55	7	364200
3	55	165	7	364200
2	55	110	7	364200
1	55	55	7	364200
2	55	110	7	364200
1	65	65	7	364200
1	65	65	7	364200
1	65	65	7	364200
4	55	220	7	364200
2	55	110	7	364200
17	50	850	7	364200
1	75	75	7	364200
1	60	60	7	364200
3	40	120	7	364200
2	55	110	7	364200
1	55	55	7	364200
37	30	1,110	8	364200
21	30	630	8	364200
23	30	690	8	364200
12	30	360	8	364200

UGI Pole Height Summary - YE 2011				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
39	30	1,170	8	364200
22	30	660	8	364200
45	30	1,350	8	364200
22	30	660	8	364200
38	30	1,140	8	364200
4	30	120	8	364200
7	30	210	8	364200
7	30	210	8	364200
13	30	390	8	364200
3	30	90	8	364200
5	30	150	8	364200
8	30	240	8	364200
2	30	60	8	364200
8	30	240	8	364200
1	30	30	8	364200
3	30	90	8	364200
15	30	450	8	364200
13	30	390	8	364200
30	30	900	8	364200
11	30	330	8	364200
17	30	510	8	364200
8	30	240	8	364200
6	30	180	8	364200
8	30	240	8	364200
9	30	270	8	364200
89	35	3,115	8	364200
124	35	4,340	8	364200
169	35	5,915	8	364200
129	35	4,515	8	364200
93	35	3,255	8	364200
118	35	4,130	8	364200
106	35	3,710	8	364200
165	35	5,775	8	364200
19	35	665	8	364200
51	35	1,785	8	364200
19	35	665	8	364200
36	35	1,260	8	364200
124	35	4,340	8	364200
165	35	5,775	8	364200
124	35	4,340	8	364200
103	35	3,605	8	364200
72	35	2,520	8	364200
53	35	1,855	8	364200
55	35	1,925	8	364200
127	35	4,445	8	364200

UGI Pole Height Summary - YE 2011				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
76	35	2,660	8	364200
49	35	1,715	8	364200
44	35	1,540	8	364200
55	35	1,925	8	364200
57	35	1,995	8	364200
85	35	2,975	8	364200
23	35	805	8	364200
21	35	735	8	364200
26	35	910	8	364200
1	35	35	8	364200
1	35	35	8	364200
4	40	160	8	364200
32	40	1,280	8	364200
7	40	280	8	364200
22	40	880	8	364200
7	40	280	8	364200
20	40	800	8	364200
11	40	440	8	364200
22	40	880	8	364200
20	40	800	8	364200
15	40	600	8	364200
11	40	440	8	364200
5	40	200	9	364200
9	40	360	9	364200
2	40	80	9	364200
12	40	480	9	364200
5	40	200	9	364200
18	40	720	9	364200
17	40	680	9	364200
8	40	320	9	364200
10	40	400	9	364200
9	40	360	9	364200
15	40	600	9	364200
57	40	2,280	9	364200
1	45	45	9	364200
5	45	225	9	364200
1	45	45	9	364200
47	45	2,115	9	364200
1	45	45	9	364200
3	45	135	9	364200
3	45	135	9	364200
1	45	45	9	364200
87	45	3,915	9	364200
4	45	180	9	364200
2	45	90	9	364200

UGI Pole Height Summary - YE 2011				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
5	45	225	9	364200
1	45	45	9	364200
63	45	2,835	9	364200
5	45	225	9	364200
1	45	45	9	364200
1	45	45	9	364200
124	45	5,580	9	364200
4	45	180	9	364200
4	45	180	9	364200
8	50	400	9	364200
4	50	200	9	364200
7	35	245	9	364300
4	40	160	9	364300
25	45	1,125	9	364300
4	55	220	9	364300
36	45	1,620	9	364300
22	40	880	9	364300
5	35	175	9	364300
2	55	110	9	364300
19	40	760	9	364300
27	45	1,215	9	364300
1	30	30	9	364300
3	55	165	9	364300
2	35	70	9	364300
9	40	360	9	364300
27	45	1,215	9	364300
2	35	70	9	364300
1	55	55	9	364300
2	35	70	9	364300
7	40	280	9	364300
17	45	765	9	364300
4	55	220	9	364300
1	55	55	9	364300
3	45	135	9	364300
1	50	50	9	364300
1	55	55	9	364300
6	45	270	9	364300
17	45	765	9	364300
41	45	1,845	9	364300
29	45	1,305	9	364300
3	35	105	9	364300
5	35	175	9	364300
37	40	1,480	10	364300
81	40	3,240	10	364300
60	40	2,400	10	364300

UGI Pole Height Summary - YE 2011				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
45	40	1,800	10	364300
27	40	1,080	10	364300
1	45	45	10	364300
33	30	990	10	364300
4	30	120	10	364300
9	30	270	10	364300
13	30	390	10	364300
2	50	100	10	364300
5	50	250	10	364300
2	55	110	10	364300
15	30	450	10	364300
1	30	30	10	364300
21	30	630	10	364300
4	30	120	10	364300
2	30	60	10	364300
2	30	60	10	364300
1	30	30	10	364300
3	30	90	10	364300
3	30	90	10	364300
10	30	300	10	364300
2	30	60	10	364300
13	35	455	10	364300
8	35	280	10	364300
35	35	1,225	10	364300
8	35	280	10	364300
8	35	280	10	364300
3	35	105	10	364300
10	35	350	10	364300
12	35	420	10	364300
1	35	35	10	364300
8	35	280	10	364300
10	35	350	10	364300
7	35	245	10	364300
1	35	35	10	364300
3	35	105	10	364300
5	35	175	10	364300
1	35	35	10	364300
1	35	35	10	364300
5	35	175	10	364300
16	40	640	10	364300
7	35	245	10	364300
19	45	855	10	364300
2	40	80	10	364300
29	40	1,160	10	364300
29	40	1,160	10	364300

UGI Pole Height Summary - YE 2011				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
61	40	2,440	10	364300
39	40	1,560	10	364300
50	40	2,000	10	364300
31	40	1,240	10	364300
39	40	1,560	10	364300
39	40	1,560	10	364300
42	40	1,680	10	364300
44	40	1,760	10	364300
65	40	2,600	10	364300
46	40	1,840	10	364300
17	40	680	10	364300
30	40	1,200	10	364300
16	40	640	10	364300
16	40	640	10	364300
20	40	800	10	364300
17	40	680	10	364300
13	45	585	11	364300
42	45	1,890	11	364300
22	45	990	11	364300
22	45	990	11	364300
2	45	90	11	364300
19	45	855	11	364300
3	45	135	11	364300
2	45	90	11	364300
5	45	225	11	364300
1	45	45	11	364300
2	45	90	11	364300
3	45	135	11	364300
8	45	360	11	364300
14	45	630	11	364300
2	45	90	11	364300
1	45	45	11	364300
1	45	45	11	364300
6	45	270	11	364300
1	45	45	11	364300
15	45	675	11	364300
15	45	675	11	364300
1	45	45	11	364300
4	45	180	11	364300
3	45	135	11	364300
6	45	270	11	364300
10	45	450	11	364300
2	45	90	11	364300
11	45	495	11	364300
6	45	270	11	364300

UGI Pole Height Summary - YE 2011				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
2	45	90	11	364300
1	45	45	11	364300
3	45	135	11	364300
2	45	90	11	364300
3	45	135	11	364300
7	45	315	11	364300
5	45	225	11	364300
5	45	225	11	364300
1	45	45	11	364300
17	45	765	11	364300
4	45	180	11	364300
17	45	765	11	364300
23	45	1,035	11	364300
19	45	855	11	364300
20	45	900	11	364300
36	45	1,620	11	364300
47	45	2,115	11	364300
33	45	1,485	11	364300
55	45	2,475	11	364300
63	45	2,835	11	364300
30	45	1,350	11	364300
21	45	945	11	364300
40	45	1,800	11	364300
24	45	1,080	11	364300
7	45	315	11	364300
53	45	2,385	11	364300
10	45	450	11	364300
21	50	1,050	11	364300
1	50	50	11	364300
1	50	50	11	364300
1	50	50	11	364300
1	50	50	11	364300
2	50	100	11	364300
3	50	150	11	364300
2	50	100	11	364300
1	50	50	11	364300
4	50	200	11	364300
1	50	50	11	364300
2	50	100	11	364300
1	50	50	11	364300
2	50	100	11	364300
2	50	100	11	364300
1	50	50	12	364300
4	50	200	12	364300
4	50	200	12	364300

UGI Pole Height Summary - YE 2011				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
4	50	200	12	364300
4	50	200	12	364300
10	50	500	12	364300
4	50	200	12	364300
24	50	1,200	12	364300
4	50	200	12	364300
2	50	100	12	364300
2	50	100	12	364300
8	50	400	12	364300
6	50	300	12	364300
3	50	150	12	364300
5	50	250	12	364300
12	50	600	12	364300
1	50	50	12	364300
4	50	200	12	364300
1	55	55	12	364300
5	55	275	12	364300
1	55	55	12	364300
1	55	55	12	364300
1	55	55	12	364300
2000	55	110,000	12	364300
2	55	110	12	364300
1	55	55	12	364300
1	60	60	12	364300
4	60	240	12	364300
1	60	60	12	364300
1	60	60	12	364300
1	60	60	12	364300
7	65	455	12	364300
1	65	65	12	364300
1	40	40	12	364400
8	45	360	12	364400
1	35	35	12	364400
4	45	180	12	364400
7	40	280	12	364400
1	30	30	12	364400
7	45	315	12	364400
5	40	200	12	364400
1	40	40	12	364400
4	45	180	12	364400
1	35	35	12	364400
1	40	40	12	364400
12	45	540	12	364400
1	50	50	12	364400
1	30	30	12	364400

UGI Pole Height Summary - YE 2011				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
2	30	60	12	364400
4	30	120	12	364400
18	40	720	12	364400
7	30	210	12	364400
2	30	60	12	364400
3	30	90	12	364400
2	30	60	12	364400
1	30	30	12	364400
3	30	90	12	364400
1	30	30	12	364400
1	30	30	12	364400
4	30	120	12	364400
1	30	30	12	364400
1	30	30	12	364400
10	40	400	12	364400
5	45	225	12	364400
8	45	360	12	364400
8	45	360	12	364400
4	45	180	12	364400
12	45	540	12	364400
13	45	585	12	364400
14	45	630	13	364400
7	45	315	13	364400
6	45	270	13	364400
5	45	225	13	364400
1	35	35	13	364400
2	35	70	13	364400
15	40	600	13	364400
2	35	70	13	364400
2	35	70	13	364400
6	35	210	13	364400
1	35	35	13	364400
1	35	35	13	364400
2	35	70	13	364400
1	35	35	13	364400
2	35	70	13	364400
3	35	105	13	364400
3	40	120	13	364400
14	40	560	13	364400
17	40	680	13	364400
10	40	400	13	364400
11	40	440	13	364400
41	40	1,640	13	364400
44	40	1,760	13	364400
41	40	1,640	13	364400

UGI Pole Height Summary - YE 2011				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
18	40	720	13	364400
15	40	600	13	364400
8	40	320	13	364400
13	40	520	13	364400
7	40	280	13	364400
9	40	360	13	364400
5	40	200	13	364400
5	40	200	13	364400
3	40	120	13	364400
3	40	120	13	364400
8	40	320	13	364400
1	40	40	13	364400
6	40	240	13	364400
2	40	80	13	364400
10	40	400	13	364400
1	50	50	13	364400
2	50	100	13	364400
2	50	100	13	364400
3	50	150	13	364400
1	50	50	13	364400
1	50	50	13	364400
2	50	100	13	364400
1983	30	59,490	13	364400
4	40	160	13	364400
8	45	360	13	364400
4	45	180	13	364400
8	45	360	13	364400
12	45	540	13	364400
9	45	405	13	364400
17	45	765	13	364400
4	45	180	13	364400
7	45	315	13	364400
4	45	180	13	364400
11	45	495	13	364400
4	45	180	13	364400
1	50	50	13	364400
7	50	350	13	364400
1	50	50	13	364400
1	50	50	13	364400
1	50	50	13	364400
2	35	70	13	364400
1	30	30	13	364400
1	40	40	13	364400
8	45	360	13	364400
1	55	55	14	364500

UGI Pole Height Summary - YE 2011				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
6	30	180	14	364500
31	30	930	14	364500
15	30	450	14	364500
5	30	150	14	364500
5	30	150	14	364500
2	30	60	14	364500
9	30	270	14	364500
2	30	60	14	364500
8	30	240	14	364500
3	30	90	14	364500
1	30	30	14	364500
4	30	120	14	364500
2	30	60	14	364500
1	30	30	14	364500
1	30	30	14	364500
2	30	60	14	364500
3	30	90	14	364500
6	30	180	14	364500
29	30	870	14	364500
4	30	120	14	364500
21	30	630	14	364500
5	30	150	14	364500
1	30	30	14	364500
18	30	540	14	364500
5	30	150	14	364500
7	30	210	14	364500
2	30	60	14	364500
4	30	120	14	364500
4	30	120	14	364500
5	30	150	14	364500
2	30	60	14	364500
10	30	300	15	364500
19	35	665	15	364500
273	35	9,555	15	364500
360	35	12,600	15	364500
223	35	7,805	15	364500
110	35	3,850	15	364500
97	35	3,395	15	364500
119	35	4,165	15	364500
139	35	4,865	15	364500
159	35	5,565	15	364500
130	35	4,550	15	364500
110	35	3,850	15	364500
173	35	6,055	15	364500
106	35	3,710	15	364500

UGI Pole Height Summary - YE 2011				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
55	35	1,925	15	364500
56	35	1,960	15	364500
52	35	1,820	15	364500
88	35	3,080	15	364500
71	35	2,485	15	364500
45	35	1,575	15	364500
83	35	2,905	15	364500
48	35	1,680	15	364500
74	35	2,590	15	364500
35	35	1,225	15	364500
53	35	1,855	15	364500
50	35	1,750	15	364500
81	35	2,835	15	364500
48	35	1,680	15	364500
60	35	2,100	15	364500
42	35	1,470	15	364500
25	35	875	15	364500
101	35	3,535	15	364500
39	35	1,365	15	364500
88	35	3,080	15	364500
2	35	70	15	364500
34	35	1,190	15	364500
28	35	980	15	364500
24	35	840	15	364500
57	40	2,280	15	364500
88	40	3,520	15	364500
134	40	5,360	15	364500
126	40	5,040	15	364500
149	40	5,960	15	364500
53	40	2,120	15	364500
30	40	1,200	15	364500
54	40	2,160	15	364500
45	40	1,800	15	364500
42	40	1,680	15	364500
44	40	1,760	15	364500
52	40	2,080	15	364500
14	40	560	15	364500
37	40	1,480	15	364500
80	40	3,200	15	364500
40	40	1,600	15	364500
50	40	2,000	15	364500
2	35	70	15	364500
6	40	240	15	364500
28	40	1,120	15	364500
35	40	1,400	15	364500

UGI Pole Height Summary - YE 2011				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
24	40	960	15	364500
59	40	2,360	15	364500
59	40	2,360	15	364500
28	40	1,120	15	364500
58	40	2,320	15	364500
65	40	2,600	15	364500
58	40	2,320	15	364500
62	40	2,480	15	364500
74	40	2,960	15	364500
54	40	2,160	15	364500
51	40	2,040	15	364500
51	40	2,040	15	364500
51	40	2,040	16	364500
59	40	2,360	16	364500
3	40	120	16	364500
67	40	2,680	16	364500
79	40	3,160	16	364500
169	40	6,760	16	364500
46	45	2,070	16	364500
6	45	270	16	364500
21	45	945	16	364500
19	45	855	16	364500
42	45	1,890	16	364500
9	45	405	16	364500
8	45	360	16	364500
26	45	1,170	16	364500
12	45	540	16	364500
43	45	1,935	16	364500
14	45	630	16	364500
5	45	225	16	364500
2	45	90	16	364500
6	45	270	16	364500
42	45	1,890	16	364500
20	45	900	16	364500
5	45	225	16	364500
3	45	135	16	364500
7	45	315	16	364500
11	45	495	16	364500
82	45	3,690	16	364500
17	45	765	16	364500
3	45	135	16	364500
20	45	900	16	364500
4	45	180	16	364500
7	45	315	16	364500
16	45	720	16	364500

UGI Pole Height Summary - YE 2011				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
22	45	990	16	364500
23	45	1,035	16	364500
20	45	900	16	364500
17	45	765	16	364500
22	45	990	16	364500
17	45	765	16	364500
20	45	900	16	364500
15	45	675	16	364500
28	45	1,260	16	364500
53	45	2,385	16	364500
20	45	900	16	364500
12	45	540	16	364500
31	45	1,395	16	364500
65	45	2,925	16	364500
48	45	2,160	16	364500
58	45	2,610	16	364500
1	45	45	16	364500
1	50	50	16	364500
10	50	500	16	364500
2	50	100	16	364500
8	50	400	16	364500
16	50	800	16	364500
2	50	100	16	364500
6	50	300	16	364500
1	50	50	16	364500
2	50	100	16	364500
1	50	50	16	364500
7	50	350	16	364500
3	50	150	16	364500
4	50	200	16	364500
3	50	150	16	364500
3	50	150	16	364500
2	50	100	16	364500
1	50	50	16	364500
3	50	150	16	364500
10	50	500	16	364500
6	50	300	16	364500
2	50	100	16	364500
2	50	100	17	364500
12	50	600	17	364500
7	50	350	17	364500
7	50	350	17	364500
4	50	200	17	364500
1	50	50	17	364500
1	50	50	17	364500

UGI Pole Height Summary - YE 2011				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
4	50	200	17	364500
3	50	150	17	364500
7	50	350	17	364500
1	50	50	17	364500
2	55	110	17	364500
1	55	55	17	364500
1	55	55	17	364500
2	55	110	17	364500
1	55	55	17	364500
1	55	55	17	364500
3	55	165	17	364500
2	55	110	17	364500
1	55	55	17	364500
1	55	55	17	364500
1	55	55	17	364500
2	55	110	17	364500
2	55	110	17	364500
1	55	55	17	364500
1	55	55	17	364500
5	55	275	17	364500
1	55	55	17	364500
1	55	55	17	364500
1	60	60	17	364500
2	60	120	17	364500
1	65	65	17	364500
1	65	65	17	364500
1	65	65	17	364500
1	65	65	17	364500
1	65	65	17	364500
1	65	65	17	364500
6	65	390	17	364500
1	65	65	17	364500
1	65	65	17	364500
1	65	65	17	364500
2	65	130	17	364500
1	60	60	17	364500
11	30	330	17	364500
53	35	1,855	17	364500
159	40	6,360	17	364500
20	45	900	17	364500
3	50	150	17	364500
10	30	300	17	364500
53	35	1,855	17	364500
170	40	6,800	17	364500
11	45	495	17	364500
12	30	360	17	364500

UGI Pole Height Summary - YE 2011				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
27	35	945	17	364500
145	40	5,800	17	364500
21	45	945	17	364500
9	30	270	17	364500
19	35	665	17	364500
108	40	4,320	17	364500
28	45	1,260	17	364500
7	30	210	17	364500
11	35	385	17	364500
128	40	5,120	17	364500
25	45	1,125	17	364500
10	30	300	17	364500
8	35	280	17	364500
145	40	5,800	17	364500
26	45	1,170	17	364500
8	50	400	17	364500
1	70	70	17	364500
1	55	55	17	364500
5	30	150	18	364500
10	35	350	18	364500
95	40	3,800	18	364500
32	45	1,440	18	364500
6	50	300	18	364500
1	60	60	18	364500
9	30	270	18	364500
14	35	490	18	364500
135	40	5,400	18	364500
62	45	2,790	18	364500
4	50	200	18	364500
4	55	220	18	364500
1	55	55	18	364500
2	60	120	18	364500
2	60	120	18	364500
1	60	60	18	364500
2	65	130	18	364500
2	70	140	18	364500
4	65	260	18	364500
1	55	55	18	364500
1	55	55	18	364500
4	35	140	18	364500
123	40	4,920	18	364500
20	45	900	18	364500
2	45	90	18	364500
1	30	30	18	364500
1	55	55	18	364500

UGI Pole Height Summary - YE 2011				
Total Poles	Pole Asset Description	Pole Height (Total Poles * Pole Asset Description)	UGI Record Page Number	Account Number
7	30	210	18	364500
2	50	100	18	364500
1	50	50	18	364500
6	30	180	18	364500
10	30	300	18	364500
19	35	665	18	364500
13	35	455	18	364500
60	40	2,400	18	364500
91	40	3,640	18	364500
12	45	540	18	364500
24	45	1,080	18	364500
2	50	100	18	364500
30	50	1,500	18	364500
46,949		1,845,840		
Total Height		1,845,840		
Total Poles		46,949		
Avg. Pole Height		39.32		

Exhibit K-14

REDACTED - FOR PUBLIC INSPECTION

Commonwealth and CTSI v. UGI : Comparison of Rate Calculations - 2012 Rate using 2010 UGI FERC Data and Other Inputs						
New Telecom Rate = Space Factor X Cost Space Factor = [Space Occupied + (2/3 x (Unusable Space/No. of Attachers))] / Pole Height Non-Urban Cost = Higher of: (1) Net Bare Pole Cost (NBPC) X Annual Carrying Charge (ACC) X (.44) (2) Net Bare Pole Cost (NBPC) X (Maintenance + Administrative)						
Line No.	Input Description	Commonwealth and CTSI Calculations		Line No.	UGI Calculations	
		Cable	FCC Non-Urban Telecom Rate		FCC Telecom Non-Urban Rate	Comments
1	Input Description			1		
2	Space Factor			2		
3	TELCO Space Occupied	1	1	3	1	
4	ELCO Space Occupied		8	4	8	
5	Sharing Allocation Factor		66.67%	5	66.67%	
6	Unusable Space		24	6	24	
7	Usable Space	13.5		7		
8	Number of Attaching Entities		3	8	2.5	UGI uses 2.5 attachers
9	Pole Height	37.5	40	9	37.5	UGI uses default of 37.5'
10	Space Factor Total	7.41%	15.83%	10	19.73%	
11	ELCO Space Factor		33.33%	11	38.40%	
12				12		
13	Net Bare Pole Cost			13		
14	Gross Pole Investment (Acct 364)	\$28,608,138	\$28,608,138	14	\$28,608,138	
15	Less Accum. Depreciation - Poles (108-Poles)	\$9,475,143	\$9,475,143	15	\$9,475,143	
16	Less Accum. Defr'd. Income Taxes (190,281-283)	\$7,851,753	\$7,851,753	16	\$3,836,549	UGI uses a different formula to calculate Deferred Tax
17	Net Pole Investment	\$11,281,242	\$11,281,242	17	\$15,296,446	
18	Less Appurtenances (Non-pole costs)	0.8206	0.8206	18	0.8500	UGI uses default of 85%
19	Net Bare Pole Cost	\$9,257,387	\$9,257,387	19	\$13,001,979	
20	Total Number of Poles	48,456	48,456	20	48,456	
21	NBPC Per Pole	\$191.05	\$191.05	21	\$268.33	
22				22		
23	Annual Carrying Charge			23		
24				24		
25	Administrative			25		
26	Total General and Administrative	\$6,505,270.00	\$6,505,270	26	\$6,505,270	
27	Gross Electric Plant Investment	\$136,694,154.00	\$136,694,154	27	\$143,574,988	UGI uses FERC Page 200, Line 13; Commonwealth and CTSI use Line 8
28	Less Accum. Depreciation (Acct 108) (Electric)	\$58,604,034.00	\$58,604,034	28	\$56,644,322	UGI uses FERC Page 200, Line 18; Commonwealth and CTSI use Line 14
29	Less Accum. Deferred Taxes (Electric) (Accts 190,281-283)	\$32,046,438.00	\$32,046,438	29	\$19,254,398	UGI adds Acct 190; Commonwealth and CTSI subtract Acct 190
30	Net Utility Plant Investment (Electric)	\$46,043,682	\$46,043,682	30	\$67,676,268	
31	Administrative Total	14.13%	14.13%	31	9.61%	
32				32		
33	Maintenance			33		
34	Maintenance of Overhead Lines (Acct 593)	\$2,639,657	\$2,639,657	34	\$2,639,657	
35	Pole Investment in Accts 364,365,369	\$60,619,990	\$60,619,990	35	\$60,619,990	
36	Less Accum. Depreciation Accts 364,365,369	\$19,948,546	\$19,948,546	36	\$19,948,546	
37	Less Accum. Def'd. Income Taxes Accts 364,365,369	\$16,690,651	\$16,690,651	37	\$8,129,559	UGI uses a different formula to calculate Deferred Tax
38	Net Investment in Accts 364,365,369	\$23,980,793	\$23,980,793	38	\$32,541,885	
39	Maintenance Total	11.01%	11.01%	39	8.11%	
40				40		
41	Depreciation			41		
42	Gross Pole Investment (Acct 364)	\$28,608,138	\$28,608,138	42	\$28,608,138	
43	Net Pole Investment	\$11,281,242	\$11,281,242	43	\$15,296,446	
44	Depreciation Rate for Poles	2.10%	2.10%	44	2.10%	
45	Depreciation Total	5.33%	5.33%	45	3.93%	
46				46		
47	Taxes			47		
48	Taxes Other Than Income (408.1)	\$11,986,326	\$11,986,326	48	\$7,424,084	
49	Income Taxes Utility Operating Income (409.1)	\$7,058,139	\$7,058,139	49	\$158,549	UGI uses FERC Page 115, column c for the Electric Utility; Commonwealth and CTSI use Page 114, column c, Total Utility
50	Deferred Income Taxes (410.1)	\$28,546,707	\$28,546,707	50	\$3,758,892	
51	Investment Tax Credit Adjustments (411.4)	-\$356,880	-\$356,880	51	\$391,004	
52	Less Provision for Deferred Income Taxes (411.1)	-\$5,843,883	-\$5,843,883	52	-\$38,460	
53	Total Taxes	\$41,390,409	\$41,390,409	53	\$11,694,069	
54	Gross Plant Investment	\$1,187,667,211	\$1,187,667,211	54	\$143,574,988	UGI uses Net Plant Investment-
55	Accum. Depreciation (Acct 108)	\$427,993,153	\$427,993,153	55	\$56,644,322	Electric; Commonwealth and
56	Accum. Deferred Taxes (Plant) (Acct190, 281-283)	\$302,999,167	\$302,999,167	56	\$19,254,396	CTSI use Net Total Plant
57	Net Plant Investment	\$456,674,891	\$456,674,891	57	\$67,676,270	
58	Taxes Total	9.06%	9.06%	58	17.28%	
59				59		
60	Rate of Return (Cost of Capital)	9.56%	9.56%	60	11.25%	UGI uses FCC's default; Commonwealth and CTSI use 1994 authorized ROR
61				61		
62	ACC Per Pole	49.08%	49.08%	62	50.18%	
63				63		
64	Cable Rate	\$6.95		64		
65				65		
66	NBPC x ACC		\$93.77	66	\$134.65	
67	Maint. & Admin ACC		25.14%	67	17.72%	
68				68		
69	New Telecom - Cost	0.44	\$41.26	69	\$59.25	
70	New Telecom - Non-Urban Rate		\$6.53	70	\$17.54	UGI applies the .66 factor; Commonwealth and CTSI use .44
71	New Telecom Maint & Admin (Lower Bound)		\$7.60	71	\$9.38	
72				72		
73	ELCO New Telecom - Non-Urban Rate		\$13.75	73	\$22.75	
74	ELCO New Telecom Maint & Admin (Lower Bound)		\$16.01	74	\$18.26	

Exhibit K-15

REDACTED - FOR PUBLIC INSPECTION

Commonwealth and CTSI v. UGI : Comparison of Rate Calculations - 2013 Rate using 2011 UGI FERC Data and Other Inputs						
New Telecom Rate = Space Factor X Cost Space Factor = [Space Occupied + (2/3 x (Unusable Space/No. of Attachers))] / Pole Height Non-Urban Cost = Higher of: (1) Net Bare Pole Cost (NBPC) X Annual Carrying Charge (ACC) X (.44) (2) Net Bare Pole Cost (NBPC) X (Maintenance + Administrative)						
Line No.	Input Description	Commonwealth and CTSI Calculations		UGI Calculations		Comments
		Cable	FCC Non-Urban Telecom Rate	Line No.	FCC Telecom Non-Urban Rate	
1	Input Description					
2	Space Factor	1	1	2	1	
3	TELCO Space Occupied		8	3	8	
4	ELCO Space Occupied		66.67%	4	66.67%	
5	Sharing Allocation Factor		24	5	24	
6	Unusable Space	13.5		6		
7	Usable Space		3	7	2.5	UGI uses 2.5 attachers
8	Number of Attaching Entities	37.5	40	8	37.5	UGI uses default of 37.5'
9	Pole Height	7.41%	15.83%	9	19.73%	
10	Space Factor Total		33.33%	10	38.40%	
11	ELCO Space Factor			11		
12				12		
13	Net Bare Pole Cost			13		
14	Gross Pole Investment (Acct 364)	\$30,408,632	\$30,408,632	14	\$30,408,632	
15	Less Accum. Depreciation - Poles (108-Poles)	\$9,950,243	\$9,950,243	15	\$9,950,243	
16	Less Accum. Defrd. Income Taxes (190,281-283)	\$8,442,965	\$8,442,965	16	\$4,109,863	UGI uses a different formula to calculate Deferred Tax
17	Net Pole Investment	\$12,015,424	\$12,015,424	17	\$16,348,526	
18	Less Appurtenances (Non-pole costs)	0.8271	0.8271	18	0.8500	UGI uses default of 85%
19	Net Bare Pole Cost	\$9,937,957	\$9,937,957	19	\$13,896,247	
20	Total Number of Poles	48,542	48,542	20	48,542	
21	NBPC Per Pole	\$204.73	\$204.73	21	\$286.27	
22				22		
23	Annual Carrying Charge			23		
24				24		
25	Administrative			25		
26	Total General and Administrative	\$7,131,375.00	\$7,131,375	26	\$7,131,375	
27	Gross Electric Plant Investment	\$148,074,129.00	\$148,074,129	27	\$149,789,808	UGI uses FERC Page 200, Line 13; Commonwealth and CTSI use Line 8
28	Less Accum. Depreciation (Acct 108) (Electric)	\$61,074,632.00	\$61,074,632	28	\$59,102,769	UGI uses FERC Page 200, Line 18; Commonwealth and CTSI use Line 14
29	Less Accum. Deferred Taxes (Accts 190,281-283) (Electric)	\$35,903,792.00	\$35,903,792	29	\$20,244,766	UGI adds Acct 190; Commonwealth and CTSI subtract Acct 190
30	Net Utility Plant Investment (Electric)	\$51,095,705	\$51,095,705	30	\$70,442,273	
31	Administrative Total	13.96%	13.96%	31	10.12%	
32				32		
33	Maintenance			33		
34	Maintenance of Overhead Lines (Acct 593)	\$3,100,757	\$3,100,757	34	\$3,100,757	
35	Pole Investment in Accts 364,365,369	\$63,581,666	\$63,581,666	35	\$63,581,666	
36	Less Accum. Depreciation Accts 364,365,369	\$21,140,441	\$21,140,441	36	\$21,140,441	
37	Less Accum. Defrd. Income Taxes Accts 364,365,369	\$17,515,054	\$17,515,054	37	\$8,593,348	UGI uses a different formula to calculate Deferred Tax
38	Net Investment in Accts 364,365,369	\$24,926,171	\$24,926,171	38	\$33,847,877	
39	Maintenance Total	12.44%	12.44%	39	9.16%	
40				40		
41	Depreciation			41		
42	Gross Pole Investment (Acct 364)	\$30,408,632	\$30,408,632	42	\$30,408,632	
43	Net Pole Investment	\$12,015,424	\$12,015,424	43	\$16,348,526	
44	Depreciation Rate for Poles	2.08%	2.08%	44	2.08%	
45	Depreciation Total	5.26%	5.26%	45	3.87%	
46				46		
47	Taxes			47		
48	Taxes Other Than Income (408.1)	\$12,022,345	\$12,022,345	48	\$7,098,233	
49	Income Taxes Utility Operating Income (409.1)	-\$2,885,944	-\$2,885,944	49	\$519,760	UGI uses FERC Page 115, column c for the Electric Utility; Commonwealth and CTSI use Page 114, column c, Total Utility
50	Deferred Income Taxes (410.1)	\$17,851,572	\$17,851,572	50	-\$2,233,675	
51	Investment Tax Credit Adjustments (411.4)	-\$351,251	-\$351,251	51	\$3,502,176	
52	Less Provision for Deferred Income Taxes (411.1)	\$7,980,262	\$7,980,262	52	-\$32,831	
53	Total Taxes	\$34,616,984	\$34,616,984	53	\$8,853,663	
54	Gross Plant Investment	\$1,254,299,263	\$1,254,299,263	54	\$149,789,808	UGI uses Net Plant Investment-
55	Accum. Depreciation (Acct 108) (Plant)	\$446,183,336	\$446,183,336	55	\$59,102,769	Electric; Commonwealth and
56	Accum. Deferred Taxes (Acct190, 281-283) (Plant)	\$340,684,912	\$340,684,912	56	\$20,244,766	CTSI use Net Total Plant
57	Net Plant Investment	\$467,431,015	\$467,431,015	57	\$70,442,273	
58	Taxes Total	7.41%	7.41%	58	12.57%	
59				59		
60	Rate of Return (Cost of Capital)	9.56%	9.56%	60	11.25%	UGI uses FCC's default; Commonwealth and CTSI use 1994 authorized ROR
61				61		
62	ACC Per Pole	48.63%	48.63%	62	46.97%	
63				63		
64	Cable Rate	\$7.37		64		
65				65		
66	NBPC x ACC		\$99.55	66	\$134.47	
67	Maint. & Admin ACC		26.40%	67	19.28%	
68				68		
69	New Telecom - Cost	0.44	\$43.80	69	\$59.17	
70	New Telecom - Non-Urban Rate		\$6.94	70	\$17.51	UGI applies the .66 factor; Commonwealth and CTSI use .44
71	New Telecom Maint & Admin (Lower Bound)		\$8.56	71	\$10.89	
72				72		
73	ELCO New Telecom - Non-Urban Rate		\$14.60	73	\$22.72	
74	ELCO New Telecom Maint & Admin (Lower Bound)		\$18.01	74	\$21.20	

Exhibit B

**Before the
Federal Communications Commission
Washington, DC 20554**

COMMONWEALTH TELEPHONE COMPANY)	
LLC d/b/a FRONTIER COMMUNICATIONS)	
COMMONWEALTH TELEPHONE COMPANY and)	
CTSI, LLC d/b/a FRONTIER COMMUNICATIONS)	
CTSI COMPANY,)	
Complainants,)	File No. EB-14-MD-007
v.)	
UGI UTILITIES, INC. – ELECTRIC DIVISION,)	
Respondent.)	

REPLY AFFIDAVIT OF CYNTHIA M. CORMANY

STATE OF INDIANA)
) ss.
 COUNTY OF ALLEN)

I, CYNTHIA M. CORMANY, being sworn, depose and say:

1. I am a Senior Manager of Network Engineering, Centralized Joint Use Team, with responsibilities for the operating subsidiaries of Frontier Communications Corporation, including Commonwealth Telephone Company LLC d/b/a Frontier Communications Commonwealth Telephone Company (“Commonwealth”) and CTSI, LLC d/b/a Frontier Communications CTSI Company (“CTSI”). I filed an Affidavit dated May 13, 2014 in support of Commonwealth’s and CTSI’s Pole Attachment Complaint against UGI Utilities, Inc. – Electric Division (“UGI”).¹ I am executing this Affidavit to respond to certain assertions made by or on behalf of UGI in its August 25, 2014 Response to Commonwealth’s and CTSI’s Pole

¹ Compl. Ex. B (Affidavit of Cynthia M. Cormany (May 13, 2014)).

Attachment Complaint. I know the following of my own personal knowledge and, if called as a witness in this action, I could and would testify competently to these facts under oath.

2. On behalf of Commonwealth and CTSI, I sought in good faith to resolve this pole attachment dispute with UGI during two executive-level meetings.

3. The first executive-level meeting was held on April 16, 2014 at the Harrisburg, Pennsylvania offices of UGI's outside counsel, Eckert Seamans Cherin & Mellott, LLC. Commonwealth and CTSI were represented at the April 16, 2014 meeting by:

- David S. Snyder, Vice President – Engineering, whose office is in Gloversville, New York;
- Cynthia M. Cormany, Senior Manager – Network Engineering, Centralized Joint Use Team, whose office is in Fort Wayne, Indiana;
- David W. Morris II, Manager – Engineering, whose office is in Dallas, Pennsylvania; and
- Christopher S. Huther, Esq., outside counsel for Commonwealth and CTSI, whose office is in Washington, DC.

The Commonwealth and CTSI executives had full and complete authority to make binding decisions on behalf of Commonwealth and CTSI regarding this rate dispute.

4. Settlement was not possible at the April 16, 2014 meeting because UGI's counsel and executives stubbornly refused to discuss the allegations that form the basis of the Pole Attachment Complaint, including the application of the Federal Communications Commission's *Pole Attachment Order*² to the rental rates applicable to Commonwealth's and CTSI's use of UGI's utility poles or any method for determining just and reasonable pole attachment rates for such attachments. Commonwealth and CTSI nonetheless provided UGI with a good-faith offer

² Report and Order and Order on Reconsideration, *In the Matter of Implementation of Section 224 of the Act; A National Broadband Plan for Our Future*, 26 FCC Rcd 5240 (2011), *aff'd*, *Am. Elec. Power Serv. Corp. v. FCC*, 708 F.3d 183 (D.C. Cir. 2013), *cert. denied*, 134 S. Ct. 118 (2013).

that would have resolved the dispute that forms the basis of Commonwealth's and CTSI's Pole Attachment Complaint. UGI's counsel and executives rejected Commonwealth's and CTSI's offer, declined to provide a counteroffer, and abruptly ended the meeting.

5. The second executive-level meeting was held on July 25, 2014 at the Washington, DC offices of Commonwealth's and CTSI's outside counsel, Wiley Rein LLP. Commonwealth and CTSI were represented at the July 25, 2014 meeting by:

- Todd B. Lewis, Associate Vice President – Engineering, whose office is in Rochester, New York;
- Joseph J. Starsick, Associate General Counsel, whose office is in Charleston, West Virginia;
- Reed J. Nelson, Director – Engineering, whose office is in Ranson, West Virginia;
- David W. Morris II, Manager – Engineering, whose office is in Dallas, Pennsylvania;
- Cynthia M. Cormany, Senior Manager – Network Engineering, Centralized Joint Use Team, whose office is in Fort Wayne, Indiana;
- Joan E. Huffine, Senior Engineer – Network Engineering, Centralized Joint Use Team, whose office is in Fort Wayne, Indiana; and
- Christopher S. Huther, Esq., outside counsel for Commonwealth and CTSI, whose office is in Washington, DC.

The Commonwealth and CTSI executives had full and complete authority to make binding decisions on behalf of Commonwealth and CTSI regarding this rate dispute.

6. The parties engaged in a good-faith discussion of the relevant issues at the July 25, 2014 meeting, and Commonwealth and CTSI made good-faith offers that would have resolved the dispute that forms the basis of Commonwealth's and CTSI's Pole Attachment Complaint. Ultimately, the parties were too far apart in their views of the rental rates that are just and reasonable, and no settlement was reached.

Dated: September 15, 2014



By: Cynthia M. Cormany
Cynthia M. Cormany

Sworn to before me this 15th day of September, 2014.

Deborah J. Buckel
Notary Public

Exhibit C

**Before the
Federal Communications Commission
Washington, DC 20554**

_____)	
COMMONWEALTH TELEPHONE COMPANY)	
LLC d/b/a FRONTIER COMMUNICATIONS)	
COMMONWEALTH TELEPHONE COMPANY and)	
CTSI, LLC d/b/a FRONTIER COMMUNICATIONS)	
CTSI COMPANY,)	
	Complainants,)	File No. EB-14-MD-007
)	
	v.)	
)	
UGI UTILITIES, INC. – ELECTRIC DIVISION,)	
	Respondent.)	
_____)	

REPLY AFFIDAVIT OF DAVID S. SNYDER

STATE OF CONNECTICUT)
) ss.
COUNTY OF FAIRFIELD)

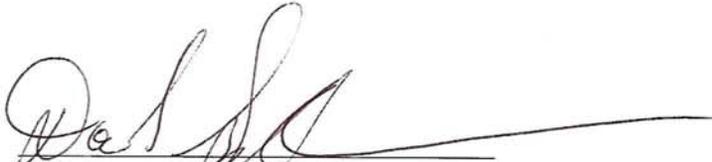
I, DAVID S. SNYDER, being sworn, depose and say:

1. I am Vice President of Engineering with responsibilities for the operating subsidiaries of Frontier Communications Corporation, including Commonwealth Telephone Company LLC d/b/a Frontier Communications Commonwealth Telephone Company (“Commonwealth”) and CTSI, LLC d/b/a Frontier Communications CTSI Company (“CTSI”). I am executing this Affidavit to respond to certain assertions made by or on behalf of UGI Utilities, Inc. – Electric Division (“UGI”) in its August 25, 2014 Response to Commonwealth’s and CTSI’s Pole Attachment Complaint. I know the following of my own personal knowledge and, if called as a witness in this action, I could and would testify competently to these facts under oath.

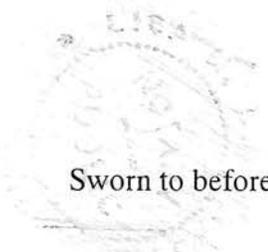
2. On behalf of Commonwealth and CTSI, I sought in good faith to resolve this pole attachment dispute with UGI during executive-level discussions that were held at the Harrisburg, Pennsylvania offices of UGI's outside counsel, Eckert Seamans Cherin & Mellott, LLC, on April 16, 2014. I traveled from Gloversville, New York, where my office is located, to attend this meeting. At the meeting, I had full and complete authority to make binding decisions on behalf of Commonwealth and CTSI regarding this rate dispute.

3. At the April 16, 2014 meeting, UGI's counsel and executives refused to discuss the allegations that form the basis of the Pole Attachment Complaint, including the application of the Federal Communications Commission's *Pole Attachment Order*¹ to the rental rates applicable to Commonwealth's and CTSI's use of UGI's utility poles or any method for determining just and reasonable pole attachment rates for such attachments. I nonetheless provided UGI with a good-faith offer that would have resolved the dispute that now forms the basis of Commonwealth's and CTSI's Pole Attachment Complaint. UGI's counsel and executives rejected the offer, declined to provide a counteroffer, and abruptly ended the meeting.

Dated: September 11, 2014

By: 
David S. Snyder

Sworn to before me this 11th day of September, 2014.



Notary Public
10/31/14

¹ Report and Order and Order on Reconsideration, *In the Matter of Implementation of Section 224 of the Act; A National Broadband Plan for Our Future*, 26 FCC Rcd 5240 (2011), *aff'd*, *Am. Elec. Power Serv. Corp. v. FCC*, 708 F.3d 183 (D.C. Cir. 2013), *cert. denied*, 134 S. Ct. 118 (2013).

Exhibit D

**Before the
Federal Communications Commission
Washington, DC 20554**

COMMONWEALTH TELEPHONE COMPANY)	
LLC d/b/a FRONTIER COMMUNICATIONS)	
COMMONWEALTH TELEPHONE COMPANY and)	
CTSI, LLC d/b/a FRONTIER COMMUNICATIONS)	
CTSI COMPANY,)	
)	File No. EB-14-MD-007
Complainants,)	
)	
v.)	
UGI UTILITIES, INC. – ELECTRIC DIVISION,)	
)	
Respondent.)	

REPLY AFFIDAVIT OF TODD B. LEWIS

STATE OF CONNECTICUT)
) ss.
COUNTY OF FAIRFIELD)

I, TODD B. LEWIS, being sworn, depose and say:

1. I am Associate Vice President of Engineering with responsibilities for the operating subsidiaries of Frontier Communications Corporation, including Commonwealth Telephone Company LLC d/b/a Frontier Communications Commonwealth Telephone Company (“Commonwealth”) and CTSI, LLC d/b/a Frontier Communications CTSI Company (“CTSI”). I am executing this Affidavit to respond to certain assertions made by or on behalf of UGI Utilities, Inc. – Electric Division (“UGI”) in its August 25, 2014 Response to Commonwealth’s and CTSI’s Pole Attachment Complaint. I know the following of my own personal knowledge and, if called as a witness in this action, I could and would testify competently to these facts under oath.

2. On behalf of Commonwealth and CTSI, I sought in good faith to resolve this pole attachment dispute with UGI during executive-level discussions that were held at the Washington, DC offices of Wiley Rein LLP on July 25, 2014. I traveled from Rochester, New York, where my office is located, to attend this meeting. At the meeting, I had full and complete authority to make binding decisions on behalf of Commonwealth and CTSI regarding this rate dispute.

3. At the July 25, 2014 meeting, I engaged in a good-faith discussion of the relevant issues and made good-faith offers that would have resolved the dispute that forms the basis of Commonwealth's and CTSI's Pole Attachment Complaint. Ultimately, the parties were too far apart in their views of the rental rates that are just and reasonable, and no settlement was reached.

Dated: September 11, 2014

By: Todd B Lewis
Todd B. Lewis

Sworn to before me this 11th day of September, 2014.

Sean M Lombardi
Notary Public

My Commission Expires 10/31/16

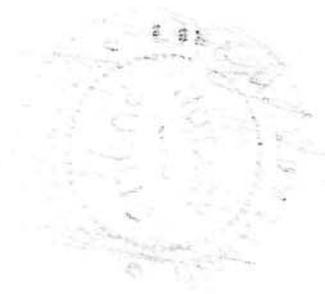


Exhibit E

Before the
Federal Communications Commission
Washington, DC 20554

COMMONWEALTH TELEPHONE COMPANY)
d/b/a FRONTIER COMMUNICATIONS)
COMMONWEALTH TELEPHONE COMPANY)
and CTSI, LLC d/b/a FRONTIER)
COMMUNICATIONS CTSI COMPANY,)

Complainants,)

File No. EB-14-MD-007

v.)

UGI UTILITIES, INC – ELECTRIC DIVISION,)

Respondent.)

REPLY AFFIDAVIT OF TIMOTHY J. TARDIFF

COMMONWEALTH OF MASSACHUSETTS)
) ss.
COUNTY OF SUFFOLK)

I, TIMOTHY J. TARDIFF, being sworn, depose and say:

I. Introduction

1. My name is Timothy J. Tardiff. I am a Principal at Advanced Analytical Consulting Group. My business address is 211 Congress Street, 9th Floor, Boston, MA 02110. I submitted an affidavit in this matter on May 14, 2014 (“Tardiff opening affidavit”).¹ My qualifications are described therein.

¹ I submitted opening and reply affidavits addressing pole attachment rates in the common territories that include the serving areas of Frontier and Duke Energy Progress in North and South Carolina on December 9, 2013 and February 11, 2014 (File No. EB-13-MD-007); for the common territories that include Frontier’s legacy GTE and Contel serving areas in North and South Carolina and Duke Energy Carolinas on January 17, 2014 and March 18, 2014 (File No. EB-14-MD-001); for the common territories of Duke Energy’s legacy Nantahala serving areas and Frontier in North Carolina on January 29, 2014 and March 20, 2014 (File No. EB-14-MD-002); and for the common

2. The purpose of this affidavit is to evaluate from an economic perspective certain statements and analyses UGI and its affiant made in response to the May 14, 2014 Complaint filed by Commonwealth and CTSI (collectively, “Frontier”). I first evaluate UGI’s criticisms of Frontier’s rate calculations and the alternative inputs UGI uses, which produced substantially higher rates than Frontier’s calculations based on the FCC’s methodology. I then discuss other issues the FCC has identified as relevant to whether rates from existing agreements are just and reasonable—primarily whether an incumbent local exchange carrier (“ILEC”) can terminate such agreements and enter into a new agreement and whether the electric utility is in a superior bargaining position. My primary conclusion is that UGI’s FCC formulas and rate calculations are incorrect and produce rates well in excess of the range of just and reasonable rates under the Pole Attachment Order and FCC methodologies. I also conclude that UGI’s assertion that it lacks bargaining power is incorrect and that UGI’s responses to Frontier’s requests to negotiate rates demonstrate that Frontier has been unable to enter into a new agreement with rates consistent with the FCC’s 2011 guidance.
3. The primary explanation of UGI’s unreasonably high rates is its attempt to undermine the FCC’s clearly stated intent that the maximum rates that competitive local exchange carriers (“CLECs”) such as CTSI can be charged approximate the rates charged to cable television companies. I understand that the DC Circuit clearly recognized this intent in upholding the 2011 Report and Order’s “decision to adopt telecom rates under §§ 224(d) & (e) that it has designed to be substantially equivalent to its already adopted cable rates.”² In particular, UGI’s selection of inputs and calculations produce telecom rates that are almost twice as large as the cable rates: a new telecom rate of \$17.53 versus a cable rate of \$9.97 for 2012³ and corresponding rates of \$17.51 and \$9.96 for 2013.⁴

territories that include the serving areas of Frontier and FirstEnergy in Pennsylvania and West Virginia on June 11, 2014 and July 31, 2014 (File No. EB-14-MD-008).

² *Am. Elec. Power Serv. Corp. v. FCC*, 708 F.3d 183, 188 (D.C. Cir. 2013), *cert. denied*, 134 S. Ct. 118 (2013).

³ Exhibit MJE-1R. My proper calculations appear below, and result in telecom rates that are comparable to the cable rates: a “lower bound” new telecom rate of \$7.60 versus a cable rate of \$6.95 for 2012.

⁴ Exhibit MJE-10R. My proper calculations appear below, and result in telecom rates that are comparable to the cable rates: a “lower bound” new telecom rate of \$8.56 versus a cable rate of \$7.37 for 2013.

II. Rates based on FCC Formulas

4. The FCC's pole attachment rate formulas (1) determine the annual cost of owning and maintaining utility poles and (2) assign a portion of that annual cost to an attaching entity using its space factor. Based on information provided in UGI's Response, I have updated the calculation of just and reasonable rates from \$8.56 to \$7.60 for 2012 and from \$9.52 to \$8.56 for 2013. These amounts are less than half of the rates UGI presented in its Response. Because the largest difference between UGI's excessive rates and just and reasonable rates is attributable to UGI's space factor calculation, I first evaluate its choice of inputs to, and its calculation of, the space factor. Then I discuss the differences in Frontier's and UGI's annual pole cost calculations.

A. Space Factor

5. The new telecom rate formula defines cost for purposes of Section 224(e) as certain percentage multipliers of the fully allocated cost used for purposes of the pre-existing telecom rate. These cost multipliers, which differ for urban and non-urban areas, are designed to produce a rate approximately equal to the cable rate, which is assigned 7.4 percent of annual costs that are used to determine the pre-existing telecom rate. Accordingly, in *urbanized* areas, the pre-existing telecom rate with default inputs assigns 11.2 percent of annual cost, so the FCC selected a factor of 0.66 to equalize it with the cable rate ($0.66 \times 11.2\% = 7.4\%$). Similarly, in *non-urbanized* areas, the pre-existing telecom rate with default inputs assigns 16.9 percent of annual cost, so the FCC selected a factor of 0.44 to equalize it with the cable rate ($0.44 \times 16.9\% = 7.4\%$).
6. Contradicting the FCC's objective of equalizing cost recovery across cable companies and other attaching entities, UGI uses three inputs that differ from Frontier's selections; (1) multiplier designed to equalize rates, (2) average number of attaching entities, and (3) pole height.

1. Incorrect Cost Multiplier for the New Telecom Rate

7. As described in my opening affidavit, the FCC redefined costs in the calculation of the new telecom rate to be a fraction of the costs used for the pre-existing telecom rate: 44 percent in

non-urban areas and 66 percent in urban areas.⁵ The clear objective of these multipliers is to produce new telecom rates that closely approximate the cable rates which assign 7.4 percent of the pole cost.⁶ These percentages, in turn, are inextricably linked to the number of attaching entities input, i.e., for urban, 66 percent is paired with 5 attaching entities, and for non-urban, 44 percent is paired with 3 attaching entities. When the default inputs of 3 and 5 attaching entities are used in the space factor formulas, multiplying the fully allocated costs used in the cable and pre-existing formulas by 44 percent and 66 percent, respectively, results in an assignment of about 7.4 percent.

8. UGI's calculations would upset the FCC's balance by using the urbanized percentage (66 percent)⁷ with its erroneously calculated attaching entities input of only half of the presumptive average of 5 urban attachers. The outcome of such misaligned inputs is a new telecom rate that would be 13.0 percent of the pole cost used to calculate the cable rate (instead of 7.4 percent), resulting in a new telecom rate that would be 76 percent higher than the rate charged to cable companies. UGI's calculations misapply the FCC's rate formulas and the resulting disparity is inconsistent with the FCC's objective of providing rate parity to facilitate broadband competition among cable companies, telecommunications companies, and similarly situated ILECs. Indeed, UGI's errant calculations would *increase* the gap between the cable rate and the telecom rate. In particular, with default inputs, the pre-existing telecom rate for urban areas assigns 11.2 percent of pole cost to telecom companies, while UGI's calculations assign 13.0 percent.
9. Ms. El Atieh mechanistically rationalizes that the Scranton urbanized area overlaps UGI's service territory and applies the urban 66 percent multiplier. This is inconsistent with both the FCC's objective and the DC Circuit's understanding in upholding the 2011 Report and Order. It also undermines her own characterization of the service territory as essentially non-urbanized and UGI's previous self-assignment as a non-urbanized area when it calculated the rates charged to Frontier through the first half of 2011. With regard to the first point, Ms. El

⁵ Tardiff opening affidavit, ¶ 5.

⁶ *Implementation of Section 224 of the Act; A National Broadband Plan for Our Future*, WC Docket No. 07-245; GN Docket No. 09-51, Report and Order and Order on Reconsideration, 26 FCC Rcd 5240, ¶ 149 ("2011 Report and Order").

⁷ El Atieh affidavit, ¶ 16.

Atieh states: “The decision to rebut the FCC’s presumptive average number of attaching entities was primarily based on the fact that the presumptive average of five is not representative of *UGI-ED’s small service territory* and the use of this presumptive average along with the urbanized multiplier artificially drives down the Telecom Rate...”⁸ This explanation both reveals that the attempted urbanized classification (with its concomitant higher cost multiplier) is a mere technicality⁹ (given UGI’s “small service territory”). It also appears oblivious to the fact that driving the Telecom Rate down to parity with the cable rate was what the FCC expected to happen.

10. In establishing the \$18.70 rate discussed in UGI’s response,¹⁰ UGI used the non-urbanized presumptive average of 3 attaching entities in its calculations.¹¹ The selection of this input strongly suggests that UGI then viewed itself as non-urbanized because the choices available to it at the time were to (1) rebut the presumptive averages, (2) classify itself as urbanized with an average of five attachers, or (3) classify itself as non-urbanized with the average of three attachers it actually used to calculate the rate.¹² UGI chose to consider itself non-urbanized to calculate the rate. The pre-existing telecom rate for urban areas is approximately two-thirds of the non-urban rate. So classifying itself as urbanized at that time would have produced a lower rate of \$12.47 instead of \$18.70.

2. Average Number of Attaching Entities

11. Ms. El Atieh’s affidavit presents high-level summarized data and calculations that purportedly establish that the average number of attaching entities on its joint use poles to which Frontier is attached is 2.5 (including UGI). Significantly, Ms. El Atieh’s calculations

⁸ El Atieh affidavit, ¶ 20, emphasis added.

⁹ Ironically, Ms. El Atieh (at ¶ 17 citing ¶ 66 of the Reconsideration Order) quoted the FCC as follow: “Utilities advise this would be equitable because in a service area in which any part is considered urbanized, the development potential for the entire area to become urbanized is great.” Conceding that UGI has a “small service territory” suggests that UGI does not share such a belief.

¹⁰ See, for example, UGI Response, p. iii.

¹¹ Frontier’s Complaint, Exhibit 6 (UGI letter dated September 20, 2001 from Eric Sorber to Jean Heeman with enclosed rate calculation showing 3 average number of “attachments” (sic – attachers) in the space factor for average number of attaching entities).

¹² “Some utilities assert it will not be feasible to determine averages in any cost-efficient manner, so we will provide default averages for urbanized and non-urbanized areas, for use in the absence of utility developed averages.” Reconsideration Order, ¶ 64.

and exhibits appear to fall well short of the requirements necessary to rebut a default input. In particular, the FCC requires that “The utility shall make available its data, information and methodology upon which the averages were developed, unless the default averages are used.”¹³ Ms. El Atieh provided *results* apparently obtained from “UGI-ED’s mainframe system” that stores its pole and attachment data,¹⁴ rather than providing access to the data itself, which would allow an independent evaluation of whether the underlying data had been processed correctly.

12. The information that Ms. El Atieh did provide raises concerns about the reliability of her calculation. Ms. El Atieh’s purported average of 2.5 attaching entities per joint use pole was the result of dividing a numerator consisting of four items by a denominator that is one of these items. Table 1 summarizes the calculation.

Table 1: UGI’s Average Attaching Entities Calculation

1	Joint-Use Poles	34,375	UGI ETDS database
2	Jointly-Owned Poles	9,789	UGI ETDS database
3	Permits	42,423	Exhibit MJE-6
4	Miscellaneous	41	Not given
5	Numerator	86,628	[5] = [1]+[2]+[3]+[4]
6	Denominator	34,375	[6] = [1]
7	UGI calculated Attaching Entities	2.52009	[7] = [5]/[6]

- Ms. El Atieh provides the following description for the first two items: “UGI-ED determined the total pole count based on electronic records available through its ETDS database, which is a UGI-ED’s mainframe system that stores UGI-ED structure data, such as poles, enclosures, towers, and attachments.”¹⁵ Clearly, UGI has not provided the electronic records that would be needed to validate UGI-ED’s determination of these major components. Further, access to these electronic records might suggest a more reliable and precise approach to calculating the average number of attaching entities, i.e., if the ETDS database includes attachment information for

¹³ Reconsideration Order, ¶ 67.

¹⁴ El Atieh affidavit, ¶ 22.

¹⁵ El Atieh affidavit, ¶ 22.

particular poles, it could be possible to calculate the average number of attaching entities for the joint use poles at issue in this matter.

- Exhibit MJE-6 was the source for the license permits, which include attachments by ILECs and third-party attachers (cable companies, CLECs, and others). Ms. El Atieh provides no information on how the data provided in the Exhibit were developed, e.g., their source and how the underlying data were processed. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

- Ms. El Atieh provided no support for the 41 miscellaneous attachers.

13. In addition to insufficient documentation, one of the items in Table 1 appears to be inconsistent with data used to develop other inputs for UGI’s rate calculations. In particular, Exhibit MJE-8, which was the basis for UGI’s pole count input,¹⁷ appears to indicate that there were 16,383 jointly-owned poles in 2010—an amount that greatly exceeds the 9,789 figure Ms. El Atieh used to calculate UGI’s purported number of attaching entities. Using the 16,383 figure instead of the 9,789 figure results in an average number of attaching entities of 2.71.

14. Because Ms. El Atieh’s calculations are for the entire service territory, they are not necessarily representative of conditions in Frontier’s and UGI’s common territory.¹⁸ Even if the averages for ILECs are similar (which cannot be ascertained from Ms. El Atieh’s results),

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

¹⁷ El Atieh affidavit, ¶ 31.

¹⁸ Commonwealth Telecom accounts for less than 30 percent of the licenses shown in Exhibit MJE-6 and Commonwealth and CTSI combined account for less than 40 percent.

her average is not representative of any ILEC. [REDACTED]

[REDACTED] Because Ms. El Atieh's average includes joint use poles for which there are no ILEC attachers, it *cannot* be representative of the average number of attaching entities on poles on which any ILEC, in general, and Frontier, in particular, actually attaches. A hypothetical example illustrates the error in Ms. El Atieh's calculation. Suppose there were 50,000 UGI poles with other attaching entities, with all such poles having one non-ILEC attacher and 35,000 of them having one ILEC attacher. Ms. El Atieh's approach would count the 50,000 poles twice, by adding 50,000 poles with UGI attachments to 50,000 poles with non-ILEC attachments and 35,000 poles with ILEC attachments, for a total of 135,000 attaching entities. She would then divide this sum (135,000) by poles with UGI attachments (50,000) to arrive at a purported average of 2.7 attaching entities per pole with an ILEC attachment. However, the correct number of attaching entities with ILEC attachers is exactly 3, because every such pole has UGI and a non-ILEC as attachers.²⁰

3. Pole Height

15. Ms. El Atieh faults Ms. Knowles for justifying replacing the FCC's default assumption of 37.5 feet with a pole height of 40 feet.²¹ For the purpose of developing reasonable rates, Ms. Knowles' recommendation, informed by numerous joint use agreements and inventories throughout Frontier's footprint,²² provides more precision than the FCC's observation in 2000 that: "Based upon survey results, consideration of the National Electric Safety Code ('NESC'), and practical engineering standards used in constructing utility poles, the Commission found that 'the most commonly used poles are 35 and 40 feet high, with usable

¹⁹ See ¶ 12 *supra*.

²⁰ In other words, by starting with the poles on which ILECs are attached, one would note that UGI, a non-ILEC, and an ILEC are all attached to each pole, for a total of 150,000 attaching entities (3 x 50,000). When this total is divided by the number of poles, the result is 3 attaching entities per pole.

²¹ El Atieh affidavit, ¶ 27.

²² Knowles opening affidavit, ¶ 13.

spaces of 11 to 16 feet, respectively.”²³ Further, in light of the fact that more than 99 percent of the joint use poles at issue in this matter are owned by UGI, it would seem to be in a much better position to supply an average pole height. Indeed, consistent with Ms. Knowles’ observations, the average pole height calculated from continuing property record data listed in Exhibit MJE-8 (the source for Ms. El Atieh’s pole count for the 2012 rate) is 39.3 feet.²⁴

B. Annual Pole Costs

16. The differences between Frontier’s and UGI’s calculations of annual pole costs based on the FCC’s formulas include nine categories:²⁵ (1) pole counts,²⁶ (2) depreciation reserve amounts for accounts 364, 365, and 369,²⁷ (3) depreciation rate input for the 2012 rate calculation,²⁸ (4) choice of inputs from page 200 of UGI’s FERC Form 1 for total plant investment and depreciation reserve assigned to total plant,²⁹ (5) calculation of the tax component of the annual charge factor,³⁰ (6) the treatment of tax reserve account 190,³¹ (7) whether total deferred tax amounts should be assigned to subaccounts (such as poles) based on relative net investment (Frontier) or relative gross investment (UGI),³² (8) the rate of return input,³³ and (9) the appurtenance factor.³⁴

²³ *Amendment of Rules and Policies Governing Pole Attachments*, CS Docket No. 97-98, Report and Order, 15 FCC Rcd 6453 (2000), ¶ 16 (“Fee Order”). The simple averages for pole heights and usable spaces described by the FCC are 37.5 feet and 13.5 feet, respectively—the presumptive averages.

²⁴ Knowles reply affidavit, ¶ 65. This is exclusive of poles shorter than 30 feet, which are unlikely to be suitable for joint use.

²⁵ Ms. El Atieh’s affidavit describes each difference twice: once for her 2012 rate calculations and a second time for her 2013 calculations. In the discussion that follows, I reference her paragraphs addressing the 2012 calculation.

²⁶ El Atieh affidavit, ¶ 31.

²⁷ El Atieh affidavit, ¶ 29.

²⁸ El Atieh affidavit, ¶ 33.

²⁹ El Atieh affidavit, ¶ 34.

³⁰ El Atieh affidavit, ¶ 36.

³¹ El Atieh affidavit, ¶¶ 30 and 34.

³² El Atieh affidavit, ¶ 30.

³³ El Atieh affidavit, ¶ 37.

³⁴ El Atieh affidavit, Ex. MJE-1R, line G (85% of Net Pole Investment).

1. Pole count, Depreciation Reserve, Depreciation Rate

17. Regarding the first three categories, in my opening affidavit, I indicated that if UGI produced such inputs in its Response, Frontier's rate calculations would be updated to incorporate information that was not available when Frontier submitted its Complaint.³⁵ For the first category, Frontier has adopted pole counts provided in UGI's Response. Similarly, for the second category, UGI has provided subaccount support for the depreciation reserves input for the 2012 rate calculation.³⁶ Frontier is adopting UGI's inputs despite the fact it increases the rates. For the third category, Frontier is using UGI's updated input (2.10 percent) in place of the original input (2.08 percent).³⁷ Frontier's 2012 rate calculation has been updated accordingly as shown in Table 4 below.
18. Before responding to Ms. El Atieh's claims regarding the remaining six categories, Table 2 identifies how much each contributes to the different annual costs calculated by UGI and Frontier.

³⁵ Tardiff opening affidavit, notes 9 and 12. The assignment of depreciation reserve amounts to subaccounts is not provided in FERC Form 1 data and to the extent that it is available, can only be provided by the electric utility. In fact, in my experience, electric utilities more often than not assign depreciation reserve amounts the same way as Ms. Knowles and I did in Frontier's Complaint filing, rather than provide subaccount detail.

³⁶ Exhibit MJE-7 (Detail).

³⁷ The difference from using the updated input (2.10 percent) in place of the original input (2.08 percent) changes rates by a *de minimis* amount.

Table 2: Effect of Calculation Differences on Annual Pole Costs

	2012		2013	
	Annual Pole Cost	Difference from UGI	Annual Pole Cost	Difference from UGI
UGI	\$134.65		\$134.47	
Effect of:				
1. Page 200 Inputs	\$144.06	\$9.41	\$137.76	\$3.29
2. Tax Component of ACF	\$107.70	-\$26.95	\$114.98	-\$19.49
3. Account 190	\$131.59	-\$3.06	\$130.60	-\$3.87
4. Assignment of Accumulated Deferred Taxes	\$131.98	-\$2.67	\$131.70	-\$2.77
5. Rate of Return	\$130.11	-\$4.54	\$129.63	-\$4.84
6. Appurtenance Factor	\$129.99	-\$4.66	\$130.85	-\$3.62

Table 2 starts with the annual pole costs associated with the pre-existing telecom rate (net pole investment x annual charge factor) produced by UGI’s calculations. These costs are almost the same for UGI’s 2012 and 2013 rate calculations. Rows numbered 1 through 6 in Table 2 use Frontier’s approach instead of UGI’s approach. For example, for the fourth category (Row 1), Frontier used line items from page 200 of the FERC Form 1 report for net plant investments that result in a *higher* annual cost than the cost that results from use of UGI’s line items, i.e., Frontier’s choice of inputs was actually favorable to UGI. In contrast, Frontier’s approach with respect to the other items produces lower annual costs, with the tax component of the annual charge factor having by far the largest impact.

2. FERC Form 1, Page 200 Inputs

19. For the fourth category (Row 1), inputs from page 200 of the FERC Form 1 report are used to calculate undepreciated plant: gross plant minus accumulated depreciation. UGI’s inputs differ from Frontier’s in two ways: (1) UGI includes construction work in progress, resulting in a larger amount of gross investment and (2) UGI does not include accumulated amortization, resulting in a smaller amount of accumulated depreciation. Both of these

differences produce a larger amount of undepreciated plant investment, increasing the net pole investment. Because undepreciated investment is a major component of the denominator of the formula that produces the administrative and tax components, UGI's approach produces a lower annual charge factor which is greater than the increase in net pole investment.³⁸

20. Ms. El Atieh claims that Frontier's approach creates a mismatch between the definition of gross plant, which she correctly notes that Frontier uses a plant in service value, and accumulated depreciation, for which she asserts that Frontier's measure applies to total plant, not plant in service.³⁹ In fact, the depreciation reserve amount corresponding to plant in service is less than one percent smaller than the measure Frontier used,⁴⁰ which would produce trivial (or even no) differences in the resulting rates. Indeed, to the extent that such a mismatch is relevant, Ms. El Atieh's calculations suffer from a substantial mismatch, because her measure *includes* items additional to plant in service in her gross plant value, primarily construction work in progress, but *excludes* amortization from her measure of the depreciation reserve (which, as she explains, is properly a component of undepreciated plant in service).
21. More fundamentally, the primary purpose for calculating undepreciated plant is to determine the amount to which the rate of return component is applied. In this regard, because it is only in limited circumstances that construction work in progress is includable in the rate base to which Pennsylvania regulators apply rates of return,⁴¹ the measure Frontier uses, which excludes construction work in progress, aligns much more closely with rate of return.

³⁸ For example, the administrative component of the annual charge factor = administrative expenses / (undepreciated electric plant – accumulated deferred taxes).

³⁹ El Atieh affidavit, ¶ 34.

⁴⁰ Depreciation and amortization for plant in service appears on FERC Form 1, p. 200, line 22. For both 2012 and 2013 rate calculations, these amounts differ by \$390,002 from the amounts used in Frontier's calculation (FERC Form 1, p. 200, line 14). This difference is less than 0.7 percent in the case of electric plant and less than 0.1 percent for total plant. The difference can be found on FERC Form 1, p. 200, line 32.

⁴¹ Pennsylvania code, § 69.371.

3. Tax Component of ACF

22. For the fifth category (Row 2 of Table 2), consistent with Ms. Atieh’s explanation, the difference between Frontier’s and UGI’s calculation of the tax component of the annual charge factor is that Frontier’s calculation is on a company-wide basis while UGI’s is for electric plant only.⁴² In providing no further explanation of the difference, Ms. El Atieh declined to mention that the Telecom Rate formulas⁴³ clearly indicate that while electric plant only inputs are to be used to calculate the administrative element, the tax element is calculated on a total plant basis, as Frontier has done. Correcting UGI’s calculations to eliminate only this item of contention would considerably narrow the difference in resulting pre-existing telecom rate annual pole costs: for 2012 rates, the annual pole costs would be \$107.70 with only the tax factor correction (see Table 2 above), compared to \$93.77 with all five corrections (see Table 4 below). For 2013, the corresponding annual costs would be \$114.98 and \$99.55, respectively.

3. Account 190

23. For the sixth category (Row 3 of Table 2), Ms. El Atieh claims that the amounts in FERC Account 190 should be subtracted, rather than added, to the amounts in Accounts 281-283 to determine accumulated deferred income taxes. The FCC’s directive on this matter states: “Accumulated Deferred Income Taxes represents the share of composite FERC Accounts 190, 281, 282 and 283 that corresponds to Account 364.”⁴⁴ This discussion is a correction of a calculation in an earlier order that included a formula with accumulated deferred income taxes being subtracted from gross pole investment, along with accumulated depreciation for poles to produce the net cost of a bare pole.⁴⁵ Because accumulated deferred income taxes “represents the share of composite FERC Account 190 (Accumulated Deferred Income

⁴² El Atieh affidavit, ¶ 36.

⁴³ Reproduced in El Atieh affidavit, ¶ 9.

⁴⁴ Reconsideration Order, ¶ 109.

⁴⁵ *Amendment of Rules and Policies Governing Pole Attachments*, CS Docket No. 97-98, Report and Order, 15 FCC Rcd 6453 (2000), ¶ 41 (“Fee Order”).

Taxes) that corresponds to Account 364,⁴⁶ the *composite*, i.e., the sum, of Accounts 190, 281, 282 and 283 is to be subtracted.

4. Accumulated Deferred Tax Allocation

24. For the seventh category (Row 4 of Table 2), the FCC's pole attachment formulas use accumulated deferred income taxes for certain accounts or subaccounts to calculate net investments and certain annual charge components.⁴⁷ Accumulated deferred income taxes are recorded on FERC Form 1 for either the entire company or for electric utility operations (but not for subaccounts such as utility poles). The FCC's order provides no further guidance about how the aggregate amounts available from FERC Form 1 data should be assigned to assets such as poles. Frontier's and UGI's assignments differed: Frontier assigned the aggregate tax reserve amount in proportion to undepreciated investment (gross investment – accumulated depreciation),⁴⁸ while UGI's assignment was in proportion to gross investment.
25. The alternative assignments produce different allocations when the asset in question has depreciated more (or less) than either total plant or total electric plant. For example, if accumulated depreciation for poles is 40 percent of gross (original investment) and accumulated depreciation for total electric plant is 45 percent of gross investment, undepreciated investment is proportionately larger for poles. Consequently, Frontier's approach would assign more of the total accumulated deferred taxes than would UGI's, as illustrated in Table 3.

⁴⁶ Reconsideration Order, ¶ 109.

⁴⁷ Reconsideration Order, Appendix E-2.

⁴⁸ Frontier's approach is not unusual. I am aware that other electric utilities, including some with which Frontier has pole attachment agreements, assign accumulated deferred taxes the same way as Frontier.

Table 3: Allocating Accumulated Deferred Taxes: Undepreciated versus Gross Investment

	Total Electric	Poles
Gross Investment	100.00	12.00
Accumulated Depreciation	43.00	5.00
Undepreciated Investment	57.00	7.00
Accumulated Deferred Taxes	11.00	
Accumulated Deferred Taxes (Frontier)		1.35
Accumulated Deferred Taxes (UGI)		1.32
Net Plant (Frontier)		5.65
Net Plant (UGI)		5.68

26. The stylized example in Table 3 shows total electric gross investment of 100, accumulated depreciation of 43, undepreciated investment of 57 (100 – 43) and accumulated deferred taxes of 11 (first column). The second column shows the corresponding amounts for poles: gross investment of 12, accumulated depreciation of 5, and undepreciated investment of 7 (12 – 5). Frontier’s allocation of the total amount of deferred taxes (11) to poles is based on the ratio of undepreciated pole investment (7) to undepreciated electric plant investment (57). Thus, Frontier would assign $7/57$ of the total amount of deferred taxes (11) to poles, resulting in an allocation of 1.35 ($7/57 \times 11$) and an associated net investment of 5.65 ($7 - 1.35$). In contrast, UGI would assign $12/100$ of the total amount of deferred taxes (11) to poles, resulting in an allocation of 1.32 ($12/100 \times 11$) and an associated net investment of 5.68 ($7 - 1.32$).

27. Without any explanation, Ms. El Atieh points out that Frontier’s approach differs from UGI’s.⁴⁹ Although the FCC’s previous directives provide no guidance as to which approach is preferable, Frontier’s approach more closely aligns with how the rate of return is developed and applied to determine annual costs. In particular, some state commissions in effect adjust the rate of return (weighted average of the cost of equity and debt) based on the

⁴⁹ El Atieh affidavit, ¶ 30.

ratio of accumulated depreciation to undepreciated plant, and then apply that adjusted rate of return to net plant. For these states, the FCC's formulas are modified to exclude accumulated deferred taxes when calculating net investments and annual charge components. Frontier's approach would produce the same pole attachment rates for two otherwise identical states that differed only in their approach to determining rate of return, while UGI's approach would produce different costs, depending on the degree to which poles were depreciated relative to total electric plant.

5. Rate of Return

28. For the eighth category (Row 5 of Table 2), as I explained in my opening affidavit, Frontier's use of the 9.56 percent rate of return adopted in a 1994 order is quite favorable to UGI, for among other reasons, UGI's cost of debt is considerably lower than it was in 1994.⁵⁰ Based on an essentially legalistic argument, Ms. El Atieh attempts to rationalize the use of the even higher outdated FCC default input of 11.25 percent.⁵¹ This line of reasoning is factually incorrect, and more importantly, would result in costs that exceed the costs UGI incurs in owning and maintaining its poles.
29. In particular, Ms. Atieh claims that because parties settled a later rate case in 1996, the Pennsylvania Commission did not prescribe a specific rate of return for UGI, thus opening the door for the use of the FCC's even older default input. To begin with, Ms. El Atieh's premise that there is no existing Commission approved or prescribed rate of return is incorrect. In particular, a recent Pennsylvania Public Utility Commission document⁵² lists the same authorized return on equity that it adopted in its 1994 order, undermining Ms. El Atieh's contention that there is no approved rate of return. To the contrary, with the return on equity (10.58 percent) remaining in force, the lower cost of debt that now prevails would, if anything, dictate a lower rate of return than the 9.56 percent Frontier uses in its calculations.

⁵⁰ Tardiff opening affidavit, note 16.

⁵¹ El Atieh affidavit, ¶37.

⁵² In a July 16, 2013 Public Meeting of the Pennsylvania Public Utilities Commission, the Bureau of Technical Utility Services reported that UGI's approved return on equity is 10.58 percent—exactly the same rate as approved in 1994. Report on the Quarterly Earnings of Jurisdictional Utilities for the Period Ended March 31, 2013, p. 14. (available at <http://www.puc.state.pa.us/pcdocs/1238441.docx>).

30. Even if the contradictory evidence in the Pennsylvania Commission’s document were unavailable, Ms. El Atieh’s rationale would be undermined by the implausible implications of her position. For a rate of return of 11.25 percent to have made sense in 1996 would have been equivalent to the Commission’s approving an increase in the return on equity from 10.58 percent to 14.06 percent.⁵³ It is highly doubtful that all parties to the 1996 settlement, let alone the Commission, would agree with such an implication.
31. Finally, the FCC itself has long since recognized that the default rate of return that UGI employs is woefully out of date because of substantial changes that have occurred since 1990.⁵⁴ In particular, in its 2011 inter-carrier compensation reform order, the FCC tentatively concluded that an updated rate of return should be no higher than 9 percent.⁵⁵ Subsequently, the staff of the Wireline Competition Bureau recommended a range from 8.04 percent to 8.72 percent for a reasonable rate of return.⁵⁶

6. Appurtenance Factor

32. For the ninth category (Row 6 of Table 2), UGI uses the default appurtenance factor of 15 percent of pole cost attributable to appurtenances. Frontier informs me that the data UGI provided in its Response allowed Frontier to calculate a revised, actual appurtenance factor.⁵⁷ I have used that revised appurtenance factor in my rate calculations.

⁵³ The 1994 decision adopted a capital structure with 48.62 percent common equity. In order for the rate of return to increase from 9.56 percent to 11.25 percent, the approved return on equity would have to increase by $(11.25 - 9.56) / 0.4862 = 3.48$ percentage points (assuming no change in the cost of debt), which results in a return on equity of 10.58 percent + 3.48 percent = 14.06 percent.

⁵⁴ *Connect America Fund; A National Broadband Plan for Our Future; Establishing Just and Reasonable Rates for Local Exchange Carriers; High-Cost Universal Service Support; Developing an Unified Intercarrier Compensation Regime; Federal-State Board on Universal Service; Lifeline and Link-Up; Universal Service Reform – Mobility Fund*, WC Docket No. 10-90; GN Docket No. 09-51, WC Docket No. 07-135, WC Docket No. 05-337, CC Docket No. 01-92, CC Docket No. 96-54, WC Docket No. 03-109, WT Docket No. 1—208, Report and Order and Further Notice of Proposed Rulemaking, 26 FCC Rcd 17663 at ¶¶ 1046-1047. The commission noted that it had last prescribed the authorized interstate rate of return in 1990, reducing it from 12% to 11.25%. “We believe fundamental changes in the cost of debt and equity since 1990 no longer allow us to conclude that a rate of return of 11.25% is necessarily ‘just and reasonable’ as required by Section 201(b).”

⁵⁵ *Ibid.* at ¶¶ 1046-1047.

⁵⁶ Federal Communications Commission, Wireline Competition Bureau, *Prescribing the Authorized Rate of Return*, Staff Report, WC Docket 10-90, May 16, 2013, p. i.

⁵⁷ See Knowles reply affidavit ¶¶ 28-29.

7. Updated Annual Pole Costs and Rates

33. Based on the new pole count, depreciation reserve, and depreciation rate inputs provided in UGI's response, Table 4 updates my original annual pole cost and new telecom rate calculations.⁵⁸

Table 4: Updated Annual Pole Costs and Rates

	2012 Rate (2010 FERC Data)	2013 Rate (2011 FERC Data)
Gross Pole Investment	\$28,608,138	\$30,408,632
Depreciation and Deferred Tax Reserve Assignment	\$17,326,896	\$18,393,208
Net Pole Investment	\$11,281,242	\$12,015,424
Number of Poles	48,456	48,542
Appurtenances Factor	17.94%	17.29%
Net Investment Per Bare Pole	\$191.05	\$204.73
Depreciation Factor	5.33%	5.26%
Administrative Factor	14.13%	13.96%
Maintenance Factor	11.01%	12.44%
Tax Factor	9.06%	7.41%
Rate of Return	9.56%	9.56%
Carrying Charge Factor	49.08%	48.63%
Annual Pole Cost	\$93.77	\$99.55
New Telecom Annual Pole Cost		
Non-urban	\$41.26	\$43.80
Maintenance and Administrative	\$48.02	\$54.04
Space Factor	15.83%	15.83%
Lower Bound New Telecom Rate	\$7.60	\$8.56

⁵⁸ Tardiff opening affidavit, Tables 1 - 3. A more detailed table with the accounting data inputs, sources, and calculations appears as Revised Exhibit T-2.

The “Annual Pole Cost” row shows estimated annual pole costs of \$93.77 and \$99.55 for the 2012 (based on 2010 FERC data) and 2013 (based on 2011 FERC data) rate calculations, respectively. These are moderately lower than the corresponding costs of \$104.54 and \$109.99 presented in my opening affidavit.⁵⁹ These results started with net pole investment of about 39.5 percent of gross pole investment. When the net investments are divided by the corresponding number of poles and then reduced by 17.94 percent (2012) or 17.29 percent (2013) to remove the cost of appurtenances, the estimated net investment per bare pole is \$191.05 for 2012 and \$204.73 for 2013 (compared to original results of \$207.57 and \$219.84, respectively). Next, the carrying charge factor is the sum of five components: depreciation, administrative, maintenance, tax, and rate of return. These factors are 49.08 percent and 48.63 percent for 2012 and 2013 (compared to original results of 50.36 percent and 50.03 percent). Finally, the annual pole costs are the result of multiplying the bare pole investment by the corresponding carrying charge factor.⁶⁰

34. The “New Telecom Annual Pole Costs Non-urban,” which are 44 percent of the corresponding Annual Pole Costs, are \$41.26 for the 2012 rate and \$43.80 for the 2013 rate (compared to original amounts of \$46.00 and \$48.40). Maintenance and administrative costs are \$48.02 and \$54.04 for the 2012 and 2013 rates⁶¹ (compared to original amounts of \$54.06 and \$60.13). Since maintenance and administrative costs exceed the “New Telecom Annual Pole Cost Non-urban” (44 percent of annual pole costs), the new telecom rates for non-urban areas—\$7.60 for 2012 and \$8.56 for 2013—are obtained by multiplying the maintenance and administrative costs by the space factor (15.83 percent).⁶²

⁵⁹ Tardiff opening affidavit, Table 1.

⁶⁰ $\$93.77 = \191.05×0.4908 for the 2012 rate and $\$99.55 = \204.73×0.4863 for the 2013 rate.

⁶¹ These amounts result from multiplying the net investment per bare pole by the sum of the maintenance and administrative factors: $\$48.02 = \$191.05 \times (0.1413 + 0.1101)$ for the 2012 rate and $\$54.04 = \$204.73 \times (0.1396 + 0.1244)$ for the 2013 rate.

⁶² $\$7.60 = \48.02×0.1583 for the 2012 rate and $\$8.56 = \54.04×0.1583 for the 2013 rate.

III. Frontier Has Shown That the Rates Demanded by UGI are Unjust and Unreasonable

35. UGI's Response and its affiant offer a number of cursory challenges to the validity of Frontier's attempt to establish just and reasonable rates pursuant to the 2011 Report and Order: (1) that Frontier did not make a meaningful attempt to terminate the old agreements and establish a new agreement,⁶³ (2) that UGI lacks superior bargaining power,⁶⁴ (3) that Frontier's ILEC operation (Commonwealth) is not similarly situated to CLECs and cable companies⁶⁵ (and therefore presumably subject to a higher rate), and (4) that the new telecom rate does not provide UGI with adequate compensation for providing space for pole attachments.⁶⁶ I disagree with these arguments for reasons next detailed.

A. Ability to Terminate an Existing Agreement and Seek a New One

36. While expressing some reluctance to invalidate existing agreements between electric utilities and ILECs,⁶⁷ the FCC explicitly established a process for ensuring just and reasonable rates for ILECs on the basis that (1) ILECs generally lacked the ability to terminate an old agreement and obtain a new arrangement,⁶⁸ and (2) conditions—particularly pole ownership ratios—generally placed ILECs in an inferior bargaining position.⁶⁹ Both factors are present here. For the first factor, the filings in this proceeding demonstrate that Frontier's attempts to negotiate a new arrangement for its ILEC and CLEC operations have been far from successful. Because (1) UGI has a long experience of charging the same rates for both Frontier's ILEC and CLEC and (2) the CLEC was entitled to the new lower telecom rate, it would have been reasonable to expect that UGI would offer the same lower rate to the ILEC. The FCC clearly stated its intention to expeditiously *reduce* the rate for CLECs towards parity with the cable television companies with which both ILECs and CLECs compete. A reasonable expectation is that a request to negotiate new rates would be met with an offer that

⁶³ UGI's Response, p. i.

⁶⁴ *Ibid.* pp. 17-18.

⁶⁵ *Ibid.*, p. 19.

⁶⁶ El Atieh affidavit, ¶¶ 59-60.

⁶⁷ 2011 Report and Order, ¶ 216.

⁶⁸ *Ibid.*, ¶ 216.

⁶⁹ *Ibid.*, ¶ 215.

lowered rates. Instead, UGI responded five months after Frontier's expeditious September 13, 2011 request to renegotiate new rates, terms, and conditions⁷⁰ with a demand for a rate *increase* for both ILEC and CLEC operations,⁷¹ based on the improper rate calculations described in the previous section II.⁷² About one year later (February 25, 2013), UGI again demanded virtually the same inflated rate.

B. UGI has Superior Bargaining Power

37. With respect to the second factor referenced above, the record confirms that Frontier's rates should be reduced. The FCC explained that its decision to evaluate whether pole attachment rates charged to ILECs were just and reasonable was based on two considerations: (1) that pole ownership proportions had shifted to a degree that may have placed ILECs in an inferior bargaining position⁷³ and (2) reducing rates for ILEC pole attachments would promote

⁷⁰ Complaint Exhibit 7.

⁷¹ Complaint Exhibit 8.

⁷² UGI's calculation of annual pole costs associated with the pre-existing telecom rate increased by about 20 percent between 2001 (when it calculated the \$18.70 rate – assuming a non-urbanized three attaching entities) and the time of its improperly-calculated \$18.86 rate). Had UGI maintained a consistent approach in calculating the space factor, it would have offered Frontier a rate of approximately 53 percent of the previous rate ((1 + 20%) x 0.44), or about \$9.90 (i.e., approximately the cable rate calculated by Ms. El Atieh), and not the non-starter \$18.86 demand.

⁷³ 2011 Report and Order, ¶ 199:

The record demonstrates that incumbent LECs own fewer poles now than in the past, and this relative change in pole ownership may have left incumbent LECs in an inferior bargaining position to other utilities. As a result, at least in some circumstances, market forces and independent negotiations may not be alone sufficient to ensure just and reasonable rates, terms and conditions for incumbent LECs pole attachments.

The FCC further explained, 2011 Report and Order, ¶ 206:

Today, LECs as a whole appear to own approximately 25-30 percent of poles and electric utilities appear to own approximately 65 – 70 percent of poles, compared to historical ownership levels that were closer to parity. Thus, incumbent LECs often may not be in an equivalent bargaining position as electric utilities in pole attachment negotiations in some cases.

UGI's overall ownership percentage of 99.5 percent is substantially larger than 65 - 70 percent. In 2012 there were 11,854 Commonwealth attachments and 4,716 CTSI attachments to UGI-owned joint use poles, compared to 90 UGI attachments on Commonwealth poles (Frontier's Complaint, Exhibits 9, 10). Therefore, UGI owned $(11,854 + 4,716) / (11,854 + 4,716 + 90) = 99.5$ percent of the joint-use poles.

The FCC cited a letter from USTA describing problematically high ratios between rates charged to ILECs and cable companies. “[W]e note that incumbent LECs estimate that, in aggregate, they annually pay pole attachment rates that are \$320 to \$350 million greater than they would pay at the cable rate. 2011 Report and Order, ¶ 208, note 630 (citing letter from Walter B. McCormick, Jr., USTelecom, to Hon. Julius Genachowski, Chairman, FCC, WC Docket No. 07-245, GN Docket No. 09-51 at 5 (filed Mar. 31, 2011)).

broadband competition.⁷⁴ Maintaining UGI’s invoiced rates in perpetuity would frustrate the FCC’s competition objective because even its erroneous calculations produce new telecom rates that are significantly higher than the rates charged to broadband competitors, i.e., \$17.53 versus \$9.97 under UGI’s calculations.⁷⁵

38. UGI completely ignores the FCC’s concern over relative ownership levels and instead introduces an irrelevant comparison with Frontier’s corporate-wide operations. Recent telecommunications legal, regulatory, and policy determinations⁷⁶ provide clear lessons that the putative “little guy” can indeed charge the type of exorbitant rates that have long motivated the FCC’s attachment rate rules. In general, market power—the ability to charge rates above a level that would prevail if there were enough alternative arrangements available—can be constrained by the availability of other alternatives and/or by the relative bargaining power of the buyer and seller. The FCC used this framework in determining that because bargaining power has tended to shift towards electric utilities, new processes were needed to afford incumbents the opportunity to dispute rates above a just and reasonable level.⁷⁷ The FCC’s analysis focused primarily on ownership balance and was totally silent on the size (relative or absolute) of the electric utility. Based on UGI’s ownership of 99.5 percent of the joint-use poles in its common territory with Commonwealth, UGI clearly has superior bargaining power by this metric. That the size of the utility is irrelevant to whether or not its rates are reasonable is further supported by the fact that the FCC has noted that local exchange carriers (both competitive and incumbent, no matter how small) are in a monopoly position with respect to their customers.⁷⁸ In the case of CLECs like CTSI, the fact that some of them were small corporations and some of the long-distance companies

⁷⁴ 2011 Report and Order, ¶¶ 1, 140, 172, 217.

⁷⁵ El Atieh affidavit, ¶¶ 11 and 13.

⁷⁶ In particular, the regulation of CLEC carrier access rates discussed below.

⁷⁷ 2011 Report and Order ¶¶ 199 (recognizing that market forces and independent negotiations may not be alone sufficient to ensure just and reasonable rates, terms and conditions for incumbent LECs), 203 (allowing incumbent LECs to file complaints with the Commission challenging the rates, terms and conditions of pole attachment agreements).

⁷⁸ *Access Charge Reform; Reform of Access Charges Imposed by Competitive Local Exchange Carriers*, CC Docket No. 96-362, Seventh Report and Order and Further Notice of Proposed Rulemaking, 16 FCC Rcd 9923 (2001), ¶ 30. This order applies to all CLECs, regardless of size—smallest to largest—and considers CLECs monopolists with regard to carrier access charges.

buying access from them may have been much larger corporations had no bearing on the conclusion of monopoly power.

39. UGI also asserts that the fact that Commonwealth owns some poles to which UGI attaches apparently levels the bargaining positions, because UGI would face the prospect of installing new poles if Commonwealth's were no longer available. The fact that there are only 90 such poles means such a prospect would be a relatively minor hindrance. To begin with, if UGI owned *all* of the poles and faced no regulatory restraints on what it charged Frontier to attach to its poles, UGI could unquestionably charge a monopoly price. Since UGI owns *almost all* (99.5 percent) of the poles, left to its own devices, it could charge close to a monopoly rate, because the cost to install 90 new poles would be a relatively small monetary amount.⁷⁹ Further, the cost burden Commonwealth would face if the parties ended their joint-use relationship would be on the order of 184 times as large as UGI, because of the difference in pole ownership levels.⁸⁰

C. Commonwealth is Situated Similarly to Other Telecommunications and Cable Companies

40. With respect to the third factor noted above, as discussed in my opening affidavit, Frontier's ILEC operation is similarly situated to that of CLECs and cable companies. This conclusion is supported by (1) UGI's previous application of the same rate to both Commonwealth and CTSI (UGI has continued to demand an equal rate in its most recent invoices) and (2) the fact that the Commonwealth agreement was similar to a license agreement with respect to the distinguishing characteristics enumerated by the FCC.⁸¹ In apparent attempt to impose, for the first time, a higher rate on Commonwealth, UGI claims that there are two distinguishing characteristics: (1) that Commonwealth pays on a per pole, rather than per attachment basis and (2) Commonwealth occupies the lowest space on a pole. UGI has offered no analysis that would support *any* premium for such supposed advantages – "advantages" that the FCC

⁷⁹ The data in Table 4 produce a historical gross pole investment of about \$600 per pole. The current cost would be somewhat higher, e.g., \$1,000, which would produce a total *one-time* cost of \$90,000. There would be ongoing maintenance and administrative costs of about \$50 per pole, or \$4,500 per year. These amounts are considerably smaller than the over \$300,000 in annual net payments using UGI's demanded rate of \$18.70. Exhibit MJE-3.

⁸⁰ As described in note 72 *supra*, there are 11,854 Commonwealth Telephone attachments to UGI poles, 4,716 CTSI attachments to UGI poles, and 90 UGI attachments to Frontier's poles, producing a ratio of $(11,854 + 4,716)/90 = 184$.

⁸¹ Tardiff opening affidavit, ¶ 11, citing 2011 Report and Order, ¶ 216, n. 651.

did not even mention. Nor does UGI offer an analysis that would justify its apparent attempt to charge Commonwealth 2.66 times as much as its cable television broadband competitors.⁸²

D. Just and Reasonable Rates Are Compensatory

41. Regarding the fourth and last factor as noted above, Ms. El Atieh appears to suggest that providing just and reasonable rates to Frontier would deprive UGI of adequate compensation.⁸³ In particular, Ms. El Atieh appears to claim that the Agreement at issue has caused UGI to incur certain capital investments and that there are additional out-of-pocket costs associated with pole ownership. To the extent that Ms. El Atieh is claiming that UGI has made *additional* capital investments *because of* its joint use arrangement with Commonwealth, she has neither established the validity of such a claim, nor provided any quantification of its magnitude. Indeed, any such additional investment is likely to be small. That is because it makes economic sense for UGI to initially place a pole that can accommodate joint use, because it is likely that an ILEC will attach, avoiding the need to replace a pole shortly after installation. Also, any additional investment would most likely still be necessary for third-party attachers (which outnumber ILECs in UGI's service area⁸⁴), Further, while the specific cost items Ms. El Atieh lists, e.g., taxes, insurance, and maintenance are indeed associated with pole ownership, the FCC's rate formulas already include these costs, and by design, include a compensatory portion of these costs in the rates charged to attaching entities. That is, the new telecom rate provides pole owners with revenues that cover at least the additional cost incurred in providing attachment space to other parties.⁸⁵

⁸² Exhibit MJE-1R shows a pre-existing telecom rate of \$26.57, which is 2.66 times the listed cable rate of \$9.97.

⁸³ El Atieh affidavit, ¶¶ 58-59.

⁸⁴ ¶ 12 *supra*.

⁸⁵ 2011 Report and Order, ¶ 137 ("The rate is just, reasonable, and fully compensatory, and our new methodology is grounded in sound economic policies."), ¶ 183 ("These rates meet or exceed incremental cost, and satisfy all constitutional compensation requirements," citing two U.S. Supreme Court Cases).

By: Timothy J. Tardiff

Timothy J. Tardiff

Dated: September 15, 2014

Sworn to before me this 15th day of September, 2014.

Sh C My
Notary Public



Revised Exhibit T-2

I. UGI 2010 FERC Form 1 Data

		Source	
Gross Investment			
1	Poles	\$28,608,138	Form 1, Page 207 Line 64(g)
2	Conductors	\$21,366,758	Form 1, Page 207 Line 65(g)
3	Services	\$10,645,094	Form 1, Page 207 Line 69(g)
4	Total Overhead	\$60,619,990	[4] = [1] + [2] + [3]
5	Total Distribution	\$103,229,019	Form 1, Page 207 Line 75(g)
6	Total Utility Plant	\$1,187,667,211	Form 1, Page 200 Line 8(b)
6.1	Total Utility Plant - Electric	\$136,694,154	Form 1, Page 200 Line 8(c)
Depreciation Reserve			
7	Poles	\$9,475,143	UGI Exhibit MJE-7
8	Overhead Accounts	\$19,948,546	UGI Exhibit MJE-7
9	Distribution Plant	NA	No longer used
10	Utility Plant	\$427,993,153	Form 1, Page 200 Line 14(b)
10.1	Utility Plant - Electric	\$58,604,034	Form 1, Page 200 Line 14(c)
Deferred Taxes			
11	Poles	\$7,851,753	[11] = [17.1]*([1] - [7])/([6.1] - [10.1])
12	Overhead Accounts	\$16,690,651	[12] = [17.1]*([4] - [8])/([6.1] - [10.1])
13	Amortization Property	\$0	Form 1, Page 273 Line 17(k)
13.1	Amortization Property - Electric	\$0	Form 1, Page 273 Line 8(k)
14	Other Property	\$244,037,831	Form 1, Page 275 Line 9(k)
14.1	Other Property Electric	\$24,404,237	Form 1, Page 275 Line 2(k)
15	Deferred Income Taxes	\$16,789,743	Form 1, Page 277 Line 19(k)
15.1	Deferred Income Taxes - Electric	\$1,246,180	Form 1, Page 277 Line 9(k)
16	Deferred Income Taxes (Account 190)	\$42,171,593	Form 1, Page 234 Line 18(c)

		Source	
16.1	Deferred Income Taxes (Account 190) - Electric	\$6,396,021	Form 1, Page 234 Line 8(c)
17	Total Deferred Taxes	\$302,999,167	[17] = [13] + [14] + [15] + [16]
17.1	Total Deferred Taxes - Electric	\$32,046,438	[17.1] = [13.1] + [14.1] + [15.1] + [16.1]
18	Net Pole Investment	\$11,281,242	[18] = [1] - [7] - [11]
19	Net Overhead Accounts Investment	\$23,980,793	[19] = [4] - [8] - [12]
20	Net Plant Investment	\$456,674,891	[20] = [6] - [10] - [17]
20.1	Electric Plant Net Investment	\$46,043,682	[20.1] = [6.1] - [10.1] - [17.1]
21	Appurtenances Factor	17.94%	Knowles reply affidavit, ¶ 28.
22	Number of Poles	48,456	UGI Exhibit MJE-8
23	Bare Pole Cost	\$191.05	[23] = (1 - [21])*[18]/[22]
24	Depreciation Rate	2.10%	UGI Exhibit MJE-7
25	Administrative Expense	\$6,505,270	Form 1, Page 323 Line 197(b)
26	Pole Maintenance	\$1,241,769	[26] = [27]*[18]/[19]
27	Maintenance of Overhead Lines (593) Operating Taxes	\$2,639,657	Form 1, Page 322 Line 149(b)
28	Taxes Other Than Income	\$11,986,326	Form 1, Page 114 Line 14(c)
29	FIT	\$5,103,253	Form 1, Page 114 Line 15(c)
30	Other Income	\$1,954,886	Form 1, Page 114 Line 16(c)
31	Provision for Deferred (410.1)	\$28,546,707	Form 1, Page 114 Line 17(c)

		Source	
32	Less Provision for Deferred (411.1)	\$5,843,883	Form 1, Page 114 Line 18(c)
33	ITC	-\$356,880	Form 1, Page 114 Line 19(c)
34	Total Taxes	\$41,390,409	[34] = [28] + [29] + [30] + [31] - [32] + [33]
35	Depreciation Factor	5.33%	[35] = [24]*[1]/[18]
36	Administrative Factor	14.13%	[36] = [25]/[20.1]
37	Maintenance Factor	11.01%	[37] = [26]/[18]
38	Tax Factor	9.06%	[38] = [34]/[20]
39	Rate of Return	9.56%	Complaint Exhibit 14
40	Annual Charge Factor	49.08%	[40] = [35] + [36] + [37] + [38] + [39]
41	Annual Pole Cost	\$93.77	[41] = [23]*[40]
42	Annual Cost: Maintenance and Administrative	\$48.02	[42] = [23]*([36] + [37])

II. UGI 2011 FERC Form 1 Data

		Source	
Gross Investment			
1	Poles	\$30,408,632	Form 1, Page 207 Line 64(g)
2	Conductors	\$22,234,741	Form 1, Page 207 Line 65(g)
3	Services	\$10,938,293	Form 1, Page 207 Line 69(g)
4	Total Overhead	\$63,581,666	[4] = [1] + [2] + [3]
5	Total Distribution	\$107,638,280	Form 1, Page 207 Line 75(g)
6	Total Utility Plant	\$1,254,299,263	Form 1, Page 200 Line 8(b)
6.1	Total Utility Plant - Electric	\$148,074,129	Form 1, Page 200 Line 8(c)
Depreciation Reserve			
7	Poles	\$9,950,243.00	UGI Exhibit MJE-14
8	Overhead Accounts	\$21,140,441.11	UGI Exhibit MJE-14
9	Distribution Plant	NA	No longer used
10	Utility Plant	\$446,183,336	Form 1, Page 200 Line 14(b)
10.1	Utility Plant - Electric	\$61,074,632	Form 1, Page 200 Line 14(c)
Deferred Taxes			
11	Poles	\$8,442,965	[11] = [17.1]*([1] - [7])/([6.1] - [10.1])
12	Overhead Accounts	\$17,515,054	[12] = [17.1]*([4] - [8])/([6.1] - [10.1])
13	Amortization Property	\$0	Form 1, Page 273 Line 17(k)
13.1	Amortization Property - Electric	\$0	Form 1, Page 273 Line 8(k)
14	Other Property	\$279,145,592	Form 1, Page 275 Line 9(k)
14.1	Other Property Electric	\$30,445,811	Form 1, Page 275 Line 2(k)
15	Deferred Income Taxes	\$7,120,896	Form 1, Page 277 Line 19(k)
15.1	Deferred Income Taxes - Electric	-\$2,371,532	Form 1, Page 277 Line 9(k)
16	Deferred Income Taxes (Account 190)	\$54,418,424	Form 1, Page 234 Line 18(c)

		Source	
16.1	Deferred Income Taxes (Account 190) - Electric	\$7,829,513	Form 1, Page 234 Line 8(c)
17	Total Deferred Taxes	\$340,684,912	[17] = [13] + [14] + [15] + [16]
17.1	Total Deferred Taxes - Electric	\$35,903,792	[17.1] = [13.1] + [14.1] + [15.1] + [16.1]
18	Net Pole Investment	\$12,015,424	[18] = [1] - [7] - [11]
19	Net Overhead Accounts Investment	\$24,926,171	[19] = [4] - [8] - [12]
20	Net Plant Investment	\$467,431,015	[20] = [6] - [10] - [17]
20.1	Electric Plant Net Investment	\$51,095,705	[20.1] = [6.1] - [10.1] - [17.1]
21	Appurtenances Factor	17.29%	Knowles reply affidavit, ¶ 29.
22	Number of Poles	48,542	UGI Exhibit MJE-15
23	Bare Pole Cost	\$204.73	[23] = (1 - [21])*[18]/[22]
24	Depreciation Rate	2.08%	2011 Form 1, Page 337, Lines 14(e) - 19(e)
25	Administrative Expense	\$7,131,375	Form 1, Page 323 Line 197(b)
26	Pole Maintenance	\$1,494,690	[26] = [27]*[18]/[19]
27	Maintenance of Overhead Lines (593) Operating Taxes	\$3,100,757	Form 1, Page 322 Line 149(b)
28	Taxes Other Than Income	\$12,022,345	Form 1, Page 114 Line 14(c)
29	FIT	-\$3,062,440	Form 1, Page 114 Line 15(c)
30	Other Income	\$176,496	Form 1, Page 114 Line 16(c)
31	Provision for Deferred (410.1)	\$17,851,572	Form 1, Page 114 Line 17(c)

		Source	
32	Less Provision for Deferred (411.1)	-\$7,980,262	Form 1, Page 114 Line 18(c)
33	ITC	-\$351,251	Form 1, Page 114 Line 19(c)
34	Total Taxes	\$34,616,984	[34] = [28] + [29] + [30] + [31] - [32] + [33]
35	Depreciation Factor	5.26%	[35] = [24]*[1]/[18]
36	Administrative Factor	13.96%	[36] = [25]/[20.1]
37	Maintenance Factor	12.44%	[37] = [26]/[18]
38	Tax Factor	7.41%	[38] = [34]/[20]
39	Rate of Return	9.56%	Complaint Exhibit 14
40	Annual Charge Factor	48.63%	[40] = [35] + [36] + [37] + [38] + [39]
41	Annual Pole Cost	\$99.55	[41] = [23]*[40]
42	Annual Cost: Maintenance and Administrative	\$54.04	[42] = [23]*([36] + [37])