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UGI CORP /PA/  
Form 10-K/A  
June 27, 2002

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 10-K/A  
AMENDMENT NO. 2  
TO  
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2001

Commission file number 1-11071

UGI CORPORATION  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Pennsylvania  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

23-2668356  
(I.R.S. EMPLOYER IDENTIFICATION NO.)

460 North Gulph Road, King of Prussia, PA 19406  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

(610) 337-1000  
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

| TITLE OF CLASS                  | NAME OF EACH EXCHANGE<br>ON WHICH REGISTERED                       |
|---------------------------------|--|
| Common Stock, without par value | New York Stock Exchange, Inc.<br>Philadelphia Stock Exchange, Inc. |

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: None

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The undersigned registrant hereby amends Item 14 of its Annual Report on Form 10-K for the fiscal year ended September 30, 2001 to include the financial statements required by Form 11-K with respect to the UGI Utilities, Inc. Savings Plan and the AmeriGas Propane, Inc. Savings Plan, as set forth in Exhibit No. 99.

### PART IV: ADDITIONAL EXHIBITS, SCHEDULES AND REPORTS

#### ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

##### (a) DOCUMENTS FILED AS PART OF THIS REPORT:

(1), (2) The financial statements and financial statement schedules incorporated by reference or included in this report are listed in the accompanying Index to Financial Statements and Financial Statement Schedules set forth on pages F-2 through F-3 of this report, which is incorporated herein by reference.

##### (3) LIST OF EXHIBITS:

The exhibits filed as part of this report are as follows (exhibits incorporated by reference are set forth with the name of the registrant, the type of report and registration number or last date of the period for which it was filed, and the exhibit number in such filing):

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#### INCORPORATION BY REFERENCE

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| EXHIBIT NO. | EXHIBIT   | REGISTRANT | FILING  | EX |
|-------------|---|------------|---|----|
| 3.1         | (Second) Amended and Restated Articles of Incorporation of the Company  | UGI        | Amendment No. 1 on Form 8 to Form 8-B (4/10/92) | 3. |
| 3.2         | Bylaws of UGI as in effect since October 27, 1998   | UGI        | Form 10-K (9/30/98)                             |    |
| 4           | Instruments defining the rights of security holders, including indentures. (The Company agrees to furnish to the Commission upon request a copy of any instrument |            |   |    |

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defining the rights of holders of long-term debt not required to be filed pursuant to Item 601(b)(4) of Regulation S-K)

|     |   |                         |                                      |   |
|-----|---|-------------------------|--------------------------------------|---|
| 4.1 | Rights Agreement, as amended as of August 18, 2000, between the Company and Mellon Bank, N.A., successor to Mellon Bank (East) N.A., as Rights Agent, and Assumption Agreement dated April 7, 1992  | UGI                     | Registration Statement No. 333-49080 |   |
| 4.2 | The description of the Company's Common Stock contained in the Company's registration statement filed under the Securities Exchange Act of 1934, as amended   | UGI                     | Form 8-B/A (4/17/96)                 | 3 |
| 4.3 | UGI's (Second) Amended and Restated Articles of Incorporation and Bylaws referred to in 3.1 and 3.2 above   |                         |                                      |   |
| 4.4 | Note Agreement dated as of April 12, 1995 among The Prudential Insurance Company of America, Metropolitan Life Insurance Company, and certain other institutional investors and AmeriGas Propane, L.P., New AmeriGas Propane, Inc. and Petrolane Incorporated | AmeriGas Partners, L.P. | Form 10-Q (3/31/95)                  |   |
| 4.5 | First Amendment dated as of September 12, 1997 to Note Agreement dated as of April 12, 1995 ("1995 Note Agreement")   | AmeriGas Partners, L.P. | Form 10-K (9/30/97)                  |   |
| 4.6 | Second Amendment dated as of September 15, 1998 to 1995 Note Agreement  | AmeriGas Partners, L.P. | Form 10-K (9/30/98)                  |   |
| 4.7 | Third Amendment dated as of March 23, 1999 to 1995 Note Agreement   | AmeriGas Partners, L.P. | Form 10-Q (3/31/99)                  |   |
| 4.8 | Fourth Amendment dated as of March 16, 2000 to 1995 Note Agreement  | AmeriGas Partners, L.P. | Form 10-Q (6/30/00)                  |   |

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INCORPORATION BY REFERENCE

| EXHIBIT NO. | EXHIBIT   | REGISTRANT              | FILING               | EX |
|-------------|---|-------------------------|----------------------|----|
| 4.9         | Fifth Amendment dated as of August 1, 2001 to 1995 Note Agreement   | AmeriGas Partners, L.P. | Form 10-K (9/30/01)  |    |
| 4.9(a)      | Second Amended and Restated Agreement of Limited Partnership of AmeriGas Partners, L.P.   | AmeriGas Partners, L.P. | Form 8-K (9/30/00)   |    |
| 4.10        | Amended and Restated Agreement of Limited Partnership of AmeriGas Eagle Propane, L.P. dated July 19, 1999   | AmeriGas Partners, L.P. | Form 10-K (9/30/01)  |    |
| 10.1        | Service Agreement (Rate FSS) dated as of November 1, 1989 between Utilities and Columbia, as modified pursuant to the orders of the Federal Energy Regulatory Commission at Docket No. RS92-5-000 reported at Columbia Gas Transmission Corp., 64 FERC Paragraph 61,060 (1993), order on rehearing, 64 FERC Paragraph 61,365 (1993)   | UGI                     | Form 10-K (9/30/95)  |    |
| 10.2        | Service Agreement (Rate FTS) dated June 1, 1987 between Utilities and Columbia, as modified by Supplement No. 1 dated October 1, 1988; Supplement No. 2 dated November 1, 1989; Supplement No. 3 dated November 1, 1990; Supplement No. 4 dated November 1, 1990; and Supplement No. 5 dated January 1, 1991, as further modified pursuant to the orders of the Federal Energy Regulatory Commission at Docket No. RS92-5-000 reported at Columbia Gas Transmission Corp., 64 FERC Paragraph 61,060 (1993), order on rehearing, 64 FERC Paragraph 61,365 (1993) | Utilities               | Form 10-K (12/31/90) |    |
| 10.3        | Transportation Service Agreement  | Utilities               | Form 10-K            |    |

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(Rate FTS-1) dated November 1, 1989 (12/31/90)  
 between Utilities and Columbia Gulf  
 Transmission Company, as modified  
 pursuant to the orders of the  
 Federal Energy Regulatory  
 Commission in Docket No. RP93-6-000  
 reported at Columbia Gulf  
 Transmission Co., 64 FERC Paragraph  
 61,060 (1993), order on rehearing,  
 64 FERC Paragraph 61,365 (1993)

|      |  |     |                     |   |
|------|--|-----|---------------------|---|
| 10.4 | Amended and Restated Sublease Agreement dated April 1, 1988 between Southwest Salt Co. and AP Propane, Inc. (the "Southwest Salt Co. Agreement")   | UGI | Form 10-K (9/30/94) | 1 |
| 10.5 | Letter dated July 8, 1998 pursuant to Article 1, Section 1.2 of the Southwest Salt Co. Agreement re: option to renew for period of June 1, 2000 to May 31, 2005 and related extension notice | UGI | Form 10-K (9/30/99) |   |

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INCORPORATION BY REFERENCE

| EXHIBIT NO. | EXHIBIT   | REGISTRANT | FILING              | EX |
|-------------|---|------------|---------------------|----|
| 10.6**      | UGI Corporation Directors Deferred Compensation Plan Amended and Restated as of January 1, 2000 | UGI        | Form 10-K (9/30/00) |    |
| 10.7**      | UGI Corporation 1992 Stock Option and Dividend Equivalent Plan, as amended May 19, 1992         | UGI        | Form 10-Q (6/30/92) | (  |
| 10.8**      | UGI Corporation Annual Bonus Plan dated March 8, 1996   | UGI        | Form 10-Q (6/30/96) |    |
| 10.9**      | UGI Corporation Directors' Equity Compensation Plan Amended and Restated as of January 1, 2000  | UGI        | Form 10-K (9/30/00) |    |

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|         |  |                         |                        |   |
|---------|--|-------------------------|------------------------|---|
| 10.10** | UGI Corporation 1997 Stock Option and Dividend Equivalent Plan   | UGI                     | Form 10-Q<br>(3/31/97) |   |
| 10.11** | UGI Corporation 1992 Directors' Stock Plan   | UGI                     | Form 10-Q<br>(6/30/92) |   |
| 10.12** | UGI Corporation Senior Executive Employee Severance Pay Plan effective January 1, 1997   | UGI                     | Form 10-K<br>(9/30/97) | 1 |
| 10.13** | UGI Corporation 2000 Directors' Stock Option Plan  | UGI                     | Form 10-K<br>(9/30/99) | 1 |
| 10.14** | UGI Corporation 2000 Stock Incentive Plan  | UGI                     | Form 10-Q<br>(6/30/00) |   |
| 10.15** | 1997 Stock Purchase Loan Plan  | UGI                     | Form 10-K<br>(9/30/97) | 1 |
| 10.16** | UGI Corporation Supplemental Executive Retirement Plan Amended and Restated effective October 1, 1996  | UGI                     | Form 10-Q<br>(6/30/98) |   |
| 10.17** | Summary of Terms of UGI Corporation 1999 Restricted Stock Awards   | UGI                     | Form 10-Q<br>(6/30/99) |   |
| 10.18   | Amended and Restated Credit Agreement dated as of September 15, 1997 among AmeriGas Propane, L.P., AmeriGas Propane, Inc., Petrolane Incorporated, Bank of America National Trust and Savings Association, as Agent, First Union National Bank, as Syndication Agent and certain banks | AmeriGas Partners, L.P. | Form 10-K<br>(9/30/97) |   |
| 10.19   | First Amendment dated as of September 15, 1998 to Amended and Restated Credit Agreement  | AmeriGas Partners, L.P. | Form 10-K<br>(9/30/98) |   |

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| EXHIBIT NO. | EXHIBIT  | REGISTRANT              | FILING              | EX |
|-------------|--|-------------------------|---------------------|----|
| 10.20       | Second Amendment dated as of March 25, 1999 to Amended and Restated Credit Agreement   | AmeriGas Partners, L.P. | Form 10-Q (3/31/99) | 1  |
| 10.21       | Third Amendment dated as of March 22, 2000 to Amended and Restated Credit Agreement  | AmeriGas Partners, L.P. | Form 10-Q (6/30/00) |    |
| 10.22       | Fourth Amendment dated as of June 6, 2000 to Amended and Restated Credit Agreement   | AmeriGas Partners, L.P. | Form 10-Q (6/30/00) |    |
| 10.22(a)    | Fifth Amendment dated as of July 31, 2001 to Amended and Restated Credit Agreement   | AmeriGas Partners, L.P. | Form 10-K (9/30/01) |    |
| 10.23       | Intercreditor and Agency Agreement dated as of April 19, 1995 among AmeriGas Propane, Inc., Petrolane Incorporated, AmeriGas Propane, L.P., Bank of America National Trust and Savings Association ("Bank of America") as Agent, Mellon Bank, N.A. as Cash Collateral Sub-Agent, Bank of America as Collateral Agent and certain creditors of AmeriGas Propane, L.P. | AmeriGas Partners, L.P. | Form 10-Q (3/31/95) |    |
| 10.23(a)    | First Amendment dated as of July 31, 2001 to Intercreditor and Agency Agreement dated as of April 19, 1995   | AmeriGas Partners, L.P. | Form 10-K (9/30/01) |    |
| 10.24       | General Security Agreement dated as of April 19, 1995 among AmeriGas Propane, L.P., Bank of America National Trust and Savings Association and Mellon Bank, N.A.   | AmeriGas Partners, L.P. | Form 10-Q (3/31/95) |    |
| 10.24(a)    | First Amendment dated as of July 31, 2001 to General Security Agreement dated as of April 19, 1995   | AmeriGas Partners, L.P. | Form 10-K (9/30/01) | 1  |
| 10.25       | Subsidiary Security Agreement dated as of April 19, 1995 among AmeriGas Propane, L.P., Bank of America National Trust and Savings Association as Collateral Agent and  | AmeriGas Partners, L.P. | Form 10-Q (3/31/95) |    |

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Mellon Bank, N.A. as Cash  
Collateral Agent

|          |   |                         |                     |   |
|----------|---|-------------------------|---------------------|---|
| 10.25(a) | First Amendment dated as of July 31, 2001 to Subsidiary Security Agreement dated as of April 19, 1995   | AmeriGas Partners, L.P. | Form 10-K (9/30/01) | 1 |
| 10.26    | Restricted Subsidiary Guarantee dated as of April 19, 1995 by AmeriGas Propane, L.P. for the benefit of Bank of America National Trust and Savings Association, as Collateral Agent | AmeriGas Partners, L.P. | Form 10-Q (3/31/95) |   |
| 10.27    | Trademark License Agreement dated April 19, 1995 among UGI Corporation, AmeriGas, Inc., AmeriGas Propane, Inc., AmeriGas Partners, L.P. and AmeriGas Propane, L.P.                  | AmeriGas Partners, L.P. | Form 10-Q (3/31/95) |   |

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INCORPORATION BY REFERENCE

| EXHIBIT NO. | EXHIBIT   | REGISTRANT                                | FILING                              | EX |
|-------------|---|---|-------------------------------------|----|
| 10.28       | Trademark License Agreement, dated April 19, 1995 among AmeriGas Propane, Inc., AmeriGas Partners, L.P. and AmeriGas Propane, L.P.                    | AmeriGas Partners, L.P.                   | Form 10-Q (3/31/95)                 |    |
| 10.29       | Stock Purchase Agreement dated May 27, 1989, as amended and restated July 31, 1989, between Texas Eastern Corporation and QFB Partners                | Petrolane Incorporated/<br>AmeriGas, Inc. | Registration Statement No. 33-69450 | 10 |
| 10.30       | Pledge Agreement dated September 1999 between Eastfield International Holdings, Inc. and Reiffeisen Zentralbank Osterreich Aktiengesellschaft ("RZB") | UGI                                       | Form 10-K (9/30/99)                 | 1  |
| 10.31       | Pledge Agreement dated September 1999 between EuroGas Holdings, Inc. and RZB  | UGI                                       | Form 10-K (9/30/99)                 | 1  |



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|           |   |                         |                     |   |
|-----------|---|-------------------------|---------------------|---|
| 10.32     | Form of Guarantee Agreement dated September 1999 between UGI Corporation and RZB relating to loan amount of EURO 74 million   | UGI                     | Form 10-K (9/30/99) | 1 |
| 10.33     | Form of Guarantee Agreement dated September 2000 between UGI Corporation and RZB relating to loan amount of EURO 14.9 million | UGI                     | Form 10-K (9/30/00) | 1 |
| 10.34     | Form of Guarantee Agreement dated September 2000 between UGI Corporation and RZB relating to loan amount of EURO 9 million    | UGI                     | Form 10-K (9/30/00) | 1 |
| 10.34 (a) | Amendments dated October 11, 2001 to September 1999 Guarantee Agreements between UGI Corporation and RZB                      |                         |                     |   |
| 10.35**   | Description of Change of Control arrangements for Messrs. Greenberg, Bovaird and Mendicino                                    | UGI                     | Form 10-K (9/30/99) | 1 |
| 10.36**   | Description of Change of Control arrangement for Mr. Chaney   | UGI                     | Form 10-K (9/30/99) | 1 |
| 10.37**   | Description of Change of Control arrangement for Mr. Bissell  | AmeriGas Partners, L.P. | Form 10-K (9/30/99) | 1 |
| 10.38**   | Consulting Services Agreement dated as of August 1, 2000 between Stephen D. Ban and UGI Corporation                           | UGI                     | Form 10-K (9/30/00) | 1 |
| 10.39**   | 1992 Non-Qualified Stock Option Plan, as amended  | UGI                     | Form 10-K (9/30/00) | 1 |

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INCORPORATION BY REFERENCE

| EXHIBIT NO. | EXHIBIT   | REGISTRANT | FILING              | EX |
|-------------|---|------------|---------------------|----|
| 10.40       | Service Agreement for comprehensive delivery service (Rate CDS) dated | UGI        | Form 10-K (9/30/00) | 1  |

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February 23, 1998 between UGI  
Utilities, Inc. and Texas Eastern  
Transmission Corporation

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|       |  |     |                        |   |
|-------|--|-----|------------------------|---|
| 10.41 | Service Agreement for comprehensive delivery service (Rate CDS) dated February 23, 1999 between UGI Utilities, Inc. and Texas Eastern Transmission Corporation | UGI | Form 10-K<br>(9/30/00) | 1 |
|-------|--|-----|------------------------|---|

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|       |   |                            |                      |  |
|-------|---|----------------------------|----------------------|--|
| 10.42 | Purchase Agreement dated January 30, 2001 and Amended and Restated on August 7, 2001 by and among Columbia Energy Group, Columbia Propane Corporation, Columbia Propane, L.P., CP Holdings, Inc., AmeriGas Propane, L.P., AmeriGas Partners, L.P., and AmeriGas Propane, Inc. | AmeriGas<br>Partners, L.P. | Form 8-K<br>(8/8/01) |  |
|-------|---|----------------------------|----------------------|--|

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|       |  |           |                        |   |
|-------|--|-----------|------------------------|---|
| 10.43 | Partnership Agreement of Hunlock Creek Energy Ventures dated December 8, 2001 by and between UGI Hunlock Development Company and Allegheny Energy Supply Hunlock Creek LLC | Utilities | Form 10-K<br>(9/30/01) | 1 |
|-------|--|-----------|------------------------|---|

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|       |   |                           |                        |   |
|-------|---|---------------------------|------------------------|---|
| 10.44 | Agreement by Petrolane Incorporated and certain of its subsidiaries party thereto ("Subsidiaries") for the Sale of the Subsidiaries' Inventory and Assets to the Goodyear Tire & Rubber Company and D.C.H., Inc., as Purchaser, dated as of December 18. 1985 | Petrolane<br>Incorporated | Form 10-K<br>(9/23/94) | 1 |
|-------|---|---------------------------|------------------------|---|

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|       |  |                                       |                       |  |
|-------|--|---------------------------------------|-----------------------|--|
| 10.45 | Purchase Agreement by and among Columbia Propane, L.P., CP Holdings, Inc., Columbia Propane Corporation, National Propane Partners, L.P., National Propane Corporation, National Propane SPG, Inc., and Triarc Companies, Inc. dated as of April 5, 1999 | National<br>Propane<br>Partners, L.P. | Form 8-K<br>(4/19/99) |  |
|-------|--|---------------------------------------|-----------------------|--|

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|       |   |                            |                       |  |
|-------|---|----------------------------|-----------------------|--|
| 10.46 | Capital Contribution Agreement dated as of August 21, 2001 by and between Columbia Propane, L.P. and AmeriGas Propane, L.P. acknowledged and agreed to by CP Holdings, Inc. | AmeriGas<br>Partners, L.P. | Form 8-K<br>(8/21/01) |  |
|-------|---|----------------------------|-----------------------|--|

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|       |   |                            |                        |   |
|-------|---|----------------------------|------------------------|---|
| 10.47 | Promissory Note by National Propane L.P., a Delaware limited partnership in favor of Columbia Propane Corporation dated | AmeriGas<br>Partners, L.P. | Form 10-K<br>(9/30/01) | 1 |
|-------|---|----------------------------|------------------------|---|

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July 19, 1999

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INCORPORATION BY REFERENCE

| EXHIBIT NO. | EXHIBIT   | REGISTRANT              | FILING               | EX |
|-------------|---|-------------------------|----------------------|----|
| 10.48       | Loan Agreement dated July 19, 1999, between National Propane, L.P. and Columbia Propane Corporation   | AmeriGas Partners, L.P. | Form 10-K (9/30/01)  | 1  |
| 10.49       | First Amendment dated August 21, 2001 to Loan Agreement dated July 19, 1999 between National Propane, L.P. and Columbia Propane Corporation   | AmeriGas Partners, L.P. | Form 10-K (9/30/01)  | 1  |
| 10.50       | Columbia Energy Group Payment Guaranty dated April 5, 1999  | AmeriGas Partners, L.P. | Form 10-K (9/30/01)  | 1  |
| 10.51       | Keep Well Agreement by and between AmeriGas Propane, L.P. and Columbia Propane Corporation dated August 21, 2001  | AmeriGas Partners, L.P. | Form 10-K (9/30/01)  | 1  |
| 10.52       | Management Services Agreement effective as of August 21, 2001 between AmeriGas Propane, Inc. and AmeriGas Eagle Holdings, Inc., the general partner of AmeriGas Eagle Propane, L.P. | AmeriGas Partners, L.P. | Form 10-K (9/30/01)  | 1  |
| 13          | Pages 13 through 47 of the 2001 Annual Report to Shareholders   |                         |                      |    |
| 18          | Letter of Arthur Andersen LLP regarding change in accounting principles   | UGI                     | Form 10-Q (12/31/00) |    |
| 21          | Subsidiaries of the Registrant  |                         |                      |    |
| 23          | Consent of Arthur Andersen LLP  |                         |                      |    |

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\*23.1 Consent of PricewaterhouseCoopers  
LLP re: Financial Statements and  
Supplemental Schedule of UGI  
Utilities, Inc. Savings Plan and  
AmeriGas Propane, Inc. Savings Plan  
for the year ended December 31, 2001

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\*99 Financial Statements and  
Supplemental Schedule of UGI  
Utilities, Inc. Savings Plan and  
AmeriGas Propane, Inc. Savings Plan  
for the year ended December 31, 2001

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\* Filed herewith.

\*\* As required by Item 14(a)(3), this exhibit is identified as a  
compensatory plan or arrangement.

(b) REPORTS ON FORM 8-K:

The Company filed the following Current Reports on Form 8-K  
during the fourth quarter of fiscal year 2001:

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| Date    | Item Number(s) | Content   |
|---------|----------------|---|
| ----    | -----          | -----   |
| 7/23/01 | 5              | Advance notice of Webcast of regular earnings conference call |
| 8/21/01 | 2,7            | Acquisition of the propane distribution businesses of Columbi |

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities  
Exchange Act of 1934, the Registrant has duly caused this Report to be signed  
on its behalf by the undersigned, thereunto duly authorized.

UGI CORPORATION

Date: June 27, 2002

By: /s/ Anthony J. Mendicino

-----  
Anthony J. Mendicino  
Vice President - Finance

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and Chief Financial Officer

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EXHIBIT INDEX

| EXHIBIT NO.<br>----- | DESCRIPTION<br>-----   |
|----------------------|--|
| 23.1                 | Consent of PricewaterhouseCoopers LLP re: Financial Statements and Supplemental Schedule of UGI Utilities, Inc. Savings Plan and AmeriGas Propane, Inc. Savings Plan for the year ended December 31, 2001. |
| 99                   | Financial Statements and Supplemental Schedule of UGI Utilities, Inc. Savings Plan and AmeriGas Propane, Inc. Savings Plan for the year ended December 31, 2001.   |