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UGI CORP /PA/
Form 10-K/A
June 28, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A

AMENDMENT NO. 1

TO

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2004

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 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 ON WHICH REGISTERED
----- Common Stock, without par value	----- New York Stock Exchange, Inc. Philadelphia Stock Exchange, Inc.

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

The undersigned registrant hereby amends Item 15 of its Annual Report on Form 10-K for the fiscal year ended September 30, 2004 to include the financial statements required by Form 11-K with respect to the UGI HVAC Enterprises, Inc. Savings Plan, the UGI Utilities, Inc. Savings Plan and the AmeriGas Propane, Inc. Savings Plan, as set forth in Exhibit No. 99.1.

PART IV:

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) DOCUMENTS FILED AS PART OF THIS REPORT:

(1) and (2) The financial statements and financial statement schedules

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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):

INCORPORATION BY REFERENCE

EXHIBIT NO.	EXHIBIT	REGISTRANT	FILE
3.1	(Second) Amended and Restated Articles of Incorporation of the Company	UGI	Amendment Form 8-K (4/17/04)
3.2	Bylaws of UGI as amended through September 28, 2004	UGI	Form 8-K (4/17/04)
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 defining the rights of holders of long-term debt not required to be filed pursuant to Item 601(b)(4) of Regulation S-K)		

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INCORPORATION BY REFERENCE

EXHIBIT NO.	EXHIBIT	REGISTRANT	FILE
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 333-100000
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-K (4/17/04)
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 8-K (3/31/04)

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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 (9/3
4.6	Second Amendment dated as of September 15, 1998 to 1995 Note Agreement	AmeriGas Partners, L.P.	Form (9/3
4.7	Third Amendment dated as of March 23, 1999 to 1995 Note Agreement	AmeriGas Partners, L.P.	Form (3/3
4.8	Fourth Amendment dated as of March 16, 2000 to 1995 Note Agreement	AmeriGas Partners, L.P.	Form (6/3
4.9	Fifth Amendment dated as of August 1, 2001 to 1995 Note Agreement	AmeriGas Partners, L.P.	Form (9/3
4.10	Second Amended and Restated Agreement of Limited Partnership of AmeriGas Partners, L.P. dated as of December 1, 2004	AmeriGas Partners, L.P.	Form (12/
4.11	Second Amended and Restated Agreement of Limited Partnership of AmeriGas Propane, L.P. dated as of December 1, 2004	AmeriGas Partners, L.P.	Form (9/3

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INCORPORATION BY REFERENCE

EXHIBIT NO.	EXHIBIT	REGISTRANT
4.12	Amended and Restated Agreement of Limited Partnership of AmeriGas Eagle Propane, L.P. dated July 19, 1999	AmeriGas Partners, L.P.
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
*10.2**	UGI Corporation 2004 Omnibus Equity Compensation Plan Directors Stock Unit Grant Letter dated as of January 8, 2004	
*10.3**	UGI Corporation 2004 Omnibus Equity Compensation Plan Directors Nonqualified Stock Option Grant Letter dated as of January 8, 2004	
*10.4**	UGI Corporation 2004 Omnibus Equity Compensation Plan Utilities Employees Performance Unit Grant Letter dated as of January 1, 2004	
*10.5**	UGI Corporation 2004 Omnibus Equity Compensation Plan UGI Employees Stock Unit Grant Letter dated as of January 1, 2004	

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10.6**	UGI Corporation Directors Deferred Compensation Plan Amended and Restated as of January 1, 2000	UGI
*10.7**	UGI Corporation 2004 Omnibus Equity Compensation Plan UGI Employees Performance Unit Grant Letter dated as of January 1, 2004	
10.8**	UGI Corporation Annual Bonus Plan dated March 8, 1996	UGI
*10.9**	UGI Corporation 2004 Omnibus Equity Compensation Plan AmeriGas Employees Nonqualified Stock Option Grant Letter dated as of January 1, 2004	

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INCORPORATION BY REFERENCE

EXHIBIT NO.	EXHIBIT	REGISTRANT	FI
10.10**	UGI Corporation 1997 Stock Option and Dividend Equivalent Plan Amended and Restated as of April 29, 2003	UGI	Form (3/3)
10.11**	UGI Corporation 1992 Directors' Stock Plan Amended and Restated as of April 29, 2003	UGI	Form (3/3)
*10.12**	UGI Corporation Senior Executive Employee Severance Pay Plan as amended December 7, 2004		
10.12(a)**	AmeriGas Propane, Inc. Executive Employee Severance Pay Plan, as amended December 6, 2004.	AmeriGas Partners, L.P.	Form (9/3)
10.13**	UGI Corporation 2000 Directors' Stock Option Plan Amended and Restated as of April 29, 2003	UGI	Form (3/3)
10.14**	UGI Corporation 2000 Stock Incentive Plan Amended and Restated as of April 29, 2003	UGI	Form (3/3)
10.15**	1997 Stock Purchase Loan Plan	UGI	Form (9/3)
10.16**	UGI Corporation Supplemental Executive Retirement Plan Amended and Restated effective October 1, 1996	UGI	Form (6/3)
*10.17**	UGI Corporation 2004 Omnibus Equity Compensation Plan, as amended December 7, 2004		
10.18	Credit Agreement dated as of August 28, 2003 among AmeriGas Propane, L.P., AmeriGas Propane, Inc., Petrolane Incorporated, Wachovia Bank, National Association, as Agent, Issuing Bank and Swing Line Bank, and certain banks.	AmeriGas Partners, L.P.	Form (9/3)
10.19	Amendment No. 1 dated as of August 30, 2004, to the	AmeriGas	Form

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Credit Agreement dated as of August 28, 2003 among AmeriGas Propane, L.P., AmeriGas Propane, Inc., Petrolane Incorporated, Citicorp USA, Inc., Credit Suisse First Boston, Wachovia Bank, National Association, as Agent, Issuing Bank and Swing Line Bank, and certain financial institutions named party thereto.

Partners, L.P.

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INCORPORATION BY REFERENCE

EXHIBIT NO.	EXHIBIT	REGISTRANT	FI
10.20	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 (9/3
10.21	Amendment No. 1 to Partnership Agreement of Hunlock Creek Energy Ventures, dated June 26, 2003, by and between UGI Hunlock Development Company and Allegheny Energy Supply Hunlock Creek, LLC	UGI	Form (9/3
10.22	Notice of appointment of Wachovia Bank, National Association as collateral Agent effective as of August 28, 2003, pursuant to Intercreditor and Agency Agreement dated as of April 19, 1995	AmeriGas Partners, L.P.	Form (9/3
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 (3/3
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 (9/3
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 (3/3
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 (9/3
10.24(b)	Second Amendment dated as of October 14, 2004 to General Security Agreement dated as of April 19, 1995	AmeriGas Partners, L.P.	Form (9/3

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INCORPORATION BY REFERENCE

EXHIBIT NO.	EXHIBIT	REGISTRANT	FI
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 Mellon Bank, N.A. as Cash Collateral Agent	AmeriGas Partners, L.P.	Form (3/3)
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 (9/3)
10.25(b)	Second Amendment dated as of October 14, 2004 to Subsidiary Security Agreement dated as of April 19, 1995	AmeriGas Partners, L.P.	Form (9/3)
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 (3/3)
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 (3/3)
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 (3/3)
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/ AmeriGas, Inc.	Registrat Statem 33-6
10.30	Pledge Agreement dated September 1999 between Eastfield International Holdings, Inc. and Raiffeisen Zentralbank Osterreich Aktiengesellschaft ("RZB")	UGI	Form (9/3)
10.31	Pledge Agreement dated September 1999 between EuroGas Holdings, Inc. and RZB	UGI	Form (9/3)
10.32	Form of Guarantee Agreement dated September 1999 between UGI Corporation and RZB relating to loan amount of EURO 74 million	UGI	Form (9/3)

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INCORPORATION BY REFERENCE

EXHIBIT NO.	EXHIBIT	REGISTRANT	FI
10.33	Form of Guarantee Agreement dated September 2000 between UGI Corporation and RZB relating to loan amount	UGI	Form (9/3)

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of EURO 14.9 million

10.34	Form of Guarantee Agreement dated September 2000 between UGI Corporation and RZB relating to loan amount of EURO 9 million	UGI	Form (9/3
10.34 (a)	Amendments dated October 11, 2001 to September 1999 Guarantee Agreements between UGI Corporation and RZB	UGI	Form (9/3
10.35**	Description of Change of Control arrangements for Messrs. Greenberg, Cuzzolina, Hall, Knauss and Mendicino	UGI	Form (9/3
*10.36**	UGI Corporation 2004 Omnibus Equity Compensation Plan UGI Employees Nonqualified Stock Option Grant Letter dated as of January 1, 2004		
*10.36 (a) **	UGI Corporation 2004 Omnibus Equity Compensation Plan UGI Utilities Employees Nonqualified Stock Option Grant Letter dated as of January 1, 2004		
10.37**	Description of Change of Control arrangement for Mr. Bissell	AmeriGas Partners, L.P.	Form (9/3
10.38**	2002 Non-Qualified Stock Option Plan Amended and Restated as of April 29, 2003	UGI	Form (3/3
10.39**	1992 Non-Qualified Stock Option Plan Amended and Restated as of April 29, 2003	UGI	Form (3/3
10.40	[Intentionally omitted]		
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 (9/3

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INCORPORATION BY REFERENCE

EXHIBIT NO.	EXHIBIT	REGISTRANT	FI
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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 Partners, L.P.	Form (8/8
*10.43**	UGI Corporation 2004 Omnibus Equity Compensation Plan, Sub-Plan for French Employees Stock Option Grant Letter dated as of 2004		
10.44	Agreement by Petrolane Incorporated and certain of its subsidiaries party thereto ("Subsidiaries") for the	Petrolane Incorporated	Form (9/2

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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

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 Propane Partners, L.P.	Form (4/1
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 Partners, L.P.	Form (8/2
10.47	Promissory Note by National Propane L.P., a Delaware limited partnership in favor of Columbia Propane Corporation dated July 19, 1999	AmeriGas Partners, L.P.	Form (9/3
10.48	Loan Agreement dated July 19, 1999, between National Propane, L.P. and Columbia Propane Corporation	AmeriGas Partners, L.P.	Form (9/3
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 (9/3

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INCORPORATION BY REFERENCE

EXHIBIT NO.	EXHIBIT	REGISTRANT	FI
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10.50	Columbia Energy Group Payment Guaranty dated April 5, 1999	AmeriGas Partners, L.P.	Form (9/3
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 (9/3
10.52**	AmeriGas Propane, Inc. 2000 Long-Term Incentive Plan on Behalf of AmeriGas Partners, L.P., as amended December 15, 2003.	AmeriGas Partners, L.P.	Form (6/3
10.53	Storage Transportation Service Agreement (Rate Schedule SST) between Utilities and Columbia dated November 1, 1993, as modified pursuant to orders of the Federal Energy Regulatory Commission	Utilities	Form (9/3
10.54	Gas Service Delivery and Supply Agreement between Utilities and UGI Energy Services, Inc. dated August 26, 2004	Utilities	Form (9/3
10.55	No-Notice Transportation Service Agreement (Rate Schedule CDS) between Utilities and Texas Eastern Transmission dated February 23, 1999, as modified pursuant to various orders of the Federal Energy	Utilities	Form (9/3

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Regulatory Commission

10.56	No-Notice Transportation Service Agreement (Rate Schedule CDS) between Utilities and Texas Eastern Transmission dated October 31, 2000, as modified pursuant to various orders of the Federal Energy Regulatory Commission	Utilities	Form (9/3
10.57	Firm Transportation Service Agreement (Rate Schedule FT-1) between Utilities and Texas Eastern Transmission dated June 15, 1999, as modified pursuant to various orders of the Federal Energy Regulatory Commission	Utilities	Form (9/3

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INCORPORATION BY REFERENCE

EXHIBIT NO.	EXHIBIT	REGISTRANT	FILING
10.58	Amendment No. 1 dated November 1, 2004, to the 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)	Utilities	Form 10-K (9/30/04)
10.59	Firm Transportation Service Agreement (Rate Schedule FT) between Utilities and Transcontinental Gas Pipe Line dated October 1, 1996, as modified pursuant to various orders of the Federal Energy Regulatory Commission	Utilities	Form 10-K (9/30/02)
10.60	Amendment No. 1 dated November 1, 2004, to the No-Notice Transportation Service Agreement (Rate Schedule CDS) between Utilities and Texas Eastern Transmission dated February 23, 1999, as modified pursuant to various orders of the Federal Energy Regulatory Commission	Utilities	Form 10-K (9/30/04)
10.61	Amendment No. 1 dated November 1, 2004, to the Firm Transportation Service Agreement (Rate Schedule FT-1) between Utilities and Texas Eastern Transmission dated June 15, 1999, as modified pursuant to various orders of the Federal Energy Regulatory Commission	Utilities	Form 10-K (9/30/04)
10.62	Firm Transportation Service Agreement (Rate Schedule FTS) between Utilities and Columbia Gas Transmission dated November, 1, 2004	Utilities	Form 10-K (9/30/04)

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10.63	Amendment Agreement dated June 18, 2004, relating to the Senior Facilities Agreement dated June 26, 2003, as Amended and Restated, between AGZ Holding, as Parent, Antargaz, the Senior Lenders, (as defined therein) and Calyon, as Mandated Lead Arranger, Facility Agent and Security Agent.	UGI	Form 10-Q (6/30/04)
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INCORPORATION BY REFERENCE

EXHIBIT NO.	EXHIBIT	REGISTRANT	FILING	EXHIBIT
10.64	Creditor Accession Agreement dated June 18, 2004, between UGI Bordeaux Holding, as the New Investor, and Calyon, as Security Agent.	UGI	Form 10-Q (6/30/04)	10.6
10.65	Letter of Undertakings dated June 18, 2004, by UGI Bordeaux Holding to AGZ Holding, the Parent of Antargaz, and Calyon, the Facility Agent, acting on behalf of the Lenders, (as defined within the Senior Facilities Agreement).	UGI	Form 10-Q (6/30/04)	10.7
10.66	Tax Consolidation Agreement, dated June 18, 2004, entered into by UGI Bordeaux Holding and its Subsidiaries named therein.	UGI	Form 10-Q (6/30/04)	10.8
10.67**	AmeriGas Propane, Inc. Executive Employee Severance Pay Plan, as amended December 6, 2004.	AmeriGas Partners, L.P.	Form 10-K (9/30/04)	10.4
10.68	Senior Facilities Agreement dated June 26, 2003 as Amended and Restated July 2, 2003, between AGZ Holding and Antargaz, Credit Lyonnais, as Mandated Lead Arranger, Facility Agent and Security Agent, and the Financial Institutions named therein.	UGI	Form 10-Q (3/31/04)	10.1
10.69	Form of Amendment Agreement dated January 15, 2004 to Senior Facilities Agreement, as Amended and Restated July 2, 2003.	UGI	Form 10-Q (3/31/04)	10.1(a)
10.70	Pledge of Financial Instruments Account relating to Financial Instruments held by AGZ Holding in Antargaz, dated July 7, 2003, between AGZ Holding, as Pledgor, and Credit Lyonnais, as Security Agent, and the Senior Lenders.	UGI	Form 10-Q (3/31/04)	10.2
10.71	Pledge of Financial Instruments Accounts relating to Financial Instruments held by	UGI	Form 10-Q (3/31/04)	10.3

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Antargaz in certain subsidiary companies,
dated July 7, 2003, between Antargaz, as
Pledgor, and Credit Lyonnais, as Security
Agent, and the Revolving Lenders.

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INCORPORATION BY REFERENCE

EXHIBIT NO.	EXHIBIT	REGISTRANT	FILING	EXHIBIT
10.72	Intercreditor Agreement, dated July 7, 2003, between AGZ Holding, Antargaz, AGZ Finance, the Senior Lenders (as defined therein), the Investors (as defined therein), and Credit Lyonnais, as Facility Agent for the Senior Lenders and as Security Agent.	UGI	Form 10-Q (3/31/04)	10.4
10.73	Seller's Guarantee dated February 16, 2001 among Elf Antar France, Elf Aquitaine and AGZ Holding.	UGI	Form 10-Q (3/31/04)	10.5
*13	Pages 13 through 55 of the 2004 Annual Report to Shareholders			
14	Code of Ethics for principal executive, financial and accounting officers	UGI	Form 10-K (9/30/03)	14
*21	Subsidiaries of the Registrant			
*23	Consent of PricewaterhouseCoopers LLP			
***23.1	Consent of Cogen Sklar LLP			
*31.1	Certification by the Chief Executive Officer relating to the Registrant's Report on Form 10-K for the fiscal year ended September 30, 2004 pursuant to Section 302 of the Sarbanes-Oxley Act of 2002			
***31.1(a)	Certification by the Chief Executive Officer relating to the Registrant's Report on Form 10-K for the fiscal year ended September 30, 2004 as amended by Amendment No. 1 on Form 10-K/A pursuant to Section 302 of the Sarbanes-Oxley Act of 2002			
*31.2	Certification by the Chief Financial Officer relating to the Registrant's Report on Form 10-K for the fiscal year ended September 30, 2004 pursuant to Section 302 of the Sarbanes-Oxley Act of 2002			

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***31.2(a) Certification by the Chief Financial Officer relating to the Registrant's Report on Form 10-K for the fiscal year ended September 30, 2004 as amended by Amendment No. 1 on Form 10-K/A pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

*32 Certification by the Chief Executive Officer and the Chief Financial Officer relating to the Registrant's Report on Form 10-K for the fiscal year ended September 30, 2004, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

***99.1 Financial Statements and Supplemental Schedule of UGI HVAC Enterprises, Inc. Savings Plan, AmeriGas Propane, Inc. Savings Plan and UGI Utilities, Inc. Savings Plan for the year ended December 31, 2004

* Filed with Annual Report on Form 10-K for fiscal year 2004 filed on December 14, 2004.

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

*** Filed herewith.

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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 on Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized.

UGI CORPORATION

Date: June 28, 2005

By: /s/ Anthony J. Mendicino

Anthony J. Mendicino
Senior Vice President - Finance
and Chief Financial Officer

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EXHIBIT INDEX

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EXHIBIT NO. -----	DESCRIPTION -----
23.1	Consent of Cogen Sklar LLP
31.1(a)	Certification by the Chief Executive Officer relating to the Registrant's Report on Form 10-K for the fiscal year ended September 30, 2004 as amended by Amendment No. 1 on Form 10-K/A pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2(a)	Certification by the Chief Financial Officer relating to the Registrant's Report on Form 10-K for the fiscal year ended September 30, 2004 as amended by Amendment No. 1 on Form 10-K/A pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
99.1	Financial Statements and Supplemental Schedule of UGI HVAC Enterprises, Inc. Savings Plan, AmeriGas Propane, Inc. Savings Plan and UGI Utilities, Inc. Savings Plan for the year ended December 31, 2004