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UGI CORP /PA/
Form 10-K/A
June 26, 2006

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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, 2005

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
(ADDRESS OF PRINCIPAL OFFICES)

19406
(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

Indicate by check mark if the registrant is a well-known seasoned issuer, as

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defined in Rule 405 of the Securities Act. Yes No .

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No .

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No .

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). Yes No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). Yes No .

The aggregate market value of UGI Corporation Common Stock held by nonaffiliates of the registrant on March 31, 2005 was \$2,312,028,386.

At November 1, 2005 there were 104,886,693 shares of UGI Corporation Common Stock issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE: Portions of the Annual Report to Shareholders for the year ended September 30, 2005 are incorporated by reference into Parts I and II of this Form 10-K. Portions of the Proxy Statement for the Annual Meeting of Shareholders to be held on February 22, 2006 are incorporated by reference into Part III of this Form 10-K.

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The undersigned registrant hereby amends Item 15 of its Annual Report on Form 10-K for the fiscal year ended September 30, 2005 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 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.

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(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 ----- | FILING ----- | EXH --- |
|----------------------|---|---------------------|---|------------|
| 3.1 | (Second) Amended and Restated Articles of Incorporation of the Company as amended through June 6, 2005 | UGI | Form 10-Q (6/30/05) | 3. |
| 3.2 | Bylaws of UGI as amended through September 28, 2004 | UGI | Form 8-K (9/28/04) | 3. |
| 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) | | | |
| 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 (11/1/00) | 4. |
| 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 | | | |

3

INCORPORATION BY REFERENCE

| EXHIBIT NO. ----- | EXHIBIT ----- | REGISTRANT ----- | FILING ----- | EXH --- |
|----------------------|--|----------------------------|------------------------|------------|
| 4.4 | Note Agreement dated as of April 12, 1995 among The Prudential Insurance Company of America, Metropolitan Life Insurance | AmeriGas Partners, L.P. | Form 10-Q (3/31/95) | 10. |

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Company, and certain other institutional investors and AmeriGas Propane, L.P., New AmeriGas Propane, Inc. and Petrolane Incorporated

| | | | | |
|------|--|-------------------------|---------------------|-----|
| 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. |
| 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. |
| 4.7 | Third Amendment dated as of March 23, 1999 to 1995 Note Agreement | AmeriGas Partners, L.P. | Form 10-Q (3/31/99) | 10. |
| 4.8 | Fourth Amendment dated as of March 16, 2000 to 1995 Note Agreement | AmeriGas Partners, L.P. | Form 10-Q (6/30/00) | 10. |
| 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. |
| 4.10 | Third Amended and Restated Agreement of Limited Partnership of AmeriGas Partners, L.P. dated as of December 1, 2004 | AmeriGas Partners, L.P. | Form 8-K (12/1/04) | 3. |
| 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 10-K (9/30/04) | 3. |
| 4.12 | Amended and Restated Agreement of Limited Partnership of AmeriGas Eagle Propane, L.P. dated as of July 19, 1999 | AmeriGas Partners, L.P. | Form 10-K (9/30/01) | 3. |
| 4.13 | Indenture, dated May 3, 2005, by and among AmeriGas Partners, L.P., a Delaware limited partnership, AmeriGas Finance Corp., a Delaware corporation, and Wachovia Bank, National Association, as trustee. | AmeriGas Partners, L.P. | Form 8-K (5/3/05) | 4. |

4

INCORPORATION BY REFERENCE

| EXHIBIT NO. ----- | EXHIBIT ----- | REGISTRANT ----- | FILING ----- | EXH ----- |
|----------------------|---|---------------------|---------------------|--------------|
| 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 (pilcrow sign) 61,060 (1993), order on rehearing, 64 FERC (pilcrow sign) 61,365 (1993) | UGI | Form 10-K (9/30/95) | 10. |

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|---------|---|-----|------------------------|-----|
| 10.2** | UGI Corporation 2004 Omnibus Equity Compensation Plan Directors Stock Unit Grant Letter | UGI | Form 8-K (12/6/05) | 10. |
| 10.3** | UGI Corporation 2004 Omnibus Equity Compensation Plan Directors Nonqualified Stock Option Grant Letter | UGI | Form 8-K (12/6/05) | 10. |
| 10.4** | UGI Corporation 2004 Omnibus Equity Compensation Plan Utilities Employees Performance Unit Grant Letter | UGI | Form 8-K (12/6/05) | 10. |
| 10.5** | UGI Corporation 2004 Omnibus Equity Compensation Plan UGI Employees Stock Unit Grant Letter | UGI | Form 8-K (12/6/05) | 10. |
| 10.6** | UGI Corporation Directors Deferred Compensation Plan Amended and Restated as of January 1, 2000 | UGI | Form 10-K (9/30/00) | 10. |
| 10.7** | UGI Corporation 2004 Omnibus Equity Compensation Plan UGI Employees Performance Unit Grant Letter | UGI | Form 8-K (12/6/05) | 10. |
| 10.8** | UGI Corporation Annual Bonus Plan dated March 8, 1996 | UGI | Form 10-Q (6/30/96) | 10. |
| 10.9** | UGI Corporation 2004 Omnibus Equity Compensation Plan AmeriGas Employees Nonqualified Stock Option Grant Letter | UGI | Form 8-K (12/6/05) | 10. |
| 10.10** | UGI Corporation 1997 Stock Option and Dividend Equivalent Plan Amended and Restated as of April 29, 2003 | UGI | Form 10-Q (3/31/03) | 10. |
| 10.11** | UGI Corporation 1992 Directors' Stock Plan Amended and Restated as of April 29, 2003 | UGI | Form 10-Q (3/31/03) | 10. |

5

INCORPORATION BY REFERENCE

| EXHIBIT NO. ----- | EXHIBIT ----- | REGISTRANT ----- | FILING ----- | EXH --- |
|----------------------|---|----------------------------|------------------------|------------|
| 10.12** | UGI Corporation Senior Executive Employee Severance Pay Plan as amended December 7, 2004 | UGI | Form 10-K (9/30/04) | 10. |
| 10.12(a)** | AmeriGas Propane, Inc. Executive Employee Severance Pay Plan, as amended December 6, 2004. | AmeriGas Partners, L.P. | Form 10-K (9/30/04) | 10. |
| 10.13** | UGI Corporation 2000 Directors' Stock Option Plan Amended and Restated as of April 29, 2003 | UGI | Form 10-Q (3/31/03) | 10. |

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|------------|--|-------------------------|---------------------|-----|
| 10.14** | UGI Corporation 2000 Stock Incentive Plan Amended and Restated as of December 16, 2003 | UGI | Form 10-Q (6/30/04) | 10. |
| *10.15** | Letter Agreement dated May 15, 2002 regarding severance arrangement for Mr. Varagne | | | |
| 10.16** | UGI Corporation Supplemental Executive Retirement Plan Amended and Restated effective October 1, 1996 | UGI | Form 10-Q (6/30/98) | 10. |
| 10.17** | UGI Corporation 2004 Omnibus Equity Compensation Plan, as amended December 7, 2004 | UGI | Form 10-K (9/30/04) | 10. |
| 10.17(a)** | UGI Corporation 2004 Omnibus Equity Compensation Plan, as amended December 7, 2004 - Terms and Conditions as amended December 6, 2005 | UGI | Form 8-K (12/6/05) | 10. |
| 10.18 | 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 ("2003 Credit Agreement") | AmeriGas Partners, L.P. | Form 10-K (9/30/03) | 10. |
| 10.19 | Amendment No. 1 dated as of August 30, 2004, to the 2003 Credit Agreement | AmeriGas Partners, L.P. | Form 8-K (8/30/04) | 10. |

6

INCORPORATION BY REFERENCE

| EXHIBIT NO. ----- | EXHIBIT ----- | REGISTRANT ----- | FILING ----- | EXH --- |
|----------------------|---|-------------------------|---------------------|------------|
| 10.19(a) | Credit Agreement, dated as of April 18, 2005, by and among AmeriGas Propane, L.P., as Borrower, AmeriGas Propane, Inc., as a Guarantor, Petrolane Incorporated, as a Guarantor, Wachovia Bank, National Association, as Agent, and the other financial institutions party thereto | AmeriGas Partners, L.P. | Form 8-K (4/18/05) | 10. |
| 10.20** | Form of Confidentiality and Post-Employment Activities Agreement with AmeriGas Propane, Inc., in its own right and as general partner of AmeriGas Partners, L.P., for Messrs. Bissell, Katz and Knauss | AmeriGas Partners, L.P. | Form 10-Q (3/31/05) | 10. |

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|----------|--|-------------------------|---------------------|-----|
| 10.21** | Confidentiality and Post-Employment Activities Agreement with AmeriGas Propane, Inc., in its own right and as general partner of AmeriGas Partners, L.P., for Mr. Sheridan | AmeriGas Partners, L.P. | Form 8-K (8/15/05) | 10. |
| 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 10-K (9/30/03) | 10. |
| 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. |
| 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. |
| 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. |
| 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) | 10. |

7

INCORPORATION BY REFERENCE

| EXHIBIT NO. ----- | EXHIBIT ----- | REGISTRANT ----- | FILING ----- | EXH --- |
|----------------------|--|-------------------------|---------------------|------------|
| 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 10-K (9/30/04) | 10. |
| 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 10-Q (3/31/95) | 10. |
| 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) | 10. |

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|----------|---|--|-------------------------------------|-----|
| 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 10-K (9/30/04) | 10. |
| 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. |
| 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) | 10. |
| 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. |
| 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 Partners, L.P. | Registration Statement No. 33-69450 | 10. |
| *10.30** | Description of oral employment at-will agreements for Messrs. Greenberg, Mendicino, Varagne and Walsh | | | |
| 10.31** | Description of oral employment at-will agreement for Mr. Bissell | AmeriGas Partners, L.P. | Form 10-K (9/30/05) | 10. |

8

INCORPORATION BY REFERENCE

| EXHIBIT NO. | EXHIBIT | REGISTRANT | FILING | EXH |
|-------------|--|-------------------------|---------------------|-----|
| 10.32** | AmeriGas Propane, Inc. Supplemental Executive Retirement Plan, Amended and Restated as of March 1, 2005 | AmeriGas Partners, L.P. | Form 10-Q (3/31/05) | 10. |
| 10.33** | AmeriGas Propane, Inc. Annual Bonus Plan effective October 1, 1998 | AmeriGas Partners, L.P. | Form 10-K (9/30/99) | 10. |
| 10.34** | UGI Utilities, Inc. Annual Bonus Plan dated March 8, 1996 | Utilities | Form 10-Q (6/30/96) | 10. |
| 10.35** | Form of Change in Control Agreement for Messrs. Greenberg, Mendicino and Walsh | UGI | Form 8-K (12/6/05) | 10. |
| 10.36** | UGI Corporation 2004 Omnibus Equity Compensation Plan UGI Employees Nonqualified Stock Option Grant Letter | UGI | Form 8-K (12/6/05) | 10. |

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|------------|---|-------------------------|---------------------|-----|
| 10.36(a)** | UGI Corporation 2004 Omnibus Equity Compensation Plan UGI Utilities Employees Nonqualified Stock Option Grant Letter | UGI | Form 8-K (12/6/05) | 10. |
| 10.37** | Form of Change in Control Agreement for Mr. Bissell | AmeriGas Partners, L.P. | Form 8-K (12/5/05) | 10. |
| 10.38** | 2002 Non-Qualified Stock Option Plan Amended and Restated as of April 29, 2003 | UGI | Form 10-Q (3/31/03) | 10. |
| 10.39** | 1992 Non-Qualified Stock Option Plan Amended and Restated as of April 29, 2003 | UGI | Form 10-Q (3/31/03) | 10. |
| 10.40 | Financing Agreement dated as of August 28, 2003 between AmeriGas Propane, Inc. and AmeriGas Propane, L.P. | AmeriGas Partners, L.P. | Form 10-K (9/30/03) | 10. |
| 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 (9/30/00) | 10. |
| 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-K (8/8/01) | 10. |

9

INCORPORATION BY REFERENCE

| EXHIBIT NO. ----- | EXHIBIT ----- | REGISTRANT ----- | FILING ----- | EXH --- |
|----------------------|---|---------------------------------|---------------------|------------|
| 10.43** | UGI Corporation 2004 Omnibus Equity Compensation Plan, Sub-Plan for French Employees Stock Option Grant Letter dated as of 2004 | UGI | Form 10-K (9/30/04) | 10. |
| 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 Incorporated | Form 10-K (9/23/94) | 10. |
| 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 | National Propane Partners, L.P. | Form 8-K (4/19/99) | 10. |

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April 5, 1999

| | | | | |
|-------|---|-------------------------|------------------------|-----|
| 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-K (8/21/01) | 10. |
| 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 10-K (9/30/01) | 10. |
| 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) | 10. |
| 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) | 10. |
| 10.50 | Columbia Energy Group Payment Guaranty dated April 5, 1999 | AmeriGas Partners, L.P. | Form 10-K (9/30/01) | 10. |
| 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) | 10. |

10

INCORPORATION BY REFERENCE

| EXHIBIT NO. ----- | EXHIBIT ----- | REGISTRANT ----- | FILING ----- | EXH --- |
|----------------------|--|-------------------------|------------------------|------------|
| 10.52** | AmeriGas Propane, Inc. 2000 Long-Term Incentive Plan on Behalf of AmeriGas Partners, L.P., as amended December 15, 2003 ("AmeriGas 2000 Plan"). | AmeriGas Partners, L.P. | Form 10-Q (6/30/04) | 10. |
| 10.52(a)** | AmeriGas 2000 Plan Restricted Unit Grant Letter | AmeriGas Partners, L.P. | Form 8-K (12/5/05) | 10. |
| 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 10-K (9/30/02) | 10. |
| 10.54 | Gas Service Delivery and Supply Agreement between Utilities and UGI Energy Services, Inc. dated August 1, 2004 | Utilities | Form 10-K (9/30/04) | 10. |
| 10.55 | No-Notice Transportation Service Agreement (Rate Schedule CDS) between Utilities and | Utilities | Form 10-K (9/30/02) | 10. |

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Texas Eastern Transmission dated February 23, 1999, as modified pursuant to various orders of the Federal Energy 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 10-K (9/30/02) | 10. |
| 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 10-K (9/30/02) | 10. |
| 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 (pilcrow sign) 61,060 (1993), order on rehearing, 64 FERC (pilcrow sign) 61,365 (1993) | Utilities | Form 10-K (9/30/04) | 10. |

11

INCORPORATION BY REFERENCE

| EXHIBIT NO. ----- | EXHIBIT ----- | REGISTRANT ----- | FILING ----- | EXH --- |
|----------------------|--|---------------------|------------------------|------------|
| 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. |
| 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. |
| 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 | Utilities | Form 10-K (9/30/04) | 10. |

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orders of the Federal Energy Regulatory
Commission

| | | | | |
|-------|--|-----------|------------------------|-----|
| 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) | 10. |
| 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) | 10. |
| 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. |
| 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. |

12

INCORPORATION BY REFERENCE

| EXHIBIT NO. ----- | EXHIBIT ----- | REGISTRANT ----- | FILING ----- | EXH --- |
|----------------------|---|---------------------|------------------------|------------|
| 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. |
| *10.67** | UGI Corporation 2004 Omnibus Equity Compensation Plan Sub-Plan for French Employees | | | |
| *10.67(a) | UGI Corporation 2004 Omnibus Equity Compensation Plan Sub-Plan for French Employees Performance Unit Grant Letter | | | |
| 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. |
| 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. |

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|-------|---|-----|------------------------|-----|
| 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. |
| 10.71 | Pledge of Financial Instruments Accounts relating to Financial Instruments held by Antargaz in certain subsidiary companies, dated July 7, 2003, between Antargaz, as Pledgor, and Credit Lyonnais, as Security Agent, and the Revolving Lenders | UGI | Form 10-Q (3/31/04) | 10. |
| 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. |
| 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. |

13

INCORPORATION BY REFERENCE

| EXHIBIT NO. ----- | EXHIBIT ----- | REGISTRANT ----- | FILING ----- | EXH --- |
|----------------------|---|-------------------------|-------------------------|------------|
| 10.74** | AmeriGas Propane, Inc. Discretionary Long-Term Incentive Plan for Non-Executive Key Employees | AmeriGas Partners, L.P. | Form 10-K (9/30/02) | 10. |
| 10.75** | Summary of Director Compensation | UGI | Form 10-Q (12/31/04) | 10. |
| *13 | Pages 13 through 59 of the 2005 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 Morison Cogen LLP | | | |
| *31.1 | Certification by the Chief Executive Officer relating to the Registrant's Report | | | |

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on Form 10-K for the fiscal year ended September 30, 2005 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, 2005 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, 2005 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, 2005 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, 2005, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- ***32(a) 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, 2005 as amended by Amendment No. 1 on Form 10-K/A 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, 2005
- * Filed with Annual Report on Form 10-K for the fiscal year 2005 filed on December 13, 2005.
- ** As required by Item 14(a)(3), this exhibit is identified as a compensatory plan or arrangement.
- *** Filed herewith.

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14

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 26, 2006

By: /s/ Anthony J. Mendicino

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

15

EXHIBIT INDEX

| EXHIBIT NO. ----- | DESCRIPTION ----- |
|----------------------|---|
| 23.1 | Consent of Morison Cogen LLP |
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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, 2005 as amended by Amendment No. 1 on Form 10-K/A pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
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