

Edgar Filing: UGI CORP /PA/ - Form 10-K/A

UGI CORP /PA/  
Form 10-K/A  
June 18, 2002

=====

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, 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 EXCH ON WHICH REGISTER
Common Stock, without par value	New York Stock Exchang Philadelphia Stock Exc

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

=====

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 Exhibit No. 18.

PART IV: ADDITIONAL EXHIBITS, SCHEDULES AND REPORTS

## Edgar Filing: UGI CORP /PA/ - Form 10-K/A

### 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):

- 2 -

#### INCORPORATION BY REFERENCE

EXHIBIT NO.	EXHIBIT	REGISTRANT
3.1	(Second) Amended and Restated Articles of Incorporation of the Company	UGI
3.2	Bylaws of UGI as in effect since October 27, 1998	UGI
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
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
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 Partners, L.P.

## Edgar Filing: UGI CORP /PA/ - Form 10-K/A

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.
4.6	Second Amendment dated as of September 15, 1998 to 1995 Note Agreement	AmeriGas Partners, L.P.
4.7	Third Amendment dated as of March 23, 1999 to 1995 Note Agreement	AmeriGas Partners, L.P.
4.8	Fourth Amendment dated as of March 16, 2000 to 1995 Note Agreement	AmeriGas Partners, L.P.
4.9	Fifth Amendment dated as of August 1,	AmeriGas

- 3 -

### INCORPORATION BY REFERENCE

EXHIBIT NO.	EXHIBIT	REGISTRANT
	2001 to 1995 Note Agreement	Partners, L.P.
4.9	Second Amended and Restated Agreement of Limited Partnership of AmeriGas Partners, L.P.	AmeriGas Partners, L.P.
4.10	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	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
10.3	Transportation Service Agreement (Rate FTS-1) dated November 1, 1989 between Utilities and Columbia Gulf Transmission Company, as modified pursuant to the orders	Utilities

## Edgar Filing: UGI CORP /PA/ - Form 10-K/A

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 |
| 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 |

- 4 -

### INCORPORATION BY REFERENCE

EXHIBIT NO.	EXHIBIT	REGISTRANT
10.6**	UGI Corporation Directors Deferred Compensation Plan Amended and Restated as of January 1, 2000	UGI
10.7**	UGI Corporation 1992 Stock Option and Dividend Equivalent Plan, as amended May 19, 1992	UGI
10.8**	UGI Corporation Annual Bonus Plan dated March 8, 1996	UGI
10.9**	UGI Corporation Directors' Equity Compensation Plan Amended and Restated as of January 1, 2000	UGI
10.10**	UGI Corporation 1997 Stock Option and Dividend Equivalent Plan	UGI
10.11**	UGI Corporation 1992 Directors' Stock Plan	UGI
10.12**	UGI Corporation Senior Executive Employee Severance Pay Plan effective January 1, 1997	UGI
10.13**	UGI Corporation 2000 Directors' Stock Option Plan	UGI
10.14**	UGI Corporation 2000 Stock Incentive Plan	UGI
10.15**	1997 Stock Purchase Loan Plan	UGI
10.16**	UGI Corporation Supplemental Executive Retirement Plan Amended and Restated effective October 1, 1996	UGI
10.17**	Summary of Terms of UGI Corporation 1999 Restricted Stock Awards	UGI

## Edgar Filing: UGI CORP /PA/ - Form 10-K/A

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.
10.19	First Amendment dated as of September 15, 1998 to Amended and Restated Credit Agreement	AmeriGas Partners, L.P.
10.20	Second Amendment dated as of March 25,	AmeriGas

- 5 -

### INCORPORATION BY REFERENCE

EXHIBIT NO.	EXHIBIT	REGISTRANT
	1999 to Amended and Restated Credit Agreement	Partners, L.P.
10.21	Third Amendment dated as of March 22, 2000 to Amended and Restated Credit Agreement	AmeriGas Partners, L.P.
10.22	Fourth Amendment dated as of June 6, 2000 to Amended and Restated Credit Agreement	AmeriGas Partners, L.P.
10.22(a)	Fifth Amendment dated as of July 31, 2001 to Amended and Restated Credit Agreement	AmeriGas Partners, L.P.
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.
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.
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.
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.
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.

## Edgar Filing: UGI CORP /PA/ - Form 10-K/A

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.
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.
10.27	Trademark License Agreement dated April 19, 1995 among UGI Corporation, AmeriGas, Inc., AmeriGas Propane, Inc., AmeriGas Partners, L.P. and AmeriGas	AmeriGas Partners, L.P.

- 6 -

### INCORPORATION BY REFERENCE

EXHIBIT NO.	EXHIBIT	REGISTRANT
	Propane, L.P.	
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.
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.
10.30	Pledge Agreement dated September 1999 between Eastfield International Holdings, Inc. and Reiffeisen Zentralbank Osterreich Aktiengesellschaft ("RZB")	UGI
10.31	Pledge Agreement dated September 1999 between EuroGas Holdings, Inc. and RZB	UGI
10.32	Form of Guarantee Agreement dated September 1999 between UGI Corporation and RZB relating to loan amount of EURO 74 million	UGI
10.33	Form of Guarantee Agreement dated September 2000 between UGI Corporation and RZB relating to loan amount of EURO 14.9 million	UGI
10.34	Form of Guarantee Agreement dated September 2000 between UGI Corporation and RZB relating to loan amount of EURO 9 million	UGI
*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

Edgar Filing: UGI CORP /PA/ - Form 10-K/A

10.36**	Description of Change of Control arrangement for Mr. Chaney	UGI
10.37**	Description of Change of Control arrangement for Mr. Bissell	AmeriGas Partners, L.P.
10.38**	Consulting Services Agreement dated as of August 1, 2000 between Stephen D. Ban and UGI Corporation	UGI
10.39**	1992 Non-Qualified Stock Option Plan, as amended	UGI

- 7 -

INCORPORATION BY REFERENCE

EXHIBIT NO.	EXHIBIT	REGISTRANT
10.40	Service Agreement for comprehensive delivery service (Rate CDS) dated February 23, 1998 between UGI Utilities, Inc. and Texas Eastern Transmission Corporation	UGI
10.41	Service Agreement for comprehensive delivery service (Rate CDS) dated February 23, 1999 between UGI Utilities, Inc. and Texas Eastern Transmission Corporation	UGI
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.
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
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
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.
10.46	Capital Contribution Agreement dated as of August 21, 2001 by and between Columbia	AmeriGas Partners, L.P.

## Edgar Filing: UGI CORP /PA/ - Form 10-K/A

Propane, L.P. and AmeriGas Propane, L.P.  
acknowledged and agreed to by CP Holdings,  
Inc.

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.
-------	---	----------------------------

- 8 -

### INCORPORATION BY REFERENCE

EXHIBIT NO.	EXHIBIT	REGISTRANT
10.48	Loan Agreement dated July 19, 1999, between National Propane, L.P. and Columbia Propane Corporation	AmeriGas Partners, L.P.
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.
10.50	Columbia Energy Group Payment Guaranty dated April 5, 1999	AmeriGas Partners, L.P.
10.51	Keep Well Agreement by and between AmeriGas Propane, L.P. and Columbia Propane Corporation dated August 21, 2001	AmeriGas Partners, L.P.
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.
*13	Pages 13 through 47 of the 2001 Annual Report to Shareholders	
18	Letter of Arthur Andersen LLP regarding change in accounting principles	UGI
*21	Subsidiaries of the Registrant	
*23	Consent of Arthur Andersen LLP	
*	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:

Edgar Filing: UGI CORP /PA/ - Form 10-K/A

Date	Item Number(s)	Content
7/23/01	5	Advance notice of Webcast of regular call
8/21/01	2,7	Acquisition of the propane distributor Columbia Propane Corporation

- 9 -

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 17 , 2002

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

- 10 -