SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

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

FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 1999

Commission file number 1-13692
Commission file number 33-92734-01

AMERIGAS PARTNERS, L.P.
AMERIGAS FINANCE CORP.
(EXACT NAME OF REGISTRANTS AS SPECIFIED IN THEIR CHARTERS)

Delaware	23-2787918
Delaware	23-2800532
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(I.R.S. EMPLOYER IDENTIFICATION NO.)

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

(610) 337-7000
(REGISTRANTS' 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 Units representing limited partner interests	New York Stock Exchange, Inc.

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

INDICATE BY CHECK MARK WHETHER EACH 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 X . 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. [X]

The aggregate market value of AmeriGas Partners, L.P. Common Units held by nonaffiliates of AmeriGas Partners, L.P. on December 1, 1999 was approximately $282,351,507. At December 1, 1999 there were outstanding 32,078,293 Common Units and 9,891,072 Subordinated Units, each representing limited partner interests.

DOCUMENTS INCORPORATED BY REFERENCE: Portions of the AmeriGas Partners, L.P. Annual Report for the year ended September 30, 1999 are incorporated by reference in Part II of this Form 10-K.

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PART I: BUSINESS

ITEMS 1 AND 2. BUSINESS AND PROPERTIES

GENERAL

AmeriGas Partners, L.P. ("AmeriGas Partners") is a publicly traded Delaware limited partnership formed on November 2, 1994. We are the largest retail propane distributor in the United States based on fiscal year 1999 retail sales volume of 783 million gallons. We serve approximately 969,000 residential, commercial, industrial, agricultural and motor fuel customers from approximately 600 district locations in 46 states. Our operations are located primarily in the Northeast, Southeast, Great Lakes and West Coast regions of the United States.

We conduct our business principally through our subsidiary, AmeriGas Propane, L.P. (the "Operating Partnership"), a Delaware limited partnership. On April 19, 1995, the Operating Partnership acquired the propane distribution businesses and assets of AmeriGas Propane, Inc., AmeriGas Propane-2, Inc. (collectively, "AGP") and Petrolane Incorporated ("Petrolane") (collectively, the "Predecessors"). These acquisitions took place concurrently with the initial public offering of our common units. The common units, which represent limited partner interests, are traded on the New York Stock Exchange under the symbol "APU." Our executive offices are located at 460 North Gulph Road, King of Prussia, Pennsylvania 19406, and our telephone number is (610) 337-7000. In this report, the terms "Partnership" and "AmeriGas Partners," as well as the terms "our," "we," and "its," are used sometimes as abbreviated references to AmeriGas Partners, L.P. itself or AmeriGas Partners, L.P. and its consolidated subsidiaries, including the Operating Partnership.

AmeriGas Propane, Inc. is our general partner (the "General Partner"). The General Partner is a wholly owned subsidiary of UGI Corporation ("UGI"), a public company listed on the New York and Philadelphia stock exchanges. Through various subsidiaries, UGI has been in the propane distribution business for over 40 years. The General Partner and its subsidiary Petrolane own an aggregate 56.4% limited partner interest in the Partnership. In addition, the General Partner owns an aggregate 2% general partner interest. The General Partner is responsible for managing our operations.

Our subsidiary, AmeriGas Finance Corp. ("AmeriGas Finance"), a Delaware corporation, was formed on March 13, 1995. It serves as co-obligor for certain of our senior notes. AmeriGas Finance has nominal assets and does not conduct any operations. This report contains no discussion of the results of operations, liquidity or capital resources of AmeriGas Finance. Its executive offices are located at 460 North Gulph Road, King of Prussia, Pennsylvania 19406, and its telephone number is (610) 337-7000.

BUSINESS STRATEGY

Our strategy is to expand operations and increase market share through internal growth and the acquisition of local and regional propane distributors. Internal growth will be provided in part from expansion of our PPX Prefilled Propane Xchange(R) and National Accounts programs. In addition, we believe opportunities also exist to grow our business internally through marketing programs designed to increase targeted customer segments. Acquisitions are also an important part of our strategy, because the demand for propane is expected to remain relatively constant for the foreseeable future, with year-to-year industry volumes being affected primarily by weather patterns.

In fiscal year 1999, we acquired a total of six propane operations with aggregate annual retail sales of approximately 4.0 million gallons. The competition for acquisitions among publicly traded master limited partnerships engaged in the propane distribution business has intensified in recent years. Although we believe there are numerous potential acquisition candidates in the industry, there can be no assurance that we will find attractive candidates in the future, or that we will be able to acquire such candidates on economically acceptable terms.

HISTORY OF THE PARTNERSHIP'S OPERATIONS

AmeriGas, Inc. ("AmeriGas"), a wholly owned subsidiary of UGI, began propane distribution operations in 1959. In the ten fiscal years preceding the Partnership's formation, AGP, a subsidiary of AmeriGas, experienced significant growth through the acquisition of over 30 propane companies, including Cal Gas Corporation ("Cal Gas"), which was a major national propane distributor. In July, 1993, AmeriGas purchased a significant equity interest in Petrolane. At the time they were acquired, Cal Gas and Petrolane had annual revenues from propane sales that were approximately three times and one and one-half times, respectively, those of AGP.

GENERAL INDUSTRY INFORMATION

Propane is separated from crude oil during the refining process and also extracted from natural gas or oil wellhead gas at processing plants. Propane is normally transported and stored in a liquid state under moderate pressure or refrigeration for economy and ease of handling in shipping and distribution. When the pressure is released or the temperature is increased, it is usable as a flammable gas. Propane is colorless and odorless; an odorant is added to allow its detection. Propane is clean burning, producing negligible amounts of pollutants when properly consumed.

The primary customers for propane are residential, commercial, agricultural, motor fuel and industrial users to whom natural gas is not readily available. Propane is typically more expensive than natural gas, competitive with fuel oil when operating efficiencies are taken into account and, in most areas, cheaper than electricity on an equivalent energy basis. Several states have adopted or are considering proposals that would substantially deregulate the generation portion of the electric utility industry and thereby permit retail electric customers to choose their electric supplier. While proponents of electric utility deregulation believe that competition will ultimately reduce the cost of electricity, we are unable to predict the extent to which the price of electricity may drop. Therefore, we cannot predict the ultimate impact that electric utility deregulation may have on propane's existing competitive price advantage over electricity.

PRODUCTS, SERVICES AND MARKETING

As of September 30, 1999, the Partnership distributed propane to approximately 969,000 customers from approximately 600 district locations in 46 states. The Partnership's operations are located primarily in the Northeast, Southeast, Great Lakes and West Coast regions of the United States. The Partnership also sells, installs and services propane appliances, including heating systems. In certain markets, the Partnership also installs and services propane fuel systems for motor vehicles. Typically, district locations are found in suburban and rural areas where natural gas is not available. Districts generally consist of an office, appliance showroom, warehouse and service facilities, with one or more 18,000 to 30,000 gallon storage tanks on the premises. As part of its overall transportation and distribution infrastructure, the Partnership operates as an interstate carrier in 48 states throughout the United States. It is also licensed as a carrier in Canada.

The Partnership sells propane primarily to five markets: residential, commercial/industrial, motor fuel, agricultural and wholesale. Approximately 80% of the Partnership's 1999 fiscal year sales (based on gallons sold) were to retail accounts (33% to residential customers, 29% to industrial/commercial customers, 11% to motor fuel customers and 7% to agricultural customers), and approximately 20% were to wholesale customers. Sales to residential customers in fiscal 1999 represented approximately 41% of retail gallons sold and 50% of the Partnership's total propane margin. No single customer accounts for 1% or more of the Partnership's consolidated revenues.

In the residential market, which includes both conventional and mobile homes, propane is used primarily for home heating, water heating and cooking purposes. Commercial users, which include motels, hotels, restaurants and retail stores, generally use propane for the same purposes as residential customers. Our PPX Prefilled Propane Xchange(R) program ("PPX(R)") enables consumers to exchange their empty 20-pound propane barbecue grill cylinders at various retail locations such as home centers and convenience stores. Sales of PPX(R) cylinders to retailers are included in the commercial/industrial market. Industrial customers use propane to fire furnaces, as a cutting gas and in other process applications. Other industrial customers are large-scale heating accounts and local gas utility customers who use propane as a supplemental fuel to meet peak load deliverability requirements. As a motor fuel, propane is burned in internal combustion engines that power over-the-road vehicles, forklifts and stationary engines. Agricultural uses include tobacco curing and crop drying.

Retail deliveries of propane are usually made to customers by means of bobtail and rack trucks. Propane is pumped from the bobtail truck, which generally holds 2,400 to 3,000 gallons of propane, into a stationary storage tank on the customer's premises. The Partnership owns most of these storage tanks and leases them to its customers. The capacity of these tanks ranges from approximately 100 gallons to approximately 1,200 gallons.

The Partnership also delivers propane to retail customers in portable cylinders with capacities of 5 to 30 gallons. Some of these deliveries are made to the customer's location, where empty cylinders are either picked up for replenishment or filled in place. The Partnership continues to expand its PPX(R) program. PPX(R) is available at approximately 6,000 retail locations throughout the country. In its wholesale operations, the Partnership principally sells propane to large industrial end-users and other propane distributors.

PROPANE SUPPLY AND STORAGE

Supplies of propane from the Partnership's sources historically have been readily available. During the year ended September 30, 1999, the Partnership purchased over 65% of its propane from 10 suppliers, including the Shell Oil companies (approximately 16%), Dynegy (approximately 15%), and the Amoco companies (approximately 14%). Management believes that if supplies from these sources were interrupted, the Partnership would be able to secure adequate propane supplies from other sources without a material disruption of its operations; however, the cost of procuring replacement supplies might be materially higher and, at least on a short-term basis, margins could be affected. Aside from Shell, Dynegy and Amoco, no single supplier provided more than 10% of the Partnership's total propane supply in fiscal year 1999. In certain market areas, however, some suppliers provide 70% to 80% of the Partnership's requirements. Disruptions in supply in these areas could also have an adverse impact on the Partnership's margins.

The Partnership has over 200 sources of supply, and it also makes purchases on the spot market. The Partnership purchases its propane supplies from domestic and international suppliers. Over 80% of propane purchases by the Partnership in the 1999 fiscal year were on a contractual basis under one- or two-year agreements subject to annual review. More than 70% of the supply contracts provide for pricing based upon posted prices at the time of delivery or the current prices established at major storage points such as Mont Belvieu, Texas, or Conway, Kansas. In addition, some agreements provide maximum and minimum seasonal purchase volume guidelines. The percentage of contract purchases, and the amount of supply contracted for at fixed prices, will vary from year to year as determined by the General Partner. The Partnership uses a number of interstate pipelines, as well as railroad tank cars, delivery trucks and barges, to transport propane from suppliers to storage and distribution facilities. The Partnership stores propane at facilities in Arizona, Rhode Island, Utah and several other locations.

Because the Partnership's profitability is sensitive to changes in wholesale propane costs, the Partnership generally seeks to pass on increases in the cost of propane to customers. There is no assurance, however, that the Partnership will always be able to pass on product cost increases fully, particularly when product costs rise rapidly. In fiscal year 1997, when the Mont Belvieu price per gallon of propane more than doubled between April 1, 1996 ($.34625) and December 16, 1996 ($.75), the Partnership was able to maintain its profitability through the use of risk management techniques designed to control product costs, and by passing product cost increases through to end users.

The Partnership expects to be able to secure adequate product supply for its customers during fiscal year 2000. Periods of severe cold weather, supply interruptions, or other unforeseen events, however, could result in rapid increases in product cost. The General Partner has adopted supply acquisition and product price risk management practices to reduce the effect of price volatility on product costs. These practices currently include the use of summer storage, prepaid contracts for future product delivery and derivative commodity instruments such as options and propane price swaps. See "Management's Discussion and Analysis of Financial Condition and Results of Operations - Market Risk Disclosures."

The following graph shows the average prices of propane on the propane spot market during the last five fiscal years at Mont Belvieu, Texas and Conway, Kansas, two major storage areas.

AVERAGE PROPANE SPOT MARKET PRICES
(Cents per gallon)

	Mont Belvieu	Conway
Oct-94	$0.32.5952	$0.29.5298
Nov-94	$0.34.6063	$0.30.6938
Dec-94	$0.33.4345	$0.30.1607
Jan-95	$0.32.8338	$0.29.551
Feb-95	$0.31.8687	$0.28.9253
Mar-95	$0.32.8372	$0.30.0111
Apr-95	$0.32.3126	$0.30.0405
May-95	$0.32.7534	$0.31.2293
Jun-95	$0.31.842	$0.31.4955
Jul-95	$0.30.8108	$0.31.3834
Aug-95	$0.31.3433	$0.33.1724
Sep-95	$0.31.3608	$0.32.4765
Oct-95	$0.30.946	$0.32.7784
Nov-95	$0.30.9531	$0.32.7406
Dec-95	$0.35.3219	$0.38.1719
Jan-96	$0.36	$0.36.2415
Feb-96	$0.40.8563	$0.37.7688
Mar-96	$0.37.2292	$0.36.0119
Apr-96	$0.35.5744	$0.34.1071
May-96	$0.34.9233	$0.34.4773
Jun-96	$0.34.925	$0.36.3531
Jul-96	$0.35.6339	$0.37.2679
Aug-96	$0.38.4403	$0.37.9773
Sep-96	$0.47.0156	$0.44.7844
Oct-96	$0.51.5734	$0.51.5272
Nov-96	$0.58.0493	$0.63.4112
Dec-96	$0.61.0446	$0.84.2917
Jan-97	$0.47.4545	$0.63.392
Feb-97	$0.38.7105	$0.39.0197
Mar-97	$0.38.5	$0.37.2563
Apr-97	$0.34.875	$0.35.2614
May-97	$0.35.3095	$0.36.4762
Jun-97	$0.34.4286	$0.35.8631
Jul-97	$0.34.9063	$0.34.6278
Aug-97	$0.37.0268	$0.36.5268
Sep-97	$0.38.6786	$0.37.9524
Oct-97	$0.39.8261	$0.37.3207
Nov-97	$0.35.9479	$0.35.0035
Dec-97	$0.33.571	$0.31.3636
Jan-98	$0.30.0656	$0.28.2063
Feb-98	$0.29.7862	$0.28.3237
Mar-98	$0.27.3892	$0.27.8381
Apr-98	$0.29.0565	$0.29.4702
May-98	$0.27.4188	$0.27.8231
Jun-98	$0.24.4205	$0.24.8409
Jul-98	$0.24.5398	$0.24.5483
Aug-98	$0.24.1161	$0.23.8661
Sep-98	$0.24.8304	$0.24.0417
Oct-98	$0.25.7188	$0.24.5682
Nov-98	$0.24.7862	$0.23.2007
Dec-98	$0.20.8949	$0.18.7188
Jan-99	$0.21.7467	$0.19.6086
Feb-99	$0.22.4342	$0.20.5822
Mar-99	$0.24.1005	$0.23.4022
Apr-99	$0.28.2619	$0.27.5774
May-99	$0.28.3063	$0.26.8813
Jun-99	$0.30.9517	$0.28.679
Jul-99	$0.37.2619	$0.34.622
Aug-99	$0.40.5085	$0.37.5597
Sep-99	$0.43.1786	$0.42.4048

COMPETITION

Propane competes with other sources of energy, some of which are less costly for equivalent energy value. Propane distributors compete for customers against suppliers of electricity, fuel oil and natural gas, principally on the basis of price, service, availability and portability. Electricity is a major competitor of propane, but propane generally enjoys a competitive price advantage over electricity for space heating, water heating and cooking. As previously stated, we are unable to predict the ultimate impact that the deregulation of electric generation may have on propane's current competitive price advantage. Since the 1970s, many new homes have been built to use electrical heating systems and appliances. Fuel oil is also a major competitor of propane and is generally less expensive than propane. Operating efficiencies and other factors such as air quality and environmental advantages, however, generally make propane competitive with fuel oil as a heating source. Furnaces and appliances that burn propane will not operate on fuel oil, and vice versa, and, therefore, a conversion from one fuel to the other requires the installation of new equipment. Propane serves as an alternative to natural gas in rural and suburban areas where natural gas is unavailable or portability of product is required. Natural gas is generally a less expensive source of energy than propane, although in areas where natural gas is available, propane is used for certain industrial and commercial applications and as a standby fuel during interruptions in natural

gas service. The gradual expansion of the nation's natural gas distribution systems has resulted in the availability of natural gas in some areas that previously depended upon propane. However, natural gas pipelines are not present in many regions of the country where propane is sold for heating and cooking purposes.

The domestic propane retail distribution business is highly competitive. The Partnership competes in this business with other large propane marketers, including other full-service marketers, and thousands of small independent operators. In recent years, some rural electric cooperatives and fuel oil distributors have expanded their businesses to include propane distribution and the Partnership competes with them as well. Based on the most recent annual survey by the American Petroleum Institute, the 1997 domestic retail market for propane (annual sales for other than chemical uses) was approximately 10.3 billion gallons and, based on LP-GAS magazine rankings, 1998 sales volume of the ten largest propane companies (including AmeriGas Partners) represented approximately 40% of domestic retail sales. Management believes the Partnership's 1999 retail volume represents approximately 8% of the domestic retail market. The ability to compete effectively depends on supplying customer service, maintaining competitive retail prices and controlling operating expenses.

Competition can intensify in response to a variety of factors, including significantly warmer-than-normal weather, higher prices resulting from extraordinary increases in the cost of propane, and recessionary economic factors. The Partnership may experience greater than normal customer losses in certain years when competitive conditions reflect any of these factors.

In the motor fuel market, propane competes with gasoline and diesel fuel. When gasoline prices are high relative to propane, propane competes effectively. Wholesale propane distribution is a highly competitive, low margin business. Propane sales to other retail distributors and large-volume, direct-shipment industrial end users are price sensitive and frequently involve a competitive bidding process.

PROPERTIES

As of September 30, 1999, the Partnership owned approximately 81% of its district locations. In addition, the Partnership subleases three one-million barrel underground storage caverns in Arizona to store propane and butane for itself and third parties. The Partnership also leases a 600,000 barrel refrigerated, above-ground storage facility in California, which could be used in connection with waterborne imports or exports of propane or butane. The California facility, which the Partnership operates, is currently subleased to several refiners for the storage of butane. In Rhode Island, the Partnership leases storage with a 400,000 barrel capacity.

The transportation of propane requires specialized equipment. The trucks and railroad tank cars utilized for this purpose carry specialized steel tanks that maintain the propane in a liquefied state. As of September 30, 1999, the Partnership operated a fleet of approximately 150 transport trucks, 40% of which are leased. It owned approximately 315 transport trailers and leased over 400 railroad tank cars. In addition, the Partnership fleet included over 2,400 bobtail and rack trucks, and approximately 1,800 other delivery and service vehicles. Approximately 41% of these vehicles were owned. Other assets owned at September 30, 1999 included more than one million stationary storage tanks with typical capacities of 100 to 1,000 gallons and over 1.1 million portable propane cylinders with typical capacities of 5 to 100 gallons. The Partnership also owned more than 2,400 large volume tanks which are used for its own storage requirements. Most of the Partnership's debt is secured by liens and mortgages on the Partnership's real and personal property.

TRADE NAMES, TRADE AND SERVICE MARKS

The Partnership markets propane principally under the "AmeriGas(R)," "America's Propane Company(R)" and "PPX Prefilled Propane Xchange(R)" trade names and related service marks. UGI owns, directly or indirectly, all the right, title and interest in the "AmeriGas" and "Petrolane(R)" trade names and related trade and service marks. The General Partner owns all right, title and interest in the "America's Propane Company" and "PPX Prefilled Propane Xchange" trade names and related service marks. The Partnership has an exclusive (except for use by UGI, AmeriGas, Inc. and the General Partner), royalty-free license to use these names and trade and service marks. UGI, Petrolane Incorporated and the General Partner each has the option to terminate its respective license agreement on 12 months prior notice (immediately in the case of the General Partner), without penalty, if the General Partner is removed as general partner of the Partnership other than for cause. If the General Partner ceases to serve as the general partner of the Partnership for cause, Petrolane and the General Partner each has the option to terminate its license agreement upon payment of a fee equal to the fair market value of the licensed trade names. UGI has a similar termination option, however, UGI must provide 12 months prior notice in addition to paying the fee.

The General Partner has discontinued widespread use of the "Petrolane" trade name and conducts Partnership operations almost exclusively under the "AmeriGas," "America's Propane Company" and "PPX Prefilled Propane Xchange" trade names and related service marks.

SEASONALITY

Because many customers use propane for heating purposes, the Partnership's retail sales volume is seasonal, with approximately 56% of the Partnership's fiscal year 1999 retail sales volume and approximately 83% of its earnings before interest expense, income taxes, depreciation and amortization occurring during the five-month peak heating season from November through March. As a result of this seasonality, sales are concentrated in the Partnership's first and second fiscal quarters (October 1 through March 31). Cash receipts are greatest during the second and third fiscal quarters when customers pay for propane purchased during the winter heating season.

Sales volume for the Partnership traditionally fluctuates from year-to-year in response to variations in weather, prices, competition, customer mix and other factors, such as conservation efforts and general economic conditions. For historical information on national weather statistics, see "Management's Discussion and Analysis of Financial Condition and Results of Operations."

GOVERNMENT REGULATION

The Partnership is subject to various federal, state and local environmental, safety and transportation laws and regulations governing the storage, distribution and transportation of propane. These laws include, among others, the Resource Conservation and Recovery Act, the Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA"), the Clean Air Act, the Occupational Safety and Health Act, the Emergency Planning and Community Right to Know Act, the Clean Water Act and comparable state statutes. CERCLA, also known as the "Superfund" law, imposes joint and several liability on certain classes of persons considered to have contributed to the release or threatened release of a "hazardous substance" into the environment without regard to fault or the legality of the original conduct. Propane is not a hazardous substance within the meaning of federal and state environmental laws. However, the Partnership owns and operates real property where such hazardous substances may exist. See Notes 2 and 9 to the Company's Consolidated Financial Statements.

All states in which the Partnership operates have adopted fire safety codes that regulate the storage and distribution of propane. In some states these laws are administered by state agencies, and in others they are administered on a municipal level. The Partnership conducts training programs to help ensure that its operations are in compliance with applicable governmental regulations. With respect to general operations, National Fire Protection Association Pamphlets No. 54 and No. 58, which establish a set of rules and procedures governing the safe handling of propane, or comparable regulations, have been adopted as the industry standard in a majority of the states in which the Partnership operates. The Partnership maintains various permits under environmental laws that are necessary to operate certain of its facilities, some of which may be material to the operations of the Partnership. Management believes that the procedures currently in effect at all of its facilities for the handling, storage and distribution of propane are consistent with industry standards and are in compliance in all material respects with applicable environmental, health and safety laws.

With respect to the transportation of propane by truck, the Partnership is subject to regulations promulgated under the Federal Motor Carrier Safety Act. These regulations cover the transportation of hazardous materials and are administered by the United States Department of Transportation ("DOT"). During 1999, the Research and Special Programs Administration ("RSPA"), a division of the DOT, issued new regulations applicable to cargo tanks used to transport propane and procedures for loading propane on and off cargo tanks. Specific provisions include, among other things, revised attendance requirements for unloading propane and new requirements for emergency discharge control equipment, such as remote control devices that enable the driver to stop the unloading process at a distance from the vehicle and passive systems that will shut down loading and unloading without human intervention. The Partnership is in compliance with the new regulations and is evaluating the equipment that is being developed to comply with the passive systems requirements that will become effective in July 2001.

The Natural Gas Safety Act of 1968 required the DOT to develop and enforce minimum safety regulations for the transportation of gases by pipeline. The DOT's pipeline safety code applies to, among other things, a propane gas system which supplies 10 or more customers from a single source and a propane gas system any portion of which is located in a public place. The code requires operators of all gas systems to provide training and written instructions for employees, establish written procedures to minimize the hazards resulting from gas pipeline emergencies, and keep records of inspections and testing.

EMPLOYEES

The Partnership does not directly employ any persons responsible for managing or operating the Partnership. The General Partner provides these services and is reimbursed for its direct and indirect costs and expenses, including all compensation and benefit costs. At September 30, 1999, the General Partner had 5,026 employees, including 277 temporary and part-time employees. UGI also performs certain financial and administrative services for the General Partner on behalf of the Partnership and is reimbursed by the Partnership for its direct and indirect costs and expenses.

ITEM 3. LEGAL PROCEEDINGS

There are no material legal proceedings pending involving the Partnership, any of its subsidiaries or any of their properties, and no such proceedings are known to be contemplated by governmental authorities other than claims arising in the ordinary course of the Partnership's business.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matter was submitted to a vote of security holders during the last fiscal quarter of the 1999 fiscal year.

PART II: SECURITIES AND FINANCIAL INFORMATION

ITEM 5. MARKET FOR REGISTRANT'S COMMON UNITS AND RELATED SECURITY HOLDER MATTERS

Each common unit ("Common Unit") represents a limited partner interest. The Common Units are listed on the New York Stock Exchange, which is the principal trading market for such securities, under the symbol "APU." The following table sets forth, for the periods indicated, the high and low sale prices per Common Unit, as reported on the New York Stock Exchange Composite Transactions tape, and the amount of cash distributions paid per Common Unit.

	PRICE RANGE		CASH
1999 FISCAL YEAR	HIGH	LOW	DISTRIBUTION
Fourth Quarter	$20.5625	$18.3125	$0.55
Third Quarter	22.1250	18.8750	0.55
Second Quarter	25.1250	17.0000	0.55
First Quarter	26.0000	21.5000	0.55

	PRICE RANGE		CASH
1998 FISCAL YEAR	HIGH	LOW	DISTRIBUTION
Fourth Quarter	$25.0625	$21.0000	$0.55
Third Quarter	26.4375	22.7500	0.55
Second Quarter	27.0000	24.3750	0.55
First Quarter	27.2500	23.3750	0.55

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As of December 1, 1999, there were 1,289 record holders of the Partnership's Common Units. There is no established public trading market for the Partnership's subordinated units, representing limited partner interests ("Subordinated Units"). The Partnership makes quarterly distributions to its partners in an aggregate amount equal to its Available Cash, as defined in the Amended and Restated Agreement of Limited Partnership of AmeriGas Partners, L.P., which is filed as an exhibit to this report. Available Cash generally means, with respect to any fiscal quarter of the Partnership, all cash on hand at the end of such quarter, plus all additional cash on hand as of the date of determination resulting from borrowings subsequent to the end of such quarter, less the amount of cash reserves established by the General Partner in its reasonable discretion for future cash requirements. Certain reserves are maintained to provide for the payment of principal and interest under the terms of the Partnership's debt agreements and other reserves may be maintained to provide for the proper conduct of the Partnership's business, and to provide funds for distribution during the next four fiscal quarters. The information concerning restrictions on distributions required by Item 5 of this report is incorporated herein by reference to Notes 3 and 4 to the Partnership's Consolidated Financial Statements which are incorporated herein by reference. Distributions of Available Cash to the holders of Subordinated Units are subject to the prior rights of holders of the Common Units to receive the Minimum Quarterly Distribution ("MQD") for each quarter during the subordination period, and to receive any arrearages in the distribution of the MQD on the Common Units for prior quarters during the subordination period. The subordination period will not end earlier than April 1, 2000. See "Management's Discussion and Analysis of Financial Condition and Results of Operations."

ITEM 6. SELECTED FINANCIAL DATA

	Year Ended September 30, 1999	1998	1997	1996	April 19 to September 30, 1995 (a)
	(Thousands of dollars, except per unit)				
FOR THE PERIOD:					
INCOME STATEMENT DATA:					
Revenues	$ 872,535	$ 914,378	$ 1,077,825	$ 1,013,225	$ 269,500
Operating income (loss)	92,646	87,918	110,373	72,866	(20,088)
Income (loss) before income taxes	26,061	21,729	44,715	10,084	(47,400)
Net income (loss)	25,635	21,402	43,980	10,238	(47,107)
Limited partners' interest in net income (loss)	25,379	21,188	43,540	10,136	(46,636)
Income (loss) per limited partner unit - basic and diluted	0.61	0.51	1.04	0.24	(1.12)
Cash distributions declared	2.20	2.20	2.20	2.20	.446
AT PERIOD END:					
BALANCE SHEET DATA:					
Current assets	$ 140,569	$ 133,346	$ 183,091	$ 199,452	$ 199,438
Total assets	1,196,461	1,217,216	1,318,661	1,360,292	1,423,615
Current liabilities (excluding debt)	148,513	144,229	146,449	157,182	126,270
Total debt	766,725	718,994	718,728	707,453	657,726
Minority interest	3,380	4,049	5,043	5,497	6,704
Partners' capital	234,041	299,875	397,537	442,236	560,959
OTHER DATA:					
EBITDA (b)	$ 157,524	$ 151,143	$ 172,377	$ 134,497	$ 6,497
Capital expenditures (including capital leases)	$ 34,577	$ 31,577	$ 24,470	$ 21,908	$ 11,282
Retail propane gallons sold (millions)	783.2	785.3	807.4	855.4	243.6
Degree days - % (warmer) colder than normal (c)	(9.9)	(8.7)	(1.2)	1.7	N.M.

N.M. - Not Meaningful.

(a) Represents financial data for the period April 19, 1995, the date the Partnership commenced operations, through September 30, 1995.

(b) EBITDA (earnings before interest expense, income taxes, depreciation and amortization) should not be considered as an alternative to net income (as an indicator of operating performance) or as an alternative to cash flow (as a measure of liquidity or ability to service debt obligations) and is not a measure of performance or financial condition under generally accepted accounting principles.

(c) Based upon national weather statistics provided by the National Oceanic and Atmospheric Administration (NOAA) for 335 airports in the continental U.S.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

ANALYSIS OF RESULTS OF OPERATIONS

The following analysis compares the Partnership's results of operations for (1) the year ended September 30, 1999 ("Fiscal 1999") with the year ended September 30, 1998 ("Fiscal 1998") and (2) Fiscal 1998 with the year ended September 30, 1997 ("Fiscal 1997").

The following table provides gallon, weather and certain financial information for the Partnership:

AmeriGas Partners, L.P.
(Millions, except per gallon and percentages)

	Year Ended September 30,		
	1999	1998	1997
Gallons sold:			
Retail	783.2	785.3	807.4
Wholesale	190.6	205.1	218.6
	973.8	990.4	1,026.0
Revenues:			
Retail propane	$ 709.8	$ 746.1	$ 868.2
Wholesale propane	75.3	88.5	126.0
Other	87.4	79.8	83.6
	$ 872.5	$ 914.4	$1,077.8
Total propane margin (a)	$ 431.1	$ 423.9	$ 430.2
Total margin (a)	$ 481.8	$ 470.6	$ 477.4
EBITDA (b)	$ 157.6	$ 151.1	$ 172.4
Operating income	$ 92.6	$ 87.9	$ 110.4
Degree days - % warmer than normal (c)	9.9%	8.7%	1.2%

(a) Revenues less related cost of sales.

(b) EBITDA (earnings before interest expense, income taxes, depreciation and amortization) should not be considered as an alternative to net income (as an indicator of operating performance) or as an alternative to cash flow (as a measure of liquidity or ability to service debt obligations) and is not a measure of performance or financial condition under generally accepted accounting principles.

(c) Based upon national weather statistics provided by the National Oceanic and Atmospheric Administration (NOAA) for 335 airports in the continental U.S.

PARTNERSHIP RESULTS OF OPERATIONS

FISCAL 1999 COMPARED WITH FISCAL 1998

Temperatures during the heating season have a significant impact on our propane retail sales volumes because many of our customers use propane for heating purposes. For the second year in a row, significantly warmer than normal weather impacted the Partnership's results. Based upon national weather data, temperatures in Fiscal 1999 were 9.9% warmer than normal and 1.3% warmer than in Fiscal 1998. Retail volumes of propane sold were slightly lower in Fiscal 1999 primarily as a result of a 7.3 million decline in agricultural gallons as a dry autumn reduced demand for crop drying. Partially offsetting the decrease in agricultural gallons were higher motor fuel sales, increased gallons sold through our PPX Prefilled Propane Xchange(R) program, and, notwithstanding the warmer weather, higher sales to residential customers. During Fiscal 1999, we targeted for growth the higher-margin residential heating customer market which resulted in residential volume growth despite the warmer weather.

Total revenues from retail propane sales declined $36.3 million in Fiscal 1999 due primarily to lower average selling prices. The lower average selling prices resulted from lower propane product costs. Wholesale propane revenues declined $13.2 million reflecting (1) a $6.9 million decrease as a result of lower average wholesale prices and (2) a $6.3 million decrease as a result of lower wholesale volumes sold. Nonpropane revenues increased $7.6 million in Fiscal 1999 reflecting higher appliance and cylinder sales, increased terminal and hauling revenues, and greater customer fee revenues. Cost of sales declined $53.0 million primarily as a result of lower propane product costs.

Total margin increased $11.2 million in Fiscal 1999 due to (1) slightly higher average retail unit margin per gallon, (2) greater total margin from our PPX Prefilled Propane Xchange(R) program, and (3) an increase in total margin from appliance sales, customer fees and hauling and terminal revenue.

EBITDA (earnings before interest expense, income taxes, depreciation and amortization) and operating income were higher in Fiscal 1999 as a result of (1) the higher total margin and (2) higher other income. These increases were partially offset by an increase in operating expenses. Other income, net, in the prior year included a $4.0 million loss from two interest rate protection agreements entered into to reduce interest rate exposure associated with an anticipated debt refinancing. When we postponed the refinancing due to volatility in the corporate debt markets, we recorded a loss on these interest rate agreements. Operating expenses of the Partnership were $329.6 million in Fiscal 1999 compared with $320.2 million in Fiscal 1998. Operating expenses in Fiscal 1998 are net of (1) $2.7 million of income from lower required accruals for environmental matters and (2) $2.0 million of income from lower required accruals for property taxes. Excluding the impact of these items in the prior year, operating expenses increased $4.7 million in Fiscal 1999 principally due to expenses associated with new business initiatives. Continued attention to controlling our operating expenses resulted in our total base business expenses, which exclude expenses associated with new business initiatives, remaining essentially unchanged.

FISCAL 1998 COMPARED WITH FISCAL 1997

Retail and wholesale volumes sold in Fiscal 1998 were lower due to warmer heating-season weather. Weather in Fiscal 1998 was 8.7% warmer than normal compared to weather that was 1.2% warmer than normal in Fiscal 1997. In particular, the critical heating-season period of January and February 1998 was the warmest in more than 100 years.

Total revenues from our retail propane sales were $746.1 million in Fiscal 1998, a decrease of $122.1 million from Fiscal 1997. The decrease includes $98.3 million from a reduction in average selling prices and $23.8 million from the lower retail volumes sold. Our wholesale propane revenues in 1998 decreased $37.5 million to $88.5 million due to lower Fiscal 1998 selling prices and lower volumes. The lower average retail and wholesale selling prices were due to significantly lower propane product costs. Other revenues were $79.8 million in Fiscal 1998, a decrease of $3.8 million, due in large part to reduced terminal and storage revenues and lower appliance sales revenues. Propane cost of sales declined in Fiscal 1998 as a result of the lower volumes sold and lower propane product costs.

Total margin declined $6.8 million in Fiscal 1998 due to the lower retail volumes sold. The decline in Fiscal 1998 total margin resulting from the lower sales was partially offset by slightly higher average retail unit margin. The higher average unit margin in Fiscal 1998 principally resulted from the lower propane product costs.

The decrease in Fiscal 1998 operating income and EBITDA reflects (1) lower other income, (2) a decrease in total propane margin, and (3) slightly higher operating expenses. Other income, net, in Fiscal 1998 includes a $4.0 million loss from two interest rate protection agreements entered into to reduce interest rate exposure associated with an anticipated refinancing of the Operating Partnership's Acquisition Facility in late Fiscal 1998. Other income in Fiscal 1997 includes (1) $4.7 million from the sale of the Partnership's 50% interest in Atlantic Energy, Inc., a storage terminal facility in Chesapeake, Virginia, (2) higher customer finance charges, and (3) higher interest income. Operating expenses of the Partnership were $320.2 million in Fiscal 1998 compared to $316.4 million in Fiscal 1997. Operating expenses in Fiscal 1998 include the benefit of (1) $2.7 million from lower required accruals for environmental matters and (2) $2.0 million from lower required accruals for property taxes. Excluding these items, operating expenses of the Partnership in Fiscal 1998 were $8.5 million higher, an increase of 2.7%, primarily due to incremental expenses associated with (1) acquisitions and (2) new business activities including start-up locations and our PPX Prefilled Propane Xchange(R) program. Excluding the impact of these new business activities, our base business total expenses were essentially unchanged.

FINANCIAL CONDITION AND LIQUIDITY

CAPITALIZATION AND LIQUIDITY

The Operating Partnership's primary cash sources since its formation in 1995 have been (1) cash generated by operations, (2) borrowings under its Bank Credit Agreement, and (3) the issuance of $70 million of long-term debt in Fiscal 1999.

The Operating Partnership's Bank Credit Agreement consists of (1) a $100 million Revolving Credit Facility and (2) a $75 million Acquisition Facility. The Revolving Credit Facility may be used for (1) working capital, (2) capital expenditures, and (3) interest and distribution payments. Revolving Credit Facility loans were $22 million at September 30, 1999 and $10 million at September 30, 1998. The Operating Partnership's borrowing needs are seasonal, and are typically greatest during the fall and early winter months due to higher working capital needs. The Operating Partnership may borrow under its Acquisition Facility to finance the purchase of propane businesses or propane business assets. The Acquisition Facility operates like a revolving facility until September 15, 2000. At that time, the total amount outstanding will convert to a quarterly amortizing four-year term loan. Loans outstanding under the Acquisition Facility at September 30, 1999 were $23 million, but the Operating Partnership had the ability to borrow an additional $47 million based upon eligible propane business and asset expenditures through that date.

The Operating Partnership also has a credit agreement with the General Partner to borrow up to $20 million on an unsecured, subordinated basis, to fund (1) working capital, (2) capital expenditures, and (3) interest and distribution payments. UGI has agreed to contribute up to $20 million to the General Partner to fund such borrowings.

The Partnership must maintain certain financial ratios in order to borrow under the Bank Credit Agreement including a minimum interest coverage ratio and a maximum debt to EBITDA ratio. The Partnership's ratios calculated as of September 30, 1999 permit it to borrow up to the maximum amount available. For a more detailed discussion of the Partnership's credit facilities, see Note 4 to Consolidated Financial Statements.

The Partnership's management believes that cash flow from operations and Bank Credit Agreement borrowings will be sufficient to satisfy its liquidity needs in fiscal 2000.

PARTNERSHIP DISTRIBUTIONS

Since our formation in 1995, we have paid the MQD on all limited partner units outstanding. The amount of Available Cash needed annually to pay the MQD on all units and the general partner interests is approximately $94 million. A reasonable proxy for the amount of cash available for distribution that is generated by the Partnership can be calculated by subtracting (1) cash interest expense and (2) capital expenditures needed to maintain operating capacity, from the Partnership's EBITDA. Distributable cash flow as calculated for Fiscal 1999, Fiscal 1998 and Fiscal 1997 is as follows:

Year Ended September 30,	1999	1998	1997
(Millions of dollars)			
EBITDA (a)	$ 157.5	$ 151.1	$ 172.4
Cash interest expense (b)	(68.3)	(67.6)	(66.8)
Maintenance capital expenditures	(10.5)	(10.3)	(7.9)
Distributable cash flow	$ 78.7	$ 73.2	$ 97.7

(a) EBITDA (earnings before interest expense, income taxes, depreciation and amortization) should not be considered as an alternative to net income (as an indicator of operating performance) or as an alternative to cash flow (as a measure of liquidity or ability to service debt obligations) and is not a measure of performance or financial condition under generally accepted accounting principles.

(b) Interest expense adjusted for noncash items.

Although distributable cash flow is a reasonable estimate of the amount of cash generated by the Partnership, it does not reflect changes in working capital which can significantly affect cash available for distribution and it is not a measure of performance or financial condition under generally accepted accounting principles. Although the levels of distributable cash flow in Fiscal 1999 and 1998 were less than the full MQD, borrowings in Fiscal 1999 and cash generated from changes in the Partnership's working capital in Fiscal 1998 were more than sufficient to permit the Partnership to pay the full MQD. The ability of the Partnership to pay the MQD on all units depends upon a number of factors. These factors include (1) the level of Partnership earnings, (2) the cash needs of the Partnership's operations (including cash needed for maintaining and increasing operating capacity), (3) changes in operating working capital, and (4) the Partnership's ability to borrow under its Bank Credit Agreement and refinance maturing debt. Some of these factors are affected by conditions beyond our control including weather, competition in markets we serve, and the cost of propane.

CONVERSION OF SUBORDINATED UNITS

The AmeriGas Partners L.P. Amended and Restated Agreement of Limited Partnership dated as of September 18, 1995 (Partnership Agreement) provides that a total of 4,945,537 of its Subordinated Units may convert into Common Units on the first day after the distribution record date for any quarter ending on or after March 31, 1998, and an additional 4,945,537 Subordinated Units may convert on the first day after the distribution record date for any quarter ending on or after March 31, 1999, if as of such quarterly dates certain historical and projected cash generation-based requirements are met. Because the required cash generation-based objectives were achieved as of March 31, 1999, a total of 9,891,074 Subordinated Units held by the General Partner and a subsidiary were converted to Common Units on May 18, 1999. The remaining 9,891,072 Subordinated Units we hold are eligible to convert to Common Units on the first day after the record date for any quarter ending on or after March 31, 2000 in respect of which certain historical cash generation-based requirements are met, as defined in the Partnership Agreement. The ability of the Partnership to attain these requirements will depend upon a number of factors including highly seasonal operating results, changes in working capital, asset sales and the Partnership's ability to borrow and refinance maturing debt. Based upon projections assuming normal weather, it is reasonably possible that the remaining 9,871,072 Subordinated Units could convert to Common Units during fiscal 2000.

CASH FLOWS

OPERATING ACTIVITIES. Although Fiscal 1999 net income was greater than Fiscal 1998, cash flow from operating activities was $62.7 million lower as a result of lower cash from changes in operating working capital. Changes in working capital in Fiscal 1999 used $19.3 million of cash while changes in working capital in Fiscal 1998 provided $51.1 million of cash (principally from reductions in accounts receivable and inventories). Cash flow from operations before changes in working capital was $7.8 million higher in 1999 reflecting the increase in operating results.

INVESTING ACTIVITIES. In Fiscal 1999 we spent $31.1 million in cash for property, plant and equipment (excluding $3.5 million in capital lease additions) compared with $31.6 million of cash expenditures in Fiscal 1998. We acquired a number of propane businesses in Fiscal 1999 for net cash consideration of $3.9 million compared with $8.1 million of such expenditures in 1998. We expect to have approximately $37.4 million of capital expenditures in fiscal 2000 which will be financed from operating cash flows and Bank Credit Agreement borrowings.

FINANCING ACTIVITIES. We paid the MQD on all Common Units and Subordinated Units, as well as the general partner interests, totaling $94.2 million in Fiscal 1999. During Fiscal 1998, we paid $94.1 million in such distributions. Net borrowings under our Revolving Credit Facility were $12 million in Fiscal 1999 compared to net repayments of $18 million in Fiscal 1998 which resulted from the strong Fiscal 1998 operating cash flow. We issued $70 million of ten-year Series D First Mortgage Notes in Fiscal 1999. The proceeds were used principally to repay Acquisition Facility and Revolving Credit Facility borrowings. We subsequently borrowed an additional $23 million under the Acquisition Facility.

YEAR 2000 MATTERS

The Year 2000 ("Y2K") issue is a result of computer programs being written using two digits (rather than four) to identify and process a year in a date field. Computer programs, computer-controlled systems and equipment with embedded software may recognize date fields using "00" as the year 1900 rather than the year 2000. If uncorrected, miscalculations and possible computer-based system failures could result which might disrupt business operations. We are designating the following information as our "Year 2000 Readiness Disclosure."

Recognizing the potential business consequences of the Y2K issue, we conducted a detailed assessment of our critical, date sensitive, computer-based systems to identify those systems that were not Y2K compliant and developed a program to modify those systems that were not otherwise scheduled for replacement prior to the year 2000. Our Y2K compliance efforts focused on our ability to continue to perform three critical operating functions: (1) obtain products to sell; (2) provide service to our customers; and (3) bill customers and pay our vendors and employees.

Those systems that we assessed included (1) our information technology ("IT") systems such as computer hardware and software we use in the operation of our business and (2) our non-IT systems that contain embedded systems with potentially date-sensitive components such as micro-controllers contained in various equipment and facilities. Among these systems are our customer information and data systems and our financial systems including payroll and our propane fuel accounting, supply and transportation system. In order to identify and modify those systems that we determined were not Y2K compliant, we used internal resources as well as outside consultants and vendor representatives. In addition to assessing, identifying and modifying our own systems, we developed and implemented a program to attempt to determine the Y2K compliance status of third parties, including our key suppliers and vendors, and certain of our customers. The Partnership has successfully modified or replaced all of our critical IT and non-IT systems that were not Y2K compliant.

As previously mentioned, in addition to assuring our IT and non-IT systems are Y2K compliant, we developed and implemented a program to assess the readiness of our key suppliers and third-party providers. Although none of our products or services are of themselves date sensitive, as a company with operations throughout the United States, we are dependent upon other companies whose IT and non-IT systems may not be Y2K compliant. We rely on these companies for the supply and transportation of propane. Additionally, we depend on other companies to supply us with propane tanks and cylinders, fuel for our vehicles, as well as other products and services we need to operate our businesses. We have completed our program to contact and inquire of the readiness of these key suppliers and vendors. We have evaluated the responses received from our critical vendors and suppliers, and to the extent we were not satisfied with the responses, or have determined that the responses indicate a lack of Y2K readiness, we have developed contingency plans. The major elements of these contingency plans are based upon the use of manual back-up systems, alternative supply sources, higher critical inventory levels, and additional staffing. These contingency plans attempt to mitigate the potential impact of Y2K noncompliance by our key suppliers and vendors. However, these plans cannot assure that business disruptions that may be caused by key suppliers or third-party providers will not have a material adverse impact on our operations. The Partnership has completed its business contingency plans.

In addition, there are other Y2K risks which are beyond our control, any of which could have a material adverse impact on our operations. Such risks include, but are not limited to, the failure of utility and telecommunications companies to provide service and the failure of financial institutions to process transactions.

Expenses associated with our Y2K efforts during the last three fiscal years totaled approximately $2 million.

IMPACT OF INFLATION

Inflation affects the prices the Partnership pays for operating and administrative services and, to some extent, propane gas. Competitive pressures in propane markets may limit the Partnership's ability to recover fully propane product cost increases. The Partnership attempts to limit the effects of inflation on its results of operations through cost control efforts and productivity improvements.

MARKET RISK DISCLOSURES

Our primary market risk exposures are market prices for propane and changes in interest rates.

Price risk associated with fluctuations in the prices we pay for propane is principally a result of market forces reflecting changes in supply and demand. The Partnership's profitability is sensitive to changes in propane supply costs, and the Partnership generally seeks to pass on increases in such costs to customers. There is no assurance, however, that the Partnership will be able to do so. In order to manage a portion of our propane market price risk, we use contracts for the forward purchase of propane, propane fixed-price supply agreements, and derivative commodity instruments such as price swap and option contracts. Although we use derivative financial and commodity instruments to reduce market price risk associated with forecasted transactions, we do not use derivative financial and commodity instruments for trading purposes.

We have market risk exposure from changes in interest rates on borrowings under the Operating Partnership's Bank Credit Agreement. This agreement has interest rates on borrowings that are indexed to short-term market interest rates. At September 30, 1999 and 1998, borrowings outstanding under this facility totaled $45 million and $70 million, respectively. Based upon average borrowings under these agreements during Fiscal 1999 and Fiscal 1998, an increase in interest rates of 100 basis points (1%) would have increased interest expense by $0.6 million and $0.5 million, respectively. We also use long-term debt as a source of capital. This debt is typically issued at fixed rates of interest based upon market rates for debt having similar terms and credit ratings. As those long-term debt issues mature, we may refinance such debt with new debt having interest rates reflecting then-current market conditions. This debt may have an interest rate that is more or less than the refinanced debt. On occasion, we enter into interest rate protection agreements to reduce interest rate risk associated with a forecasted issuance of debt.

The following table summarizes the fair value of our market risk sensitive instruments at September 30, 1999 and 1998. It also includes the change in fair value that would result if there were an adverse change in (1) the market price of propane of 10 cents a gallon and (2) interest rates on ten-year U.S. treasury notes of 100 basis points:

	Fair Value	Change in Fair Value
	Millions of dollars	
September 30, 1999:		
Propane commodity price risk	$ 2.9	$ (2.5)
Interest rate risk	3.2	(3.8)
September 30, 1998:		
Propane commodity price risk	(0.6)	(4.8)
Interest rate risk	(2.4)	(4.7)

We expect that any losses from market risk sensitive instruments used to manage propane price or interest rate market risk would be substantially offset by gains on the associated underlying transactions.

ACCOUNTING PRINCIPLES NOT YET ADOPTED

In March 1998, the American Institute of Certified Public Accountants issued Statement of Position No. 98-1, "Accounting for the Costs of Computer Software Developed or Obtained for Internal Use" ("SOP 98-1"). SOP 98-1 requires companies to capitalize the cost of computer software developed or obtained for internal use once certain criteria have been met. We will adopt SOP 98-1 in fiscal 2000. We do not expect the adoption of SOP 98-1 will have a material effect on our financial position or results of operations.

In June 1998, the Financial Accounting Standards Board ("FASB") issued SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities" ("SFAS 133"). SFAS 133 establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities. It requires that an entity recognize all derivative instruments as either assets or liabilities and measure them at fair value. The accounting for changes in fair value depends upon the purpose of the derivative instrument and whether it is designated and qualifies for hedge accounting. To the extent derivative instruments qualify and are designated as hedges of forecasted transactions, changes in fair value will generally be reported as a component of other comprehensive income and be reclassified into net income when the forecasted transaction affects earnings. To the extent such derivative instrument qualifies as a hedge of a firm commitment, any gain or loss would generally be recognized in earnings when the firm commitment affects earnings. In June 1999, the FASB deferred the effective date of SFAS 133 to fiscal years beginning after June 15, 2000. Accordingly, we will adopt SFAS 133 in fiscal 2001. The impact of SFAS 133 will depend upon the extent to which we use derivative instruments and their designation and effectiveness as hedges of market risk.

FORWARD-LOOKING STATEMENTS

Information contained above in this Management's Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this Report on Form 10-K with respect to expected financial results and future events is forward-looking, based on our estimates and assumptions and subject to risk and uncertainties. For those statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

The following important factors could affect our future results and could cause those results to differ materially from those expressed in our forward-looking statements: (1) adverse weather conditions resulting in reduced demand, (2) price volatility and availability of propane, and the capacity to transport to market areas, (3) changes in laws and regulations, including safety, tax and accounting matters, (4) competitive pressures from the same and alternative energy sources, (5) liability for environmental claims, (6) improvements in energy efficiency and technology resulting in reduced demand, (7) labor relations, (8) inability to make business acquisitions on economically acceptable terms, (9) operating hazards and risks incidental to transporting, storing and distributing propane, butane and ammonia including the risk of explosions and fires resulting in personal injury and property damage, (10) regional economic conditions, (11) the success of the Partnership and its suppliers in achieving Year 2000 compliance, and (12) interest rate fluctuations and other capital market conditions.

These factors are not necessarily all of the important factors that could cause actual results to differ materially from those expressed in any of our forward-looking statements. Other unknown or unpredictable factors could also have material adverse effects on future results. We undertake no obligation to update publicly any forward-looking statement whether as a result of new information or future events.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

"Quantitative and Qualitative Disclosures About Market Risk" are contained in Management's Discussion and Analysis of Financial Condition and Results of Operations under the caption "Market Risk Disclosures" and are incorporated here by reference.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements and financial statement schedules referred to in the index contained on pages F-2 and F-3 of this report are incorporated herein by reference.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

PART III: MANAGEMENT AND SECURITY HOLDERS

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE GENERAL PARTNER

We do not directly employ any persons responsible for managing or operating the Partnership. The General Partner and UGI provide such services and are reimbursed for direct and indirect costs and expenses including all compensation and benefit costs. See "Certain Relationships and Related Transactions" and Note 10 to the Partnership's Consolidated Financial Statements.

The Board of Directors of the General Partner established a committee (the "Audit Committee") consisting of two individuals, currently, Messrs. Van Dyck and Vincent, who are neither officers nor employees of the General Partner or any affiliate of the General Partner. The Audit Committee has the authority to review, at the request of the General Partner, specific matters as to which the General Partner believes there may be a conflict of interest, in order to determine if the resolution of such conflict is fair and reasonable to the Partnership. In addition, the Audit Committee has the authority and responsibility for selecting the Partnership's independent public accountants, reviewing the Partnership's annual audit, and resolving accounting policy questions.

DIRECTORS AND EXECUTIVE OFFICERS OF THE GENERAL PARTNER

The following table sets forth certain information with respect to the directors and executive officers of the General Partner. Directors are elected annually by AmeriGas, Inc. as the sole shareholder of the General Partner. AmeriGas, Inc. is a wholly owned subsidiary of UGI. Executive officers are elected for one-year terms. There are no family relationships between any of the directors or any of the executive officers or between any of the executive officers and any of the directors.

NAME	AGE	POSITION WITH THE GENERAL PARTNER
Lon R. Greenberg	49	Chairman, Director, President and Chief Executive Officer
Thomas F. Donovan	66	Director
Richard C. Gozon	61	Director
James W. Stratton	63	Director
Stephen A. Van Dyck	56	Director
Roger B. Vincent	54	Director
David I. J. Wang	67	Director
Martha B. Lindsay	47	Vice President-Finance and Chief Financial Officer
Brendan P. Bovaird	51	Vice President and General Counsel
Eugene V. N. Bissell	46	Senior Vice President-Sales and Marketing
Richard R. Eynon	52	Controller and Chief Accounting Officer
R. Paul Grady	46	Senior Vice President-Operations
William D. Katz	46	Vice President-Human Resources
Robert H. Knauss	46	Vice President-Law and Associate General Counsel and Corporate Secretary
Gordon E. Regan, Jr.	47	Vice President-Purchasing and Transportation

Mr. Greenberg is a director (since 1994) and Chairman, President and Chief Executive Officer (since 1996) of the General Partner. He is also a director (since 1994) and Chairman (since 1996), Chief Executive Officer (since 1995), and President (since 1994) of UGI, having been Senior Vice President - Legal and Corporate Development of UGI (1989 to 1994). Mr. Greenberg previously served as Vice President and General Counsel of AmeriGas, Inc. (1984 to 1994). He also serves as a director of UGI Utilities, Inc. and Mellon PSFS Advisory Board.

Mr. Donovan was elected a director of the General Partner on April 25, 1995. He retired as Vice Chairman of Mellon Bank on January 31, 1997, a position held since 1988. He continues to serve as an advisory board member to Mellon Bank Corp. He also serves as a director of UGI Corporation, UGI Utilities, Inc., Nuclear Electric Insurance Co. and Merrill Lynch International Bank, Ltd.

Mr. Gozon was elected a director of the General Partner on February 24, 1998. He is Executive Vice President of Weyerhaeuser Company (an integrated forest products company), a position he has held since 1994. Mr. Gozon was formerly Director (1984 to 1993), President and Chief Operating Officer of Alco Standard Corporation (a provider of paper and office products) (1988 to 1993); Executive Vice President and Chief Operating Officer (1987); Vice President (1982 to 1988); and President (1979 to 1987) of Paper Corporation of America. He also serves as a director of UGI Corporation, UGI Utilities, Inc., AmeriSource Health Corporation, and Triumph Group, Inc.

Mr. Stratton was elected a director of the General Partner on April 25, 1995. He is President and Chief Executive Officer of Stratton Management Company (investment advisory and financial consulting firm) since 1972, and Chairman and Chief Executive Officer of EFI (financial services firm). Mr. Stratton is a director of UGI Corporation, UGI Utilities, Inc., Stratton Growth Fund, Stratton Monthly Dividend Shares, Inc., Stratton Small-Cap Yield Fund, and Teleflex, Inc.

Mr. Van Dyck was elected a director of the General Partner on June 15, 1995. He is Chairman of the Board and Chief Executive Officer of Maritrans Inc. (since 1987), the nations largest independent marine transporter of petroleum. He also serves as Chairman of the Board of West of England Mutual Insurance Association, and as a director of Mellon PSFS Advisory Board.

Mr. Vincent was elected a director of the General Partner on January 8, 1998. He is President of Springwell Corporation, a corporate finance advisory firm (since 1989). Mr. Vincent served in various capacities at Bankers Trust Company (1971 to 1989), including managing director (1984 to 1989). He is also a director of Tatham Offshore, Inc.

Mr. Wang was elected a director of the General Partner on April 25, 1995. Mr. Wang is retired, having formerly served as Executive Vice President - Timber and Specialty Products and a director of International Paper Company (1987 to 1991). He is also a director of UGI Corporation, UGI Utilities, Inc., BE&K Inc., Emsource Inc., and Forest Resources LLC.

Ms. Lindsay was elected Vice President - Finance and Chief Financial Officer of the General Partner on January 5, 1998. She previously served as Vice President and Treasurer (1994 to 1997) and as Treasurer (1994) of Tambrands Inc., a manufacturer of personal products. Prior to 1994, Ms. Lindsay held the positions of Director of Business Development (1987 to 1989) and Assistant Treasurer (1990 to 1993) at Tambrands Inc.

Mr. Bovaird is Vice President and General Counsel of the General Partner (since 1995). He is also Vice President and General Counsel of UGI Corporation, UGI Utilities, Inc. and AmeriGas, Inc. (since 1995). Mr. Bovaird previously served as Division Counsel and Member of the Executive and Operations Committees of Wyeth-Ayerst International Inc. (1992 to 1995) and Senior Vice President, General Counsel and Secretary of Orion Pictures Corporation (1990 to 1991).

Mr. Bissell is Senior Vice President - Sales and Marketing of the General Partner (since October 1999), having served as Vice President - Sales and Operations (1995 to 1999). Previously, he was Vice President - Distributors and Fabrication, BOC Gases (1995), having been Vice President - National Sales (1993 to 1995) and Regional Vice President Southern Region for Distributor and Cylinder Gases Division, BOC Gases (1989 to 1993).

Mr. Eynon was elected Controller and Chief Accounting Officer of the General Partner on January 5, 1998. Prior to his election, Mr. Eynon was Controller of the General Partner (March 1997 to January 1998) and Assistant Controller of UGI Corporation (1985 to 1997). Previously, he was a Senior Manager with Price Waterhouse.

Mr. Grady is Senior Vice President - Operations of the General Partner (since October 1999), having served as Vice President - Sales and Operations (1995 to 1999). Previously, he was Vice President - Corporate Development of UGI (1994 to 1995), and Director, Corporate Development (1990 to 1994). Mr. Grady was Director, Corporate Development Services of Campbell Soup Company (1985 to 1990).

Mr. Katz is Vice President - Human Resources of the General Partner (since December 1999), having served as Vice President - Corporate Development (1996 to 1999). Previously, he was Vice President - Corporate Development of UGI (1995 to 1996). Prior to joining UGI, Mr. Katz was Director of Corporate Development with Campbell Soup Company for over five years. He also practiced law for approximately 10 years, first with the firm of Jones, Day Reavis & Pogue, and later in the Legal Department at Campbell Soup Company.

Mr. Knauss is Vice President - Law and Associate General Counsel of the General Partner (since 1996), having served as Corporate Secretary (since 1994) and Group Counsel - Propane (1989 to 1996) of UGI. He joined UGI as Associate Counsel in 1985. Before joining UGI, Mr. Knauss was an associate at the firm of Ballard, Spahr, Andrews & Ingersoll in Philadelphia.

Mr. Regan is Vice President-Purchasing and Transportation of the General Partner (since May 1996). Prior to joining the General Partner, Mr. Regan was President of the Chemical Division of DSI Transports, Inc. (1995 to 1996). Previously, he served Conoco, Inc. for approximately 20 years, most recently as General Manager Business Support, Downstream-North America.

ITEM 11. EXECUTIVE COMPENSATION

The following table shows cash and other compensation paid or accrued to the General Partner's Chief Executive Officer and each of its four other most highly compensated executive officers, (collectively, the "Named Executives") for the last three fiscal years.

SUMMARY COMPENSATION TABLE

SUMMARY COMPENSATION TABLE

					LONG TERM COMPENSATION			
		ANNUAL COMPENSATION			AWARDS		PAYOUTS	
NAME AND PRINCIPAL POSITION	FISCAL YEAR	SALARY	BONUS (1)	OTHER ANNUAL COMPEN-SATION (2)	RESTRICTED STOCK AWARDS (3)	SECURITIES UNDER-LYING OPTIONS/ SARS	LTIP PAYOUTS	ALL OTHER COMPEN-SATION (4)
Lon R. Greenberg (5)	1999	$587,139	$266,776	$ 11,359	$611,250	225,000 (6a)	$ 0	$ 18,273
President, Chairman, and	1998	$559,616	$225,000	$ 8,209	$ 0	0	$ 0	$ 22,154
Chief Executive Officer	1997	$509,827	$425,000	$ 7,671	$ 0	200,000 (6b)	$ 0	$ 14,233
Eugene V.N. Bissell	1999	$194,335	$ 54,668	$ 1,706	$142,625	0	$386,250(7)	$ 21,900
Senior Vice President -	1998	$179,728	$ 40,545	$ 2,069	$ 0	0	$ 0	$ 19,175
Sales and Marketing	1997	$169,931	$ 74,812	$ 50,027	$ 0	0	$ 0	$ 21,876
R. Paul Grady	1999	$192,178	$ 54,108	$ 5,534	$142,625	0	$386,250(7)	$ 26,277
Senior Vice President -	1998	$174,622	$ 43,750	$ 3,724	$ 0	0	$ 0	$ 20,231
Operations	1997	$166,603	$ 73,353	$ 3,281	$ 0	0	$ 0	$ 23,544
Brendan P. Bovaird (5) ..	1999	$189,600	$ 53,048	$ 14,399	$142,625	0	$ 0	$ 5,215
Vice President and	1998	$176,677	$ 42,188	$ 4,075	$ 0	0	$ 0	$ 5,425
General Counsel	1997	$164,653	$ 64,449	$ 3,769	$ 0	30,000 (6b)	$ 0	$ 4,196
Robert H. Knauss	1999	$167,191	$ 70,232	$ 2,286	$ 0	0	$270,375(7)	$ 23,782
Vice President - Law,	1998	$149,835	$ 50,405	$ 2,081	$ 0	0	$ 0	$ 17,715
Associate General Counsel and Corporate Secretary	1997	$136,950	$ 48,820	$ 0	$ 0	0	$ 0	$ 18,175

(1) Messrs. Greenberg and Bovaird participate in the UGI Annual Bonus Plan. All other Named Executives participate in the AmeriGas Propane, Inc. Annual Bonus Plan. Awards under both Plans are for the year reported, regardless of the year paid. Awards under both Plans are based on the achievement of pre-determined business and/or financial performance objectives which support business plans and goals. Bonus opportunities vary by position and currently range from 0% to 148% of base salary for Mr. Greenberg, 0% to 91% of base salary for Mr. Bovaird 0% to 65% for Mr. Knauss, and 0% to 83% for Messrs. Bissell and Grady.

(2) Amounts represent tax payment reimbursements for certain benefits, except for Mr. Bissell. In 1997, Mr. Bissell received a tax payment reimbursement of $7,563, reimbursement of relocation expenses in the amount of $39,765, and other perquisites available to executive officers generally.

(3) (a) On June 4, 1999, the Board of Directors of UGI Corporation approved restricted UGI Common Stock awards to certain executives of UGI and AmeriGas Propane, Inc. The dollar values shown above represent the aggregate value of each award on the date of grant, determined by multiplying the number of shares awarded by the

closing stock price of UGI Common Stock on the New York Stock Exchange on June 4, 1999. Holders of restricted shares have the right to vote and to receive dividends during the restriction period.

(b) Based on the closing price of UGI Common Stock on the New York Stock Exchange on September 30, 1999, Mr. Greenberg's 30,000 share grant had a market value of $697,000; and the 7,000 share grant held by each of Messrs. Bissell, Bovaird and Grady had a market value $162,750.

(4) The amounts represent contributions by the General Partner or UGI in accordance with the provisions of the AmeriGas Propane, Inc. Employee Savings Plan (the "AmeriGas Employee Savings Plan"), the UGI Utilities, Inc. Employee Savings Plan (the "UGI Employee Savings Plan"), allocations under the UGI Corporation Senior Executive Retirement Plan (the "UGI Executive Retirement Plan"), and/or allocations under the AmeriGas Propane, Inc. Supplemental Executive Retirement Plan (the "AmeriGas Executive Retirement Plan"). During fiscal years 1999, 1998 and 1997, the following contributions were made to the Named Executives: (i) under the AmeriGas Employee Savings Plan: Mr. Bissell, $5,000, $5,148 and $4,902; Mr. Grady, $9,648, $6,394 and $7,048; and Mr. Knauss, $8,040, $5,691 and $7,098; (ii) under the UGI Employee Savings Plan: Mr. Greenberg, $3,600, $3,600 and $3,375; and Mr. Bovaird, $3,509, $3,600 and $3,375; (iii) under the UGI Executive Retirement Plan: Mr. Greenberg, $14,673, $18,554 and $10,858; and Mr. Bovaird, $1,706, $1,852 and $821; (iv) under the AmeriGas Executive Retirement Plan: Mr. Bissell, $16,900, $14,027 and $16,974; Mr. Grady, $16,629, $13,837 and $16,496; and Mr. Knauss, $15,742, $12,024 and $11,077.

(5) Compensation reported for Messrs. Greenberg and Bovaird is attributable to their respective positions of Chairman, President and Chief Executive Officer, and Vice President and General Counsel of UGI Corporation. Compensation for these individuals is also reported in the UGI Proxy Statement for the 1999 Annual Meeting of Shareholders and is not additive. The General Partner does not compensate Mr. Greenberg or Mr. Bovaird.

(6) (a) Non-qualified UGI stock options granted under the UGI Corporation 1997 Stock Option and Dividend Equivalent Plan ("1997 Plan"), without the opportunity to earn dividend equivalents described below.

(b) Non-qualified UGI stock options granted under the 1997 Plan with the opportunity to earn an amount equivalent to the dividends paid on shares covered by options, subject to a comparison of the total return realizable on a share of UGI Common Stock (the "UGI Return") with the total return achieved by each member of a group of comparable peer companies (the "SODEP Peer Group") over a three-year period beginning January 1, 1997 and ending December 31, 1999. Total return encompasses both changes in the per share market price and dividends paid on a share of UGI Common Stock.

(7) Payout under the performance-based AmeriGas Propane, Inc. Long-Term Incentive Plan ("LTIP"). The performance contingency was satisfied May 18, 1999 when fifty percent of the Partnership's Subordinated Units converted to Common Units in accordance with the Partnership Agreement, based on Partnership financial and operating performance. The awards were made partially in Common Units (approximately 60%) and partially in cash (approximately 40%). Messrs. Bissell and Grady each received 11,250 Common Units; Mr. Knauss received 7,875 Common Units.

OPTION GRANTS IN LAST FISCAL YEAR

The following table shows information on grants of options for the purchase of UGI Common Stock during fiscal year 1999 to each of the Named Executives.

UGI STOCK OPTION GRANTS IN LAST FISCAL YEAR

	INDIVIDUAL GRANTS				GRANT DATE VALUE
NAME	NUMBER OF SECURITIES UNDERLYING OPTIONS GRANTED (1)	% OF TOTAL OPTIONS GRANTED TO EMPLOYEES IN FISCAL YEAR (2)	EXERCISE OR BASE PRICE	EXPIRATION DATE	GRANT DATE PRESENT VALUE (3)
Lon R. Greenberg	225,000	97%	$20.375	06/03/09	$641,857
Eugene V.N. Bissell	0				
R. Paul Grady	0				
Brendan P. Bovaird	0				
Robert H. Knauss	0				

(1) Non-qualified UGI stock options granted on June 4, 1999 under the 1997 Plan. This grant does not include the opportunity to earn an amount equivalent to the dividends paid during the performance period on shares covered by options. The option exercise price is not less than 100% of the fair market value of UGI's Common Stock determined on the date of the grant. These options will vest at the rate of 25% per year on the anniversary of the grant date. Options granted under the Plan are nontransferable and are generally exercisable only while the optionee is employed by the Company or an affiliate. Options are subject to adjustment in the event of recapitalizations, stock splits, mergers, and other similar corporate transactions affecting UGI's Common Stock.

(2) A total of 231,806 UGI stock options were granted to employees and executive officers of UGI and its subsidiaries during fiscal year 1999 under the 1997 Plan and the 1992 Non-Qualified Stock Option Plan. Under the 1992 Non-Qualified Stock Option Plan, the option exercise price is not less than 100% of the fair market value of UGI's Common Stock on the date of grant. Generally, options granted on and after December 10, 1996 are fully vested on the date of grant. Options under the 1992 Plan are nontransferable and generally exercisable only while the optionee is employed by the Company or an affiliate. Options are subject to adjustment in the event of recapitalizations, stock splits, mergers, and other similar corporate transactions affecting UGI's Common Stock.

(3) Based on the Black-Scholes options pricing model. The assumptions used in calculating the grant date present value are as follows:

- Three years of closing monthly stock price observations were used to calculate the stock volatility and dividend yield assumptions
- Stock volatility - 22.39%
- Stock's dividend yield - 6.18%
- Length of option term - 10 years
- Annualized risk-free interest rate - 6.14%
- Discount of risk of forfeiture - 3% per year

All options were granted at fair market value. The actual value, if any, the executive may realize will depend on the excess of the stock price on the date the option is exercised over the exercise price. There is no assurance that the value realized by the executive will be at or near the value estimated by the Black-Scholes model.

UGI STOCK OPTION EXERCISES IN LAST FISCAL YEAR AND FISCAL YEAR-END OPTION VALUES

NAME	SHARES ACQUIRED ON EXERCISE (#)	VALUE REALIZED	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS AT FISCAL YEAR END (#)		VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS AT FISCAL YEAR END	
			EXERCISABLE	UNEXERCISABLE	EXERCISABLE	UNEXERCISABLE
Lon R. Greenberg			93,959 (1)	0		$ 0
	0	$ 0	200,000 (3)	0	$293,622 (2)	$ 0
				225,000 (3)	$125,000 (3)	$646,875 (5)
Eugene V.N. Bissell	0	$ 0	3,000 (6)	2,000 (6)	$ 7,875	$ 5,250 (7)
R. Paul Grady			17,000 (1)	0	$ 53,125 (2)	$ 0
	0	$ 0	2,000 (6)	0	$ 6,250 (8)	$ 0
Brendan P. Bovaird			5,007 (1)		$ 15,647 (2)	$ 0
	0	$ 0	30,000 (3)	0	$ 18,750 (4)	$ 0
Robert H. Knauss	0	$ 0	1,000 (6)	0	$ 3,125 (8)	$ 0

(1) Options granted under the 1992 Stock Option and Dividend Equivalent Plan.

(2) Value based on comparison of price per share at September 30, 1999 (fair market value $23.25) to option exercise price ($20.125) under the 1992 Stock Option and Dividend Equivalent Plan.

(3) Options granted under the 1997 Stock Option and Dividend Equivalent Plan.

(4) Value based on comparison of price per share at September 30, 1999 (fair market value $23.25) to option exercise price ($22.625) under the 1997 Stock Option and Dividend Equivalent Plan.

(5) Value based on comparison of price per share at September 30, 1999 (fair market value $23.25) to option exercise price ($20.375) under the 1997 Stock Option and Dividend Equivalent Plan

(6) Options granted under the 1992 Non-Qualified Stock Option Plan.

(7) Value based on comparison of price per share at September 30, 1999 (fair market value $23.25) to option exercise price ($20.625) under the 1992 Non-Qualified Stock Option Plan.

(8) Value based on comparison of price per share at September 30, 1999 (fair market value $23.25) to option exercise price ($20.125) under the terms of the 1992 Non-Qualified Stock Option Plan.

RETIREMENT BENEFITS

The following table shows the annual benefits payable upon retirement to Messrs. Greenberg and Bovaird under the Retirement Income Plan for Employees of UGI Utilities, Inc. and participating employers (the "UGI Retirement Plan") and the UGI Supplemental Executive Retirement Plan. The amounts shown assume the executive retires in 1999 at age 65, and that the aggregate benefits are not subject to statutory maximums.

PENSION PLAN BENEFITS TABLE

FINAL 5-YEAR AVERAGE ANNUAL EARNINGS (2)	ANNUAL BENEFIT FOR YEARS OF CREDITED SERVICE SHOWN (1)					
	15 YEARS	20 YEARS	25 YEARS	30 YEARS	35 YEARS	40 YEARS
$ 200,000	$ 57,000	$ 76,000	$ 95,000	$ 114,000	$ 133,000	$ 136,800(3)
$ 300,000	$ 85,500	$ 114,000	$ 142,500	$ 171,000	$ 199,500	$ 205,200(3)
$ 400,000	$ 114,000	$ 152,000	$ 190,000	$ 228,000	$ 266,000	$ 273,600(3)
$ 500,000	$ 142,500	$ 190,000	$ 237,500	$ 285,000	$ 332,500	$ 342,000(3)
$ 600,000	$ 171,000	$ 228,000	$ 285,000	$ 342,000	$ 399,000	$ 410,400(3)
$ 700,000	$ 199,500	$ 266,000	$ 332,500	$ 399,000	$ 465,500	$ 478,800(3)
$ 800,000	$ 228,000	$ 304,000	$ 380,000	$ 456,000	$ 532,000	$ 547,200(3)
$ 900,000	$ 256,500	$ 342,000	$ 427,500	$ 513,000	$ 598,500	$ 615,600(3)
$1,000,000	$ 285,000	$ 380,000	$ 475,000	$ 570,000	$ 665,000	$ 684,000(3)
$1,200,000	$ 342,000	$ 456,000	$ 570,000	$ 684,000	$ 798,000	$ 820,800(3)
$1,400,000	$ 399,000	$ 532,000	$ 665,000	$ 798,000	$ 931,000	$ 957,600(3)

(1) Annual benefits are computed on the basis of straight life annuity amounts. These amounts include pension benefits, if any, to which a participant may be entitled as a result of participation in a pension plan of a UGI subsidiary during previous periods of employment. The amounts shown do not take into account exclusion of up to 35% of the estimated primary Social Security benefit. The UGI Retirement Plan provides a minimum benefit equal to 25% of a participant's final 12 months' earnings, reduced proportionately for less than 15 years of credited service at retirement. The minimum UGI Retirement Plan Benefit is not subject to Social Security offset. Messrs. Greenberg and Bovaird had 19 and 4 years of estimated credited service, respectively, at September 30, 1999. Mr. Grady previously accumulated more than 4 years of credited service in the UGI Retirement Plan before joining the General Partner in 1995. Mr. Knauss previously accumulated more than 11 years of credited service in the UGI Retirement Plan before joining the General Partner in 1996. Mr. Bissell previously accumulated more than 5 years of credited service with UGI and its subsidiaries before joining the General Partner in 1995.

(2) Consists of (i) base salary, commissions and cash payments under the UGI Annual Bonus Plan, and (ii) deferrals thereof permitted under the Internal Revenue Code.

(3) The maximum benefit under the UGI Retirement Plan and the UGI Supplemental Executive Retirement Plan is equal to 60% of a participant's highest consecutive 12 months' earnings during the last 120 months.

SEVERANCE PAY PLAN FOR SENIOR EXECUTIVE EMPLOYEES

Named Executives Employed by UGI Corporation. The UGI Corporation Senior Executive Employee Severance Pay Plan (the "UGI Severance Plan") assists certain senior level employees of UGI, including Messrs. Greenberg and Bovaird, in the event their employment is terminated without fault on their part. Benefits are payable to a senior executive covered by the UGI Severance Plan if the senior executive's employment is involuntarily terminated for any reason other than for cause or as a result of the senior executive's death or disability.

The UGI Severance Plan provides for cash payments equal to a participant's compensation for a period of time ranging from 3 months to 15 months (30 months in the case of Mr. Greenberg), depending on length of service. In addition, a participant receives the cash equivalent of his or her target bonus under the Annual Bonus Plan, pro-rated for the number of months served in the fiscal year. However, if the termination occurs in the last two months of the fiscal year, the Chief Executive Officer has the discretion to determine whether the participant will receive a pro-rated target bonus, or the actual annual bonus which would have been paid after the end of the fiscal year, assuming that the participant's entire bonus was contingent on meeting the applicable financial performance goal. The Plan also provides for separation pay equal to one day's pay per month of service, not to exceed 12 months' compensation. Certain employee benefits are continued under the Plan for a period of up to 15 months (30 months in the case of Mr. Greenberg). UGI has the option to pay a participant the cash equivalent of those employee benefits.

In order to receive benefits under the UGI Severance Plan, a senior executive is required to execute a release which discharges UGI and its subsidiaries from liability for any claims the senior executive may have against any of them, other than claims for amounts or benefits due to the executive under any plan, program or contract provided by or entered into with UGI or its subsidiaries. The senior executive is also required to cooperate in attending to matters pending at the time of his or her termination of employment.

Named Executives Employed by AmeriGas Propane. The AmeriGas Propane, Inc. Executive Employee Severance Pay Plan (the "AmeriGas Severance Plan") assists certain senior level employees of the General Partner including Messrs. Bissell, Grady and Knauss in the event their employment is terminated without fault on their part. Specified benefits are payable to a senior executive covered by the AmeriGas Severance Plan if the senior executive's employment is involuntarily terminated for any reason other than for cause or as a result of the senior executive's death or disability.

The AmeriGas Severance Plan provides for cash payments equal to a participant's compensation for three months (6 months in the case of the Chief Executive Officer). In addition, a participant receives the cash equivalent of his or her target bonus under the Annual Bonus Plan, pro-rated for the number of months served in the fiscal year. However, if the termination occurs in the last two months of the fiscal year, the Chief Executive Officer has the discretion to determine whether the participant will receive a pro-rated target bonus, or the actual annual bonus which would have been paid after the end of the fiscal year, assuming that the participant's entire bonus was contingent on meeting the applicable financial performance goal. The Plan also provides for separation pay equal to one day's pay per month of service, not to exceed 12 months' compensation.

Minimum separation pay ranges from six to twelve months' base salary, depending on the executive's employment grade. Certain employee benefits are continued under the Plan for a period not exceeding 15 months (30 months in the case of the Chief Executive Officer). This period is called the "Employee Benefit Period." The General Partner has the option to pay a participant the cash equivalent of those employee benefits.

In order to receive benefits under the AmeriGas Severance Plan, a senior executive is required to execute a release which discharges the General Partner and its affiliates from liability for any claims the senior executive may have against any of them, other than claims for amounts or benefits due to the executive under any plan, program or contract provided by or entered into with the General Partner or its affiliates. The senior executive is also required to cooperate in attending to matters pending at the time of his or her termination of employment.

CHANGE OF CONTROL ARRANGEMENTS

Named Executives Employed By UGI Corporation. Messrs. Greenberg and Bovaird each have an agreement with UGI Corporation (the "Agreement") which provides certain benefits in the event of a change of control. The Agreements operate independently of the UGI Severance Plan, continue through July 2004, and are automatically extended in one-year increments thereafter unless, prior to a change of control, UGI terminates an Agreement. In the absence of a change of control, each Agreement will terminate when, for any reason, the executive terminates his employment with UGI or its subsidiaries.

A change of control is generally deemed to occur if: (i) any person (other than the executive, his affiliates and associates, UGI or any of its subsidiaries, any employee benefit plan of UGI or any of its subsidiaries, or any person or entity organized, appointed, or established by UGI or its subsidiaries for or pursuant to the terms of any such employee benefit plan), together with all affiliates and associates of such person, acquires securities representing 20% or more of either (x) the then outstanding shares of common stock of UGI or (y) the combined voting power of UGI's then outstanding voting securities; (ii) individuals who at the beginning of any 24-month period constitute the Board of Directors (the "Incumbent Board") and any new director whose election by the Board, or nomination for election by UGI's shareholders, was approved by a vote of at least a majority of the Incumbent Board, cease for any reason to constitute a majority thereof; (iii) UGI is reorganized, merged or consolidated with or into, or sells all or substantially all of its assets to, another corporation in a transaction in which former shareholders of UGI do not own more than 50% of the outstanding common stock and the combined voting power, respectively, of the then outstanding voting securities of the surviving or acquiring corporation after the transaction; or (iv) UGI is liquidated or dissolved.

Upon a change of control, the Agreement provides for an immediate cash payment equal to the market value of any pending target award under UGI's long-term compensation plan.

Severance benefits are payable under the Agreements if there is a termination of the executive's employment without cause at any time within three years after a change of control. In addition, following a change of control, the executive may elect to terminate his or her employment without loss of severance benefits in certain specified contingencies, including termination of officer status; a significant adverse change in authority, duties, responsibilities or compensation; the failure of UGI to comply with and satisfy any of the terms of the Agreement; or a substantial relocation or excessive travel requirements.

An executive who is terminated with rights to severance compensation under an Agreement will be entitled to receive an amount equal to 1.0 or 1.5 (2.5 in the case of Mr. Greenberg) times his average total cash remuneration for the preceding five calendar years. If the severance compensation payable under the Agreement, either alone or together with other payments to an executive, would constitute "excess parachute payments," as defined in Section 280G of the Internal Revenue Code of 1986, as amended (the "Code"), the executive will also receive an amount to satisfy the executive's additional tax burden.

Named Executives Employed by the General Partner. Messrs. Bissell, Grady and Knauss each have an agreement with the General Partner (the "Agreement") which provides certain benefits in the event of a change of control. The Agreements operate independently of the AmeriGas Severance Plan, continue through July 2004, and are automatically extended in one-year increments thereafter unless, prior to a change of control, the General Partner terminates an Agreement. In the absence of a change of control, each Agreement will terminate when, for any reason, the executive terminates his employment with the General Partner or any of its subsidiaries.

A change of control is generally deemed to occur if : (i) a change of control of UGI, as defined above, occurs, (ii) the General Partner, AmeriGas Partners or the Operating Partnership is reorganized, merged or consolidated with or into, or sells all or substantially all of its assets to, another corporation or partnership in a transaction in which the former shareholders of the General Partner, or former limited partners, as the case may be, do not own more than 50% of the outstanding common stock and combined voting power, or the outstanding common units of such partnership, after the transaction, (iii) the General Partner, AmeriGas Partners or the Operating Partnership is liquidated or dissolved, (iv) UGI and its subsidiaries fail to own more than fifty percent of the general partnership interests of AmeriGas Partners or the Operating Partnership, (v) UGI and its subsidiaries fail to own more than fifty percent of the combined voting power of the General Partner's then outstanding voting securities, or (vi) AmeriGas Propane, Inc. is removed as the general partner of AmeriGas Partners by vote of the limited partners, or AmeriGas Propane, Inc. is removed as the general partner of AmeriGas Partners or the Operating Partnership as a result of judicial or administrative proceedings.

Upon a change of control, the Agreement provides for an immediate cash payment equal to the market value of any pending target award under the General Partner's long-term compensation plan.

Severance benefits are payable under the Agreements if there is a termination of the executive's employment without cause at any time within three years after a change of control. In addition, following a change of control, the executive may elect to terminate his or her employment without loss of severance benefits in certain specified contingencies, including termination of officer status; a significant adverse change in authority, duties, responsibilities or compensation; the failure of the General Partner to comply with and satisfy any of the terms of the Agreement; or a substantial relocation or excessive travel requirements.

An executive who is terminated with rights to severance compensation under an Agreement will be entitled to receive an amount equal to 1.0 times his average total cash remuneration for the preceding five calendar years. If the severance compensation payable under the Agreement, either alone or together with other payments to an executive, would constitute "excess parachute payments," as defined in Section 280G of the Code, the executive will also receive an amount to satisfy the executive's additional tax burden.

BOARD OF DIRECTORS

Officers of the General Partner receive no additional compensation for service on the Board of Directors or on any Committee of the Board. The General Partner pays an annual retainer of $22,000 to all other directors and an attendance fee of $1,000 for each Board meeting. For service on Committees, the General Partner pays an annual retainer of $2,000 to each Committee Chairman and an attendance fee of $1,000 for each Committee meeting attended. The General Partner reimburses directors for expenses incurred by them (such as travel expenses) in serving on the Board and Committees. The General Partner determines all expenses allocable to the Partnership, including expenses allocable to the services of directors.

COMPENSATION/PENSION COMMITTEE

The members of the General Partner's Compensation/Pension Committee are Richard C. Gozon (Chairman), Thomas F. Donovan and David I. J. Wang.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

OWNERSHIP OF LIMITED PARTNERSHIP UNITS BY CERTAIN BENEFICIAL OWNERS

The following table sets forth certain information regarding each person known by the Partnership to have been the beneficial owner of more than 5% of the Partnership's voting securities representing limited partner interests as of December 1, 1999. AmeriGas Propane, Inc. is the sole general partner of the Partnership.

TITLE OF CLASS	NAME AND ADDRESS (1) OF BENEFICIAL OWNER	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP OF PARTNERSHIP UNITS	PERCENT OF CLASS
Common Units	UGI Corporation	14,283,932 (2)	44.5%
	AmeriGas, Inc.	14,283,932 (3)	44.5%
	AmeriGas Propane, Inc.	14,283,932 (4)	44.5%
	Petrolane Incorporated	7,839,911 (5)	24.4%
Subordinated Units	UGI Corporation	9,891,072 (6)	100.0%
	AmeriGas, Inc.	9,891,072 (7)	100.0%
	AmeriGas Propane, Inc.	9,891,072 (8)	100.0%

(1) The address of each of UGI, AmeriGas, Inc., AmeriGas Propane, Inc. and Petrolane Incorporated is 460 North Gulph Road, King of Prussia, PA 19406.

(2) Based on the number of units held by its indirect, wholly owned subsidiaries, Petrolane Incorporated ("Petrolane") and AmeriGas Propane, Inc.

(3) Based on the number of units held by its direct and indirect, wholly-owned subsidiaries, AmeriGas Propane, Inc. and Petrolane.

(4) AmeriGas Propane, Inc's ownership includes 6,444,021 Common Units for which it has sole voting and investment power, and 7,839,911 Common Units held by its subsidiary, Petrolane.

(5) Petrolane has sole voting and investment power.

(6) Based on the number of units held by its indirect, wholly-owned subsidiary, AmeriGas Propane, Inc.

(7) Based on the number of units held by its wholly-owned subsidiary, AmeriGas Propane, Inc.

(8) AmeriGas Propane, Inc. has sole voting and investment power.

OWNERSHIP OF PARTNERSHIP COMMON UNITS BY THE DIRECTORS AND EXECUTIVE OFFICERS OF THE GENERAL PARTNER

The table below sets forth as of October 31, 1999 the beneficial ownership of Partnership Common Units by each director and each of the Named Executives currently serving the General Partner, as well as by the directors and all of the executive officers of the General Partner as a group. No director, Named Executive or executive officer beneficially owns (i) any Subordinated Units, or (ii) more than 1% of the Partnership's Common Units. The total number of Common Units beneficially owned by the directors and executive officers of the General Partner as a group represents less than 1% of the Partnership's outstanding Common Units.

NAME OF BENEFICIAL OWNER	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP OF PARTNERSHIP COMMON UNITS (1)
Lon R. Greenberg	4,500 (2)
Thomas F. Donovan	1,000
Richard C. Gozon	0
James W. Stratton	1,000
Stephen A. Van Dyck	1,000
Roger B. Vincent	1,000
David I. J. Wang	10,000
Eugene V.N. Bissell	12,750 (3)
Brendan P. Bovaird	500 (4)
R. Paul Grady	13,550
Robert H. Knauss	7,875
Directors and executive officers as a group (15 persons)	78,188

(1) Sole voting and investment power unless otherwise specified.

(2) Units shown are held by Mr. Greenberg's adult children.

(3) Mr. Bissell's Units are held jointly with his spouse.

(4) Mr. Bovaird's Units are held jointly with his spouse.

The General Partner is a wholly owned subsidiary of AmeriGas, Inc. which is a wholly owned subsidiary of UGI. The table below sets forth, as of October 31, 1999, the beneficial ownership of UGI Common Stock by each director and each of the Named Executives, as well as by the directors and the executive officers of the General Partner as a group. Including the number of shares of stock underlying exercisable options, Mr. Greenberg is the beneficial owner of approximately 1.5% of UGI's Common Stock. All other directors, Named Executives and executive officers own less than 1% of UGI's outstanding shares. The total number of shares beneficially owned by the directors and executive officers as a group (including 385,466 shares subject to exercisable options), represents approximately 2.5% of UGI's outstanding shares.

NAME OF BENEFICIAL OWNER	NUMBER OF UGI SHARES AND NATURE OF BENEFICIAL OWNERSHIP EXCLUDING UGI STOCK OPTIONS (1)(2)	NUMBER OF EXERCISABLE UGI STOCK OPTIONS	TOTAL
Lon R. Greenberg	125,438 (3)	293,959	419,397
Thomas F. Donovan	2,963	0	2,963
Richard C. Gozon	17,663	5,000	22,663
James W. Stratton	11,171	5,000	16,171
Stephen A. Van Dyck	0	0	0
Roger B. Vincent	3,000	0	3,000
David I. J. Wang	23,187	5,000	28,187
Eugene V.N. Bissell	7,963 (4)	3,000	10,963
Brendan P. Bovaird	23,054 (5)	35,007	58,061
R. Paul Grady	22,560 (6)	19,000	41,560
Robert H. Knauss	8,819 (7)	1,000	9,819
Directors and executive officers as a group (15 persons)	265,966	385,466	651,432

(1) Sole voting and investment power unless otherwise specified.

(2) Included in the number of shares shown are Deferred Units ("Units") acquired through the UGI Corporation 1997 Directors' Equity Compensation Plan. Units are neither actual shares nor other securities, but each Unit will be converted to one share of UGI common stock and paid out to directors upon their retirement or termination of service. The number of Units included for the directors is as follows: Messrs. Donovan (1,298), Gozon (10,970), Stratton (9,478) and Wang (8,494).

(3) Mr. Greenberg holds 88,220 shares jointly with his spouse and 5,178 shares represented by units held in the UGI Stock Fund of the 401(k) Employee Savings Plan.

(4) Mr. Bissell holds these shares jointly with his spouse.

(5) Mr. Bovaird holds 12,993 shares jointly with his spouse and 3,061 shares represented by units held in the UGI Stock Fund of the 401(k) Employee Savings Plan.

(6) Mr. Grady's ownership includes 6,942 shares represented by units held in the UGI Stock Fund of the 401(k) Employee Savings Plan based on September 30, 1999 Savings Plan statements.

(7) Mr. Knauss's ownership includes 4,315 shares represented by units held in the UGI Stock Fund of the 401(k) Employee Savings Plan based on September 30, 1999 Savings Plan statements.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The General Partner employs persons responsible for managing and operating the Partnership. The Partnership reimburses the General Partner for the direct and indirect costs of providing these services, including all compensation and benefit costs.

The Operating Partnership has a revolving line of credit up to a maximum of $20 million from the General Partner available until September 15, 2002, the termination date of the Revolving Credit Facility. Any loans under this agreement will be unsecured and subordinated to all senior debt of the Operating Partnership. The commitment fees for this line of credit are computed on the same basis as the facility fees under the Revolving Credit Facility, and totaled $70,777 in fiscal year 1999. Interest rates are based on one-month offshore interbank borrowing rates. The interest rate for a recent Credit Facility borrowing from October 20, 1999 to November 22, 1999 was 6.0625%, representing a 5.4375% one-month Offshore Rate, plus an Applicable Margin of .625%. See Note 4 to the Partnership's Consolidated Financial Statements, which are filed as an exhibit to this report.

The Partnership and the General Partner also have extensive, ongoing relationships with UGI and its affiliates. UGI performs certain financial and administrative services for the General Partner on behalf of the Partnership. UGI does not receive a fee for such services, but is reimbursed for all direct and indirect expenses incurred in connection with providing these services, including all compensation and benefit costs. A wholly owned subsidiary of UGI provides the Partnership with general liability, automobile and workers' compensation insurance for up to $500,000 over the Partnership's self-insured retention. Another wholly owned subsidiary of UGI leases office space to the General Partner for its headquarters staff. In addition, a UGI master policy provides accidental death and business travel and accident insurance coverage for employees of the General Partner. The General Partner is billed directly by the insurer for this coverage. As discussed under "Business --Trade Names; Trade and Service Marks," UGI, Petrolane and the General Partner have licensed the trade names "AmeriGas," "America's Propane Company" and "Petrolane" and the related service marks and trademark to the Partnership on a royalty-free basis. Finally, the Partnership obtains management information services from the General Partner, and reimburses the General Partner for its direct and indirect expenses related to those services. The rental payments and insurance premiums charged to the Partnership by UGI and its affiliates are comparable to amounts charged by unaffiliated parties. In fiscal year 1999, the Partnership paid UGI and its affiliates $9,297,946 for the services and expense reimbursements referred to in this paragraph.

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) and (2) FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULES

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 and 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	FILING	EXHIBIT
2.1	Merger and Contribution Agreement among AmeriGas Partners, L.P., AmeriGas Propane, L.P., New AmeriGas Propane, Inc., AmeriGas Propane, Inc., AmeriGas Propane-2, Inc., Cal Gas Corporation of America, Propane Transport, Inc. and NORCO Transportation Company	AmeriGas Partners, L.P.	Registration Statement on Form S-4 (No. 33-92734)	10.21
2.2	Conveyance and Contribution Agreement among AmeriGas Partners, L.P., AmeriGas Propane, L.P. and Petrolane Incorporated	AmeriGas Partners, L.P.	Registration Statement on Form S-4 (No. 33-92734)	10.22
3.1	Amended and Restated Agreement of Limited Partnership of AmeriGas Partners, L.P. dated as of September 18, 1995	AmeriGas Partners, L.P.	Form 10-K (9/30/95)	3.1
3.2	Certificate of Incorporation of AmeriGas Finance Corp.	AmeriGas Partners, L.P.	Registration Statement on Form S-4 (No. 33-92734)	3.3

INCORPORATION BY REFERENCE

EXHIBIT NO.	EXHIBIT	REGISTRANT	FILING	EXHIBIT
3.3	Bylaws of AmeriGas Finance Corp.	AmeriGas Partners, L.P.	Registration Statement on Form S-4 (No. 33-92734)	3.4
4.1	Indenture dated as of April 19, 1995 among AmeriGas Partners, L.P., AmeriGas Finance Corp., and first Union National Bank (formerly, First Fidelity Bank, National Association) as Trustee	AmeriGas Partners, L.P.	Form 10-Q 3/31/95	4.1
4.2	Specimen Certificate of Notes	AmeriGas Partners, L.P.	Form 10-Q (3/31/95)	4.2
4.3	Registration Rights Agreement dated as of April 19, 1995 among Donaldson, Lufkin & Jenrette Securities Corporation, Smith Barney, Inc., AmeriGas Partners, L.P. and AmeriGas Finance Corp.	AmeriGas Partners, L.P.	Form 10-Q (3/31/95)	4.3
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)	10.8
4.5	First Amendment dated as of September 12, 1997 to Note Agreement dated as of April 12, 1995	AmeriGas Partners, L.P.	Form 10-Q (9/30/97)	4.5
4.6	Second Amendment dated as of September 15, 1998 to Note Agreement dated as of April 12, 1995	AmeriGas Partners, L.P.	Form 10-K (9/30/98)	4.6
4.7	Third Amendment dated as of March 23, 1999 to Note Agreement dated as of April 12, 1995	AmeriGas Partners, L.P.	Form 10-Q (3/31/99)	10.2
10.1	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 (9/30/97)	10.1

INCORPORATION BY REFERENCE

EXHIBIT NO.	EXHIBIT	REGISTRANT	FILING	EXHIBIT
10.2	First Amendment dated as of September 15, 1998 to Amended and Restated Credit Agreement	AmeriGas Partners, L.P.	Form 10-K (9/30/98)	10.2
10.3	Second Amendment dated as of March 25, 1999 to Amended and Restated Credit Agreement	AmeriGas Partners, L.P.	Form 10-Q (3/31/99)	10.1
10.4	Agreement dated as of May 1, 1996 between TE Products Pipeline Company, L.P., and AmeriGas Propane, L.P., effective until April 1, 2001	AmeriGas Partners, L.P.	Form 10-K (9/30/97)	10.2
10.5	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)	10.2
10.6	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)	10.3
10.7	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)	10.4
10.8	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)	10.5
10.9	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)	10.6
10.10	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)	10.7
10.11	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.	Registration on Form S-1 (No. 33-69450)	10.16(a)

INCORPORATION BY REFERENCE

EXHIBIT NO.	EXHIBIT	REGISTRANT	FILING	EXHIBIT
10.12	Amended and Restated Sublease Agreement dated April 1, 1988, between Southwest Salt Co. and AP Propane, Inc. (the "Southwest Salt Co. Agreement")	UGI Corporation	Form 10-K (9/30/94)	10.35
10.12(a)	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	UGI Corporation	Form 10-K (9/30/99)	10.5
10.13	Financing Agreement dated as of November 5, 1997 between AmeriGas Propane, Inc. and AmeriGas Propane, L.P.	AmeriGas Partners, L.P.	Form 10-K (9/30/97)	10.12
10.14	Agreement by Petrolane Incorporated and certain of its subsidiaries parties 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)	10.13
10.15**	UGI Corporation 1992 Stock Option and Dividend Equivalent Plan, as amended May 19, 1992	UGI Corporation	Form 10-Q (6/30/92)	10(ee.)
10.16**	UGI Corporation Annual Bonus Plan dated March 8, 1996	UGI Corporation	Form 10-Q (6/30/96)	10.4
*10.17**	AmeriGas Propane, Inc. Annual Bonus Plan effective October 1, 1998			
10.18**	1997 Stock Purchase Loan Plan	UGI Corporation	Form 10-K (9/30/97)	10.16
10.19**	UGI Corporation Senior Executive Employee Severance Pay Plan effective January 1, 1997	UGI Corporation	Form 10-K (9/30/97)	10.12
10.20**	AmeriGas Propane, Inc. Executive Employee Severance Pay Plan effective January 1, 1997	AmeriGas Partners, L.P.	Form 10-Q (12/31/96)	10.1
10.21**	Amendment No. 1 to AmeriGas Propane, Inc. Executive Employee Severance Pay Plan	AmeriGas Partners, L.P.	Form 10-Q (6/30/98)	10
10.22**	UGI Corporation 1992 Non-Qualified Stock Option Plan	AmeriGas Partners, L.P.	Form 10-K (9/30/95)	10.19
10.23**	Amendment No. 1 to the UGI Corporation 1992 Non-Qualified Stock Option Plan	UGI Utilities, Inc.	Form 10-Q (6/30/97)	10
10.24**	UGI Corporation 2000 Stock Incentive Plan	UGI Corporation	Form 10-K (9/30/99)	10.14

INCORPORATION BY REFERENCE

EXHIBIT NO.	EXHIBIT	REGISTRANT	FILING	EXHIBIT
10.25**	AmeriGas Propane, Inc. 1997 Long-Term Incentive Plan effective October 1, 1996	AmeriGas Partners, L.P.	Form 10-K (9/30/97)	10.26
10.26**	AmeriGas Propane, Inc. Supplemental Executive Retirement Plan effective October 1, 1996	AmeriGas Partners, L.P.	Form 10-K (9/30/97)	10.27
10.27**	UGI Corporation 1997 Stock Option and Dividend Equivalent Plan	UGI Corporation	Form 10-Q (3/31/97)	10.2
10.28**	UGI Corporation Supplemental Executive Retirement Plan Amended and Restated effective October 1, 1996	UGI Corporation	Form 10-Q (6/30/98)	10
10.29**	Summary of Terms of UGI Corporation Restricted Stock Awards	UGI Corporation	Form 10-Q (6/30/99)	10
10.30**	Description of Change of Control arrangements for Messrs. Greenberg and Bovaird	UGI Corporation	Form 10-K (9/30/99)	10.33
*10.31**	Description of Change of Control arrangements for Messrs. Bissell, Grady and Knauss			
*13	Pages 9 through 23 of the AmeriGas Partners, L.P. Annual Report for the year ended September 30, 1999			
21	Subsidiaries of AmeriGas Partners, L.P.	AmeriGas Partners, L.P.	Form 10-K (9/30/98)	21
*27.1	Financial Data Schedule of AmeriGas Partners, L.P.			
*27.2	Financial Data Schedule of AmeriGas Finance Corp.			

* 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.

During the last quarter of the 1999 fiscal year, neither the Partnership nor AmeriGas Finance Corp. filed any Current Reports on Form 8-K.

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.

AMERIGAS PARTNERS, L.P.

Date: December 13, 1999

By: AmeriGas Propane, Inc.
its General Partner

By: Martha B. Lindsay

Martha B. Lindsay
Vice President - Finance
and Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below on December 13, 1999 by the following persons on behalf of the Registrant and in the capacities with AmeriGas Propane, Inc., General Partner, indicated.

SIGNATURE	TITLE
Lon R. Greenberg - ---------------------------------- Lon R. Greenberg	President, Chairman and Chief Executive Officer (Principal Executive Officer) and Director
Martha B. Lindsay - ---------------------------------- Martha B. Lindsay	Vice President - Finance and Chief Financial Officer (Principal Financial Officer)
Richard R. Eynon - ---------------------------------- Richard R. Eynon	Controller and Chief Accounting Officer (Principal Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below on December 13, 1999 by the following persons on behalf of the Registrant and in the capacities with AmeriGas Propane, Inc., General Partner, indicated.

SIGNATURE	TITLE
Thomas F. Donovan - ----------------------------------- Thomas F. Donovan	Director
Richard C. Gozon - ----------------------------------- Richard C. Gozon	Director
James W. Stratton - ----------------------------------- James W. Stratton	Director
Stephen A. Van Dyck - ----------------------------------- Stephen A. Van Dyck	Director
Roger B. Vincent - ----------------------------------- Roger B. Vincent	Director
David I. J. Wang - ----------------------------------- David I. J. Wang	Director

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.

AMERIGAS FINANCE CORP.

Date: December 13, 1999

By: Martha B. Lindsay

Martha B. Lindsay
Vice President - Finance
and Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below on December 13, 1999 by the following persons on behalf of the Registrant and in the capacities indicated.

SIGNATURE	TITLE
Eugene V.N. Bissell - ------------------------------ Eugene V.N. Bissell	President (Principal Executive Officer) and Director
Martha B. Lindsay - ------------------------------ Martha B. Lindsay	Vice President - Finance and Chief Financial Officer (Principal Financial Officer) and Director
Richard R. Eynon - ------------------------------ Richard R. Eynon	Controller and Chief Accounting Officer (Principal Accounting Officer)
Brendan P. Bovaird - ------------------------------ Brendan P. Bovaird	Director

AMERIGAS PARTNERS, L.P
AMERIGAS FINANCE CORP.

FINANCIAL INFORMATION

FOR INCLUSION IN ANNUAL REPORT ON

FORM 10-K FOR THE FISCAL

YEAR ENDED SEPTEMBER 30, 1999

AMERIGAS PARTNERS, L.P. AND SUBSIDIARIES

INDEX TO FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULES

The consolidated financial statements of AmeriGas Partners, L.P. and subsidiaries, together with the report thereon of Arthur Andersen LLP dated November 12, 1999, listed in the following index, are included in AmeriGas Partners' 1999 Annual Report to Unitholders and are incorporated herein by reference. With the exception of the pages listed in this index and information incorporated in Items 5 and 8, the 1999 Annual Report to Unitholders is not to be deemed filed as part of this Report.

AMERIGAS PARTNERS, L.P. AND SUBSIDIARIES

INDEX TO FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULES (continued)

We have omitted all other financial statement schedules because the required information is either (1) not present; (2) not present in amounts sufficient to require submission of the schedule; or (3) the information required is included elsewhere in the financial statements or related notes.

AMERIGAS FINANCE CORP.

FINANCIAL STATEMENTS
for the years ended September 30, 1999, 1998 and 1997

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To AmeriGas Finance Corp.:

We have audited the accompanying balance sheets of AmeriGas Finance Corp. (a Delaware corporation and a wholly owned subsidiary of AmeriGas Partners, L.P.) as of September 30, 1999 and 1998, and the related statements of stockholder's equity for each of the three years in the period ended September 30, 1999. These financial statements are the responsibility of the management of AmeriGas Propane, Inc. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the balance sheets and statements of stockholder's equity referred to above present fairly, in all material respects, the financial position of AmeriGas Finance Corp. as of September 30, 1999 and 1998, in conformity with generally accepted accounting principles.

ARTHUR ANDERSEN LLP

Chicago, Illinois
November 12, 1999

AMERIGAS FINANCE CORP.
(A WHOLLY OWNED SUBSIDIARY OF AMERIGAS PARTNERS, L.P.)

BALANCE SHEETS

	September 30,	
ASSETS	1999	1998
Cash	$ 1,000	$ 1,000
Total assets	$ 1,000	$ 1,000
STOCKHOLDER'S EQUITY		
Common stock, $.01 par value; 100 shares authorized; 100 shares issued and outstanding	$ 1	$ 1
Additional paid-in capital	999	999
Total stockholder's equity	$ 1,000	$ 1,000

The accompanying note is an integral part of these financial statements.

AMERIGAS FINANCE CORP.
(A WHOLLY OWNED SUBSIDIARY OF AMERIGAS PARTNERS, L.P.)

STATEMENTS OF STOCKHOLDER'S EQUITY

	Common Stock	Additional Paid-in Capital	Retained Earnings
BALANCE SEPTEMBER 30, 1997	$ 1	$ 999	$ -
BALANCE SEPTEMBER 30, 1998	1	999	-
BALANCE SEPTEMBER 30, 1999	$ 1	$ 999	$ -

The accompanying note is an integral part of these financial statements.

AMERIGAS FINANCE CORP.
(A WHOLLY OWNED SUBSIDIARY OF AMERIGAS PARTNERS, L.P.)

NOTE TO FINANCIAL STATEMENTS

SEPTEMBER 30, 1999 AND 1998

AmeriGas Finance Corp. (AmeriGas Finance), a Delaware corporation, was formed on March 13, 1995 and is a wholly owned subsidiary of AmeriGas Partners, L.P. (AmeriGas Partners).

On April 19, 1995, AmeriGas Partners issued $100,000,000 face value of 10.125% Senior Notes due April 2007. AmeriGas Finance serves as a co-obligor of these notes.

AmeriGas Partners owns all 100 shares of AmeriGas Finance common stock outstanding.

AMERIGAS PARTNERS, L.P. AND SUBSIDIARIES
SCHEDULE I - CONDENSED FINANCIAL INFORMATION OF REGISTRANT (PARENT COMPANY)

BALANCE SHEETS
(Thousands of dollars)

	September 30, 1999	September 30, 1998
ASSETS		
Accounts receivable	$ 5,063	$ 5,093
Investment in AmeriGas Propane, L.P.	331,317	396,844
Deferred charges	2,304	2,609
Total assets	$ 338,684	$ 404,546
LIABILITIES AND PARTNERS' CAPITAL		
Accounts payable	$ 2	$ 30
Accrued interest	4,641	4,641
Total current liabilities	4,643	4,671
Long-term debt	100,000	100,000
Partners' capital:		
Common unitholders	177,947	157,866
Subordinated unitholders	53,756	139,012
General partner	2,338	2,997
Total partners' capital	234,041	299,875
Total liabilities and partners' capital	$ 338,684	$ 404,546

AMERIGAS PARTNERS, L.P. AND SUBSIDIARIES
SCHEDULE I - CONDENSED FINANCIAL INFORMATION OF REGISTRANT (PARENT COMPANY)

STATEMENTS OF OPERATIONS
(Thousands of dollars)

	Year Ended September 30,		
	1999	1998	1997
Operating income (expenses)	$ (2)	$ 30	$ (29)
Equity in income of AmeriGas Propane, L.P.	36,067	31,802	54,439
Interest expense	(10,430)	(10,430)	(10,430)
Net income	$ 25,635	$ 21,402	$ 43,980

AMERIGAS PARTNERS, L.P. AND SUBSIDIARIES
SCHEDULE I - CONDENSED FINANCIAL INFORMATION OF REGISTRANT (PARENT COMPANY)

STATEMENTS OF CASH FLOWS
(Thousands of dollars)

	Year Ended September 30,		
	1999	1998	1997
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	$ 25,635	$ 21,402	$ 43,980
Reconciliation of net income to net cash from operating activities:			
Equity in income of AmeriGas Propane, L.P.	(36,067)	(31,802)	(54,438)
Increase (decrease) in accounts receivable	30	(30)	-
Increase (decrease) in accounts payable	(28)	1	(37)
Amortization of deferred debt issuance costs	305	305	306
Net cash used by operating activities	(10,125)	(10,124)	(10,189)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Contribution to AmeriGas Propane, L.P.	(16)	(12)	(26)
Distributions from AmeriGas Propane, L.P.	103,255	103,184	103,050
Net cash provided by investing activities	103,239	103,172	103,024
CASH FLOWS FROM FINANCING ACTIVITIES:			
Distributions	(93,130)	(93,060)	(92,861)
Capital contribution from General Partner	16	12	26
Net cash used by financing activities	(93,114)	(93,048)	(92,835)
Change in cash and cash equivalents	$ -	$ -	$ -
CASH AND CASH EQUIVALENTS:			
End of period	$ -	$ -	$ -
Beginning of period	-	-	-
Change	$ -	$ -	$ -

AMERIGAS PARTNERS, L.P. AND SUBSIDIARIES

SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS
(Thousands of dollars)

	Balance at beginning of year	Charged (credited) to costs and expenses	Other	Balance at end of year
YEAR ENDED SEPTEMBER 30, 1999				
Reserves deducted from assets in the consolidated balance sheet:				
Allowance for doubtful accounts	$ 6,432	$ 3,528	$ (3,962)(1)	$ 5,998
Allowance for amortization of other deferred costs	$ 584	$ 787		$ 1,371
Allowance for amortization of deferred financing costs	$ 5,407	$ 1,656		$ 7,063
Other reserves:				
Self-insured property and casualty liability	$ 41,842	$ 10,952	$ (18,187)(2)	$ 34,607
Insured property and casualty liability	$ 4,300	$ 768		$ 5,068
Environmental and other	$ 13,167		$ (1,161)(2) 159 (3)	$ 12,165
YEAR ENDED SEPTEMBER 30, 1998				
Reserves deducted from assets in the consolidated balance sheet:				
Allowance for doubtful accounts	$ 7,875	$ 4,287	$ (5,730)(1)	$ 6,432
Allowance for amortization of other deferred costs	$ 414	$ 170	$ -	$ 584
Allowance for amortization of deferred financing costs	$ 3,791	$ 1,616	$ -	$ 5,407
Other reserves:				
Self-insured property and casualty liability	$ 41,856	$ 10,606	$ (10,620)(2)	$ 41,842
Insured property and casualty liability	$ 1,801	$ 2,851	$ (352)(2)	$ 4,300
Environmental and other	$ 19,133	$ (4,046)	$ (1,920)(2)	$ 13,167

AMERIGAS PARTNERS, L.P. AND SUBSIDIARIES

SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS (CONTINUED)
(Thousands of dollars)

	Balance at beginning of year	Charged (credited) to costs and expenses	Other	Balance at end of year
YEAR ENDED SEPTEMBER 30, 1997				
Reserves deducted from assets in the consolidated balance sheet:				
Allowance for doubtful accounts	$ 6,579	$ 6,986	$ (5,690)(1)	$ 7,875
Allowance for amortization of other deferred costs	$ 244	$ 170	$ --	$ 414
Allowance for amortization of deferred financing costs	$ 2,238	$ 1,553	$ --	$ 3,791
Other reserves:				
Self-insured property and casualty liability	$ 42,332	$ 9,421	$ (9,897)(2)	$ 41,856
Insured property and casualty liability	$ 19,024	$ 3,345	$(20,568)(2)	$ 1,801
Environmental and other	$ 15,629	$ 4,565	$ (1,126)(2) 65 (3)	$ 19,133

(1) Uncollectible accounts written off, net of recoveries.
(2) Payments, net of any refunds
(3) Other adjustments.

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Partners of AmeriGas Partners, L.P. and the
Board of Directors of AmeriGas Propane, Inc.:

We have audited, in accordance with generally accepted auditing standards, the consolidated financial statements included in the AmeriGas Partners, L.P. annual report to unitholders for the year ended September 30, 1999, incorporated by reference in this Form 10-K, and have issued our report thereon dated November 12, 1999. Our audits were made for the purpose of forming an opinion on those consolidated financial statements taken as a whole. The schedules listed in the index on page F-2 are the responsibility of the management of AmeriGas Propane, Inc. and are presented for purposes of complying with the Securities and Exchange Commission's rules and are not part of the basic financial statements. These schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, fairly state in all material respects the financial data required to be set forth therein in relation to the basic financial statements taken as a whole.

ARTHUR ANDERSEN LLP

Chicago, Illinois
November 12, 1999

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
10.17	AmeriGas Propane, Inc. Annual Bonus Plan effective October 1, 1998
10.31	Description of Change of Control arrangements for Messrs. Bissell, Grady and Knauss
13	Pages 9 through 23 of the AmeriGas Partners, L.P. 1999 Annual Report
27.1	Financial Data Schedule of AmeriGas Partners, L.P.
27.2	Financial Data Schedule of AmeriGas Finance Corp.

EXHIBIT 10.17

AMERIGAS PROPANE, INC.
ANNUAL BONUS PLAN
EFFECTIVE 10-1-98

LEADERSHIP TEAM

TARGET BONUS:

Target bonus percents are separately established for each position and are set at the 75th percentile of competitive practice.

Target Bonus amount to be leveraged up or down based on achievement of certain goals, which will be determined annually by management and approved by the Board of Directors. Such goals will be 100% financial for the President/CEO and a combination of financial and non-financial goals for all other participants with 70% of the target bonus based on financial performance and 30% on non-financial goals. The focus of both the financial and the non-financial goals will be performance standards that are under management's control and which reward management for improving the overall quality of the business.

A leverage table will be used for each of the established goals to reward management for degree of achievement. Goals are independent of one another, i.e. bonus payments will be made for achievement of any one or more of the established goals in accordance with measurement criteria and leverage tables.

AMERIGAS FINANCIAL PERFORMANCE

The AmeriGas financial performance measurement will be the Company's actual EBITDA achievement for the fiscal year. The minimum level of acceptable achievement for bonus purposes will be set at approximately 80% of the Company's EBITDA budget for the fiscal year.

AMERIGAS NON-FINANCIAL PERFORMANCE

Three non-financial goals will be established each year, each weighted at 10% of the target bonus opportunity. The non-financial goals will be directly linked to areas of significant business focus as determined by senior management and the Board of Directors. Leverage tables will be established for each goal with payouts ranging from 0 to 150%, based on degree of achievement of the targeted objective.

EXHIBIT 10.31

DESCRIPTION OF CHANGE OF CONTROL ARRANGEMENTS FOR AMERIGAS PARTNERS, L.P.

CHANGE OF CONTROL ARRANGEMENTS

Named Executives Employed by the General Partner. Messrs. Bissell, Grady and Knauss each have an agreement with the General Partner (the "Agreement") which provides certain benefits in the event of a change of control. The Agreements operate independently of the AmeriGas Severance Plan, continue through July 2004, and are automatically extended in one-year increments thereafter unless, prior to a change of control, the General Partner terminates an Agreement. In the absence of a change of control, each Agreement will terminate when, for any reason, the executive terminates his employment with the General Partner or any of its subsidiaries.

A change of control is generally deemed to occur if : (i) a change of control of UGI, as defined above, occurs, (ii) the General Partner, AmeriGas Partners or the Operating Partnership is reorganized, merged or consolidated with or into, or sells all or substantially all of its assets to, another corporation or partnership in a transaction in which the former shareholders of the General Partner, or former limited partners, as the case may be, do not own more than 50% of the outstanding common stock and combined voting power, or the outstanding common units of such partnership, after the transaction, (iii) the General Partner, AmeriGas Partners or the Operating Partnership is liquidated or dissolved, (iv) UGI and its subsidiaries fail to own more than fifty percent of the general partnership interests of AmeriGas Partners or the Operating Partnership, (v) UGI and its subsidiaries fail to own more than fifty percent of the combined voting power of the General Partner's then outstanding voting securities, or (vi) AmeriGas Propane, Inc. is removed as the general partner of AmeriGas Partners by vote of the limited partners, or AmeriGas Propane, Inc. is removed as the general partner of AmeriGas Partners or the Operating Partnership as a result of judicial or administrative proceedings.

Upon a change of control, the Agreement provides for an immediate cash payment equal to the market value of any pending target award under the General Partner's long-term compensation plan.

Severance benefits are payable under the Agreements if there is a termination of the executive's employment without cause at any time within three years after a change of control. In addition, following a change of control, the executive may elect to terminate his or her employment without loss of severance benefits in certain specified contingencies, including termination of officer status; a significant adverse change in authority, duties, responsibilities or compensation; the failure of the General Partner to comply with and satisfy any of the terms of the Agreement; or a substantial relocation or excessive travel requirements.

An executive who is terminated with rights to severance compensation under an Agreement will be entitled to receive an amount equal to 1.0 times his average total cash remuneration for the preceding five calendar years. If the severance compensation payable under the Agreement, either alone or together with other payments to an executive, would constitute "excess parachute payments," as defined in Section 280G of the Code, the executive will also receive an amount to satisfy the executive's additional tax burden.

INDEX TO FINANCIAL AND OTHER INFORMATION

CONSOLIDATED BALANCE SHEETS
(THOUSANDS OF DOLLARS)

	September 30, 1999	September 30, 1998
ASSETS		
Current assets:		
Cash and cash equivalents (note 2)	$ 390	$ 8,873
Accounts receivable (less allowances for doubtful accounts of $5,998 and $6,432, respectively)	66,937	58,778
Inventories (notes 2 and 6)	53,455	49,394
Prepaid expenses and other current assets	19,787	16,301
Total current assets	140,569	133,346
Property, plant and equipment (less accumulated depreciation and amortization of $236,628 and $205,083, respectively) (notes 2 and 7)	435,545	442,042
Intangible assets (less accumulated amortization of $165,676 and $141,382, respectively) (note 2)	608,878	629,355
Other assets (note 2)	11,469	12,473
Total assets	$1,196,461	$1,217,216
LIABILITIES AND PARTNERS' CAPITAL		
Current liabilities:		
Current maturities of long-term debt (note 4)	$ 17,394	$ 6,068
Bank loans (note 4)	22,000	10,000
Accounts payable -- trade	48,730	34,075
Accounts payable -- related parties (note 10)	2,151	6,799
Employee compensation and benefits accrued	23,530	19,962
Interest accrued	29,140	28,053
Refunds and deposits	23,244	25,938
Other current liabilities (note 11)	21,718	29,402
Total current liabilities	187,907	160,297
Long-term debt (note 4)	727,331	702,926
Other noncurrent liabilities	43,802	50,069
Commitments and contingencies (note 9)		
Minority interest (note 2)	3,380	4,049
Partners' capital (note 8):		
Common unitholders (units issued -- 32,078,293 and 22,105,993, respectively)	177,947	157,866
Subordinated unitholders (units issued -- 9,891,072 and 19,782,146, respectively)	53,756	139,012
General partner	2,338	2,997
Total partners' capital	234,041	299,875
Total liabilities and partners' capital	$1,196,461	$1,217,216

The accompanying notes are an integral part of these financial statements.

CONSOLIDATED STATEMENTS OF OPERATIONS
(THOUSANDS OF DOLLARS, EXCEPT PER UNIT)

	Year Ended September 30, 1999	1998	1997
Revenues (note 2):			
Propane	$ 785,140	$ 834,627	$ 994,200
Other	87,395	79,751	83,625
	872,535	914,378	1,077,825
Costs and expenses:			
Cost of sales -- propane	354,063	410,713	563,959
Cost of sales -- other	36,705	33,047	36,413
Operating and administrative expenses (note 10)	329,635	320,220	316,392
Depreciation and amortization (note 2)	64,878	63,225	62,004
Other income, net (note 13)	(5,392)	(745)	(11,316)
	779,889	826,460	967,452
Operating income	92,646	87,918	110,373
Interest expense	(66,585)	(66,189)	(65,658)
Income before income taxes	26,061	21,729	44,715
Income taxes (note 2)	(58)	(3)	(180)
Minority interest (note 2)	(368)	(324)	(555)
Net income	$ 25,635	$ 21,402	$ 43,980
General partner's interest in net income	$ 256	$ 214	$ 440
Limited partners' interest in net income	$ 25,379	$ 21,188	$ 43,540
Income per limited partner unit -- basic and diluted	$ .61	$ .51	$ 1.04
Average limited partner units outstanding -- basic and diluted (thousands)	41,918	41,886	41,799

The accompanying notes are an integral part of these financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(THOUSANDS OF DOLLARS)

	Year Ended September 30,		
	1999	1998	1997
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income	$ 25,635	$ 21,402	$ 43,980
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	64,878	63,225	62,004
Other, net	(941)	(2,825)	3,939
	89,572	81,802	109,923
Net change in:			
Accounts receivable	(11,462)	15,904	1,511
Inventories and prepaid propane purchases ...	(4,843)	36,774	(3,110)
Accounts payable	10,186	(14,187)	5,101
Other current assets and liabilities	(13,200)	12,625	(3,259)
Net cash provided by operating activities	70,253	132,918	110,166
CASH FLOWS FROM INVESTING ACTIVITIES			
Expenditures for property, plant and equipment .	(31,053)	(31,577)	(24,470)
Proceeds from disposals of assets	5,705	5,153	10,613
Acquisitions of businesses, net of cash acquired	(3,898)	(8,076)	(11,627)
Net cash used by investing activities	(29,246)	(34,500)	(25,484)
CASH FLOWS FROM FINANCING ACTIVITIES			
Distributions	(93,130)	(93,060)	(92,861)
Minority interest activity	(1,036)	(1,039)	(1,024)
Increase (decrease) in bank loans	12,000	(18,000)	6,000
Issuance of long-term debt	96,007	23,000	8,131
Repayment of long-term debt	(63,347)	(4,527)	(3,007)
Capital contribution from general partner	16	12	26
Net cash used by financing activities	(49,490)	(93,614)	(82,735)
Cash and cash equivalents increase (decrease)	$ (8,483)	$ 4,804	$ 1,947
CASH AND CASH EQUIVALENTS			
End of period	$ 390	$ 8,873	$ 4,069
Beginning of period	8,873	4,069	2,122
Increase (decrease)	$ (8,483)	$ 4,804	$ 1,947

The accompanying notes are an integral part of these financial statements.

CONSOLIDATED STATEMENTS OF PARTNERS' CAPITAL
(THOUSANDS OF DOLLARS, EXCEPT UNIT DATA)

	Number of Units					
	Common	Subordinated	Common	Subordinated	General partner	Total partners' capital
Balance September 30, 1996	21,949,272	19,782,146	$ 230,376	$ 207,439	$ 4,421	$ 442,236
Net income			22,857	20,683	440	43,980
Distributions (note 3)			(48,411)	(43,521)	(929)	(92,861)
Common Units issued in connection with acquisition .	111,135		2,645	--	27	2,672
Capital contribution from general partner			786	709	15	1,510
Balance September 30, 1997	22,060,407	19,782,146	208,253	185,310	3,974	397,537
Net income			11,182	10,006	214	21,402
Distributions (note 3)			(48,608)	(43,521)	(931)	(93,060)
Adjustments to net assets contributed (note 8)			(14,172)	(12,783)	(272)	(27,227)
Common Units issued in connection with acquisition (note 10)	45,586		1,211	--	12	1,223
Balance September 30, 1998	22,105,993	19,782,146	157,866	139,012	2,997	299,875
Net income			4,372	21,007	256	25,635
Distributions (note 3)			(54,118)	(38,081)	(931)	(93,130)
Conversion of Subordinated Units (note 3)	9,891,074	(9,891,074)	68,182	(68,182)	--	--
Common Units issued in connection with employee incentive plan (note 8)	81,226		1,645	--	16	1,661
Balance September 30, 1999	32,078,293	9,891,072	$ 177,947	$ 53,756	$ 2,338	$ 234,041

The accompanying notes are an integral part of these financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(THOUSANDS OF DOLLARS, EXCEPT PER UNIT)

1. PARTNERSHIP ORGANIZATION AND FORMATION

AmeriGas Partners, L.P. ("AmeriGas Partners") was formed November 2, 1994 and is a publicly traded limited partnership. AmeriGas Partners owns a 98.99% limited partner interest in AmeriGas Propane, L.P. (the "Operating Partnership"). The Operating Partnership was formed to acquire the propane businesses and assets of AmeriGas Propane, Inc. (a Delaware corporation), AmeriGas Propane-2, Inc., and Petrolane Incorporated ("Petrolane"). The Operating Partnership acquired such assets on April 19, 1995. We refer to AmeriGas Partners, the Operating Partnership, and their subsidiaries collectively as "the Partnership" or "we."

AmeriGas Partners and the Operating Partnership are Delaware limited partnerships. The Operating Partnership is engaged in the distribution of propane and related equipment and supplies. The Operating Partnership is the largest retail propane distributor in the United States serving residential, commercial, industrial, motor fuel and agricultural customers from locations in 46 states, including Alaska and Hawaii.

AmeriGas Propane, Inc. (the "General Partner"), a Pennsylvania corporation, holds a 1% general partner interest in AmeriGas Partners and a 1.01% general partner interest in the Operating Partnership. At September 30, 1999, the General Partner and its wholly owned subsidiary Petrolane owned a combined 14,283,932 Common Units and 9,891,072 Subordinated Units of AmeriGas Partners. The remaining 17,794,361 Common Units are publicly held. These Common and Subordinated units represent limited partner interests in AmeriGas Partners.

AmeriGas Partners and the Operating Partnership have no employees. The General Partner conducts, directs and manages all activities of AmeriGas Partners and the Operating Partnership and is reimbursed on a monthly basis for all direct and indirect expenses it incurs on their behalf.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

CONSOLIDATION PRINCIPLES. Our consolidated financial statements include the accounts of AmeriGas Partners, the Operating Partnership, and their subsidiaries. We eliminate all significant intercompany accounts and transactions when we consolidate. We account for the General Partner's 1.01% interest in the Operating Partnership as a minority interest in the consolidated financial statements.

USE OF ESTIMATES. We make estimates and assumptions when preparing financial statements in conformity with generally accepted accounting principles. These estimates and assumptions affect the reported amounts of assets and liabilities, revenues and expenses, as well as the disclosure of contingent assets and liabilities. Actual results could differ from these estimates.

REVENUE RECOGNITION. We recognize revenues from the sale of propane principally as product is shipped or delivered to customers.

INVENTORIES AND PREPAID PROPANE PURCHASES. Our inventories are stated at the lower of cost or market. We determine cost using an average cost method for propane, specific identification for appliances, and the first-in, first-out ("FIFO") method for all other inventories. We also enter into contracts with certain of our suppliers under which we prepay all or a portion of the purchase price of a fixed volume of propane for future delivery. These prepayments are included in prepaid expenses and other current assets in the Consolidated Balance Sheets.

PROPERTY, PLANT AND EQUIPMENT AND RELATED DEPRECIATION. We record property, plant and equipment at cost. The amounts we assign to property, plant and equipment of businesses we acquire are based upon estimated fair value at date of acquisition. When we retire or dispose of plant and equipment, we remove from the accounts the cost and accumulated depreciation and include in income any gains or losses.

We compute depreciation of property, plant and equipment using the straight-line method over estimated service lives generally ranging from 15 to 40 years for buildings and improvements; 7 to 30 years for storage and customer tanks and cylinders; and 5 to 10 years for vehicles, equipment and office furniture and fixtures. Depreciation expense was $39,795 in 1999, $38,133 in 1998, and $37,366 in 1997.

INTANGIBLE ASSETS. Intangible assets comprise the following at September 30:

	1999	1998
Goodwill (less accumulated amortization of $109,596 and $94,605, respectively)	$494,144	$507,559
Excess reorganization value (less accumulated amortization of $52,301 and $44,360, respectively) ...	109,205	117,147
Other (less accumulated amortization of $3,779 and $2,417, respectively) ..	5,529	4,649
Total intangible assets	$608,878	$629,355

We amortize goodwill resulting from business combinations accounted for as purchases on a straight-line basis over 40 years. We amortize excess reorganization value (resulting from Petrolane's July 15, 1993 reorganization under Chapter 11 of the U.S. Bankruptcy Code) on a straight-line basis over 20 years. We amortize other intangible assets over the estimated periods of benefit which do not exceed ten years. Amortization expense of intangible assets was $24,295 in 1999, $24,922 in 1998, and $24,469 in 1997.

We evaluate the impairment of long-lived assets, including intangibles, whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. We evaluate recoverability based upon undiscounted future cash flows expected to be generated by such assets.

OTHER ASSETS. Included in other assets are net deferred debt issuance costs of $10,017 at September 30, 1999 and $10,876 at September 30, 1998. We are amortizing these costs over the term of the related debt.

COMPUTER SOFTWARE COSTS. We include in property, plant and equipment external and incremental internal costs associated with computer software we develop for use in our business. We begin capitalizing these costs when the preliminary stage of the project is completed. We amortize these costs on a straight-line basis over a period of five to seven years once the installed software is ready for its intended use.

ENVIRONMENTAL LIABILITIES. We accrue environmental investigation and cleanup costs when it is probable that a liability exists and the amount or range of amounts can be reasonably estimated. Our estimated liability for environmental contamination is reduced to reflect anticipated participation of other responsible parties but is not reduced for possible recovery from insurance carriers. We do not discount to present value the costs of future expenditures for environmental liabilities.

INCOME TAXES. AmeriGas Partners and the Operating Partnership are not directly subject to federal and state income taxes. Instead, their taxable income or loss is allocated to the individual partners. The Operating Partnership does, however, have corporate subsidiaries which are subject to federal and state income taxes. Accordingly, our consolidated financial statements reflect income taxes related to these corporate subsidiaries. Net income for financial statement purposes may differ significantly from taxable income reportable to unitholders. This is a result of (1) differences between the tax basis and financial reporting basis of assets and liabilities and (2) the taxable income allocation requirements of the Amended and Restated Agreement of Limited Partnership ("Partnership Agreement") and the Internal Revenue Code.

UNIT-BASED COMPENSATION. As permitted by Statement of Financial Accounting Standards ("SFAS") No. 123, "Accounting for Stock-Based Compensation" ("SFAS 123"), we apply the provisions of Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" ("APB 25") in recording compensation expense for grants of stock, stock options, and other equity instruments to employees. Our compensation expense under APB 25 was not different from amounts determined under the provisions of SFAS 123.

NET INCOME PER UNIT. Net income per unit is computed by dividing net income, after deducting the General Partner's 1% interest, by the weighted average number of Common and Subordinated units outstanding. There were no potentially dilutive securities outstanding during the periods presented.

DERIVATIVE INSTRUMENTS. We use derivative instruments, including futures contracts, price swap agreements and option contracts, to hedge exposure to market risk associated with a portion of our anticipated propane purchases. Additionally, on occasion we enter into interest rate protection agreements to reduce interest rate risk associated with anticipated issuances of debt.

We recognize gains or losses on derivative instruments associated with these forecasted transactions when such transactions affect earnings. If it is probable that the original forecasted transaction will not occur, we immediately recognize in earnings any gain or loss on the related derivative instrument. If such derivative instrument is terminated early for other economic reasons, we defer any gain or loss as of the termination date until such time as the forecasted transaction affects earnings.

CONSOLIDATED STATEMENTS OF CASH FLOWS. We define cash equivalents as all highly liquid investments with maturities of three months or less when purchased. We record cash equivalents at cost plus accrued interest, which approximates market value. We paid interest totaling $66,984 in 1999, $67,069 in 1998, and $67,103 in 1997.

COMPREHENSIVE INCOME. We adopted SFAS No. 130, "Reporting Comprehensive Income" ("SFAS 130") in 1999. SFAS 130 establishes standards for reporting and displaying comprehensive income, comprising net income and other nonowner changes in equity, in the financial statements. For all periods presented, comprehensive income was the same as net income.

SEGMENT INFORMATION. In 1999 we adopted SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information" ("SFAS 131"). SFAS 131 establishes standards for reporting information about operating segments as well as related disclosures about products and services, geographic areas and major customers. In determining our reportable segments under the provisions of SFAS 131, we examined the way we organize our business internally for making operating decisions and assessing business performance. Based upon this examination, we have determined that we have a single reportable operating segment which engages in the distribution of propane and related equipment and supplies. No single customer represents one percent or more of consolidated revenues. In addition, virtually all of the partnership's revenues are derived from sources within the U.S. and virtually all of its long-lived assets are located in the U.S.

ACCOUNTING PRINCIPLES NOT YET ADOPTED. In March 1998, the American Institute of Certified Public Accountants issued Statement of Position No. 98-1, "Accounting for the Costs of Computer Software Developed or Obtained for Internal Use" ("SOP 98-1"). SOP 98-1 requires companies to capitalize the cost of computer software developed or obtained for internal use once certain criteria have been met. We will adopt SOP 98-1 in fiscal 2000. We do not expect the adoption of SOP 98-1 will have a material effect on our financial position or results of operations.

In June 1998, the Financial Accounting Standards Board (FASB) issued SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities" ("SFAS 133"). SFAS 133 establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities. It requires that an entity recognize all derivative instruments as either assets or liabilities and measure them at fair value. The accounting for changes in fair value depends upon the purpose of the derivative instrument and whether it is designated and qualifies for hedge accounting. To the extent derivative instruments qualify and are designated as hedges of forecasted transactions, changes in fair value will generally be reported as a component of other comprehensive income and be reclassified into net income when the forecasted transaction affects earnings. To the extent such derivative instrument qualifies as a hedge of a firm commitment, any gain or loss would generally be recognized in earnings when the firm commitment affects earnings. In June 1999, the FASB deferred the effective date of SFAS 133 to fiscal years beginning after June 15, 2000. Accordingly, we will adopt SFAS 133 in fiscal 2001. The impact of SFAS 133 will depend upon the extent to which we use derivative instruments and their designation and effectiveness as hedges of market risk.

3. QUARTERLY DISTRIBUTIONS OF AVAILABLE CASH

The Partnership makes distributions to its partners approximately 45 days after the end of each fiscal quarter in a total amount equal to its Available Cash for such quarter. Available Cash generally means:

1. all cash on hand at the end of such quarter,

2. plus all additional cash on hand as of the date of determination resulting from borrowings after the end of such quarter,

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, CONTINUED
(THOUSANDS OF DOLLARS, EXCEPT PER UNIT)

3. less the amount of cash reserves established by the General Partner in its reasonable discretion.

The General Partner may establish reserves for the proper conduct of the Partnership's business and for distributions during the next four quarters. In addition, certain of the Partnership's debt agreements require reserves be established for the payment of debt principal and interest.

Distributions of Available Cash will generally be made 98% to the Common and Subordinated unitholders and 2% to the General Partner. The Partnership may pay an incentive distribution if Available Cash exceeds the Minimum Quarterly Distribution of $0.55 ("MQD") on all units. If there is sufficient Available Cash, the holders of Common Units have the right to receive the MQD, plus any arrearages, before the distribution of Available Cash to holders of Subordinated Units. Common Units will not accrue arrearages for any quarter after the Subordination Period (as defined below), and Subordinated Units will not accrue arrearages for any quarter.

The Partnership Agreement provides that 4,945,537 Subordinated Units may convert into Common Units on the first day after the distribution record date for any quarter ending on or after March 31, 1998, and an additional 4,945,537 Subordinated Units may convert on the first day after the distribution record date for any quarter ending on or after March 31, 1999, if as of such quarterly dates certain historical and projected cash generation-based requirements are met. Because the required cash generation-based objectives were achieved as of March 31, 1999, a total of 9,891,074 Subordinated Units held by the General Partner and its wholly owned subsidiary, Petrolane, were converted into Common Units on May 18, 1999. The remaining outstanding 9,891,072 Subordinated Units held by the General Partner are eligible to convert to Common Units on the first day after the record date for any quarter ending on or after March 31, 2000 in respect of which:

1. distributions of Available Cash from Operating Surplus (as defined in the Partnership Agreement) equal or exceed the MQD on each of the outstanding Common and Subordinated units for each of the four consecutive nonoverlapping four-quarter periods immediately preceding such date,

2. the Adjusted Operating Surplus (as defined in the Partnership Agreement) generated during both (i) each of the two immediately preceding nonoverlapping four-quarter periods and (ii) the immediately preceding sixteen-quarter period, equals or exceeds the MQD on each of the Common and Subordinated units outstanding during those periods, and

3. there are no arrearages on the Common Units.

The ability of the Partnership to attain the cash-based performance and distribution requirements will depend upon a number of factors including highly seasonal operating results, changes in working capital, asset sales and debt refinancings. Based upon projected results assuming normal weather, it is reasonably possible that the remaining 9,871,072 Subordinated Units could convert to Common Units during fiscal 2000.

4. DEBT

Long-term debt comprises the following at September 30:

	1999	1998
AmeriGas Partners Senior Notes,		
10.125%, due April 2007	$ 100,000	$ 100,000
Operating Partnership First Mortgage Notes:		
Series A, 9.34%-11.71%, due April 2000 through April 2009 (including unamortized premium of $12,118 and $13,511, respectively, calculated at an 8.91% effective rate)	220,118	221,511
Series B, 10.07%, due April 2001 through April 2005 (including unamortized premium of $7,969 and $9,838, respectively, calculated at an 8.74% effective rate) ..	207,969	209,838
Series C, 8.83%, due April 2003 through April 2010	110,000	110,000
Series D, 7.11%, due March 2009 (including unamortized premium of $2,899 calculated at a 6.52% effective rate) ...	72,899	--
Operating Partnership Acquisition Facility ..	23,000	60,000
Other (including capital lease obligations of $3,540 and $980, respectively)..........	10,739	7,645
Total long-term debt	744,725	708,994
Less current maturities	(17,394)	(6,068)
Total long-term debt due after one year	$ 727,331	$ 702,926

Scheduled repayments of long-term debt for each of the next five fiscal years ending September 30 are as follows: 2000 - $17,394; 2001 - $69,600; 2002 - $71,733; 2003 - $65,546; 2004 - $61,057.

AMERIGAS PARTNERS SENIOR NOTES. The 10.125% Senior Notes of AmeriGas Partners are not redeemable prior to April 15, 2000. Thereafter, AmeriGas Partners has the option to redeem the Senior Notes, in whole or in part. A redemption premium applies until April 15, 2004. In addition, AmeriGas Partners may, under certain circumstances following the disposition of assets or a change of control, be required to offer to prepay the Senior Notes.

FIRST MORTGAGE NOTES. The Operating Partnership's First Mortgage Notes are collateralized by substantially all of its assets. The General Partner and Petrolane are co-obligors of the Series A, B, and C First Mortgage Notes, and the General Partner is co-obligor of the Series D First Mortgage Notes. The Operating Partnership may prepay the First Mortgage Notes, in whole or in part. These prepayments include a make whole premium. Following the disposition of assets or a change of control, the Operating Partnership may be required to offer to prepay the First Mortgage Notes, in whole or in part.

BANK CREDIT AGREEMENT. The Operating Partnership's Bank Credit Agreement consists of a Revolving Credit Facility and an Acquisition Facility. The Operating Partnership's obligations under the Bank Credit Agreement are collateralized by substantially all of its assets. The General Partner and Petrolane are co-obligors of amounts outstanding under the Bank Credit Agreement.

Under the Revolving Credit Facility, the Operating Partnership may borrow up to $100,000 (including a $35,000 sublimit for letters of credit) subject to restrictions in the 10.125% Senior Notes of AmeriGas Partners (see "Restrictive Covenants" below). The Revolving Credit Facility expires September 15, 2002, but may be extended for additional one-year periods with the consent of the participating banks representing at least 80% of the commitments thereunder. The Revolving Credit Facility permits the Operating Partnership to borrow at various prevailing interest rates, including the Base Rate, defined as the higher of the Federal Funds Rate plus 0.50% or the agent bank's reference rate (8.25% at September 30, 1999), or at two-week, one-, two-, three-, or six-month offshore interbank offering rates ("IBOR"), plus a margin. The margin on IBOR borrowings (which ranges from 0.20% to 1.00%) and the Revolving Credit Facility commitment fee rate are dependent upon the Operating Partnership's ratio of funded debt to earnings before interest, income taxes, depreciation and amortization ("EBITDA"), each as defined in the Bank Credit Agreement.

The Operating Partnership had borrowings under the Revolving Credit Facility totaling $22,000 at September 30, 1999 and $10,000 at September 30, 1998, which we classify as bank loans. The weighted-average interest rates on the bank loans outstanding were 6.26% as of September 30, 1999 and 6.22% as of September 30, 1998. Issued outstanding letters of credit under the Revolving Credit Facility totaled $5,855 at September 30, 1999 and $500 at September 30, 1998.

The Acquisition Facility provides the Operating Partnership with the ability to borrow up to $75,000 to finance the purchase of propane businesses or propane business assets. The Acquisition Facility operates as a revolving facility through September 15, 2000, at which time it converts to a quarterly amortizing four-year term loan. The Acquisition Facility permits the Operating Partnership to borrow at the Base Rate or at two-week, one-, two-, three-, or six-month IBOR, plus a margin. The margin on IBOR borrowings and the Acquisition Facility commitment fee rate are dependent upon the Operating Partnership's ratio of funded debt to EBITDA, as defined. The weighted-average interest rates on Acquisition Facility loans outstanding were 6.02% as of September 30, 1999 and 6.18% as of September 30, 1998. In addition to the $23,000 outstanding under the Acquisition Facility at September 30, 1999, the Operating Partnership had the ability to borrow an additional $47,000 based upon eligible propane business and asset expenditures through that date.

GENERAL PARTNER FACILITY. The Operating Partnership also has a revolving credit agreement with the General Partner under which it may borrow up to $20,000 to fund working capital, capital expenditures, and interest and distribution payments. This agreement is coterminous with, and generally comparable to, the Operating Partnership's Revolving Credit Facility except that borrowings under the General Partner Facility are unsecured and subordinated to all senior debt of the Partnership. Interest rates on borrowings are based upon one-month IBOR. Commitment fees are determined in the same manner as fees under the Revolving Credit Facility. UGI Corporation has agreed to contribute up to $20,000 to the General Partner to fund such borrowings.

(THOUSANDS OF DOLLARS, EXCEPT PER UNIT)

RESTRICTIVE COVENANTS. The 10.125% Senior Notes of AmeriGas Partners restrict the ability of the Partnership to, among other things, incur additional indebtedness, incur liens, issue preferred interests, prepay subordinated indebtedness, and effect mergers, consolidations and sales of assets. Under the Senior Notes Indenture, AmeriGas Partners is generally permitted to make cash distributions equal to available cash, as defined, as of the end of the immediately preceding quarter, if certain conditions are met. These conditions include:

1. no event of default exists or would exist upon making such distributions and

2. the Partnership's consolidated fixed charge coverage ratio, as defined, is greater than 1.75-to-1.

If the ratio in item 2 above is less than or equal to 1.75-to-1, the Partnership may make cash distributions in a total amount not to exceed $24,000 less the total amount of distributions made during the immediately preceding 16 fiscal quarters. At September 30, 1999, such ratio was 2.34-to-1.

The Bank Credit Agreement and the First Mortgage Notes restrict the incurrence of additional indebtedness and also restrict certain liens, guarantees, loans and advances, payments, mergers, consolidations, sales of assets and other transactions. They also require the ratio of total indebtedness, as defined, to EBITDA, as defined (calculated on a rolling four-quarter basis or eight-quarter basis divided by two), to be less than or equal to 5.25-to-1. In addition, the Bank Credit Agreement requires that the Operating Partnership maintain a ratio of EBITDA to interest expense, as defined, of at least 2.25-to-1 on a rolling four-quarter basis. Generally, as long as no default exists or would result, the Operating Partnership is permitted to make cash distributions not more frequently than quarterly in an amount not to exceed available cash, as defined, for the immediately preceding calendar quarter.

5. EMPLOYEE RETIREMENT PLANS

The General Partner sponsors a 401(k) savings plan for eligible employees. Participants in the savings plan may contribute a portion of their compensation on a before-tax basis. We match employee contributions on a dollar-for-dollar basis up to 5% of eligible compensation. The cost of benefits under our savings plan was $3,713 in 1999, $4,101 in 1998, and $4,762 in 1997.

We provide postretirement health care benefits to a closed group of retired employees, and we also provide limited life insurance benefits to nearly all active employees and certain retired employees. The cost of postretirement medical and life insurance benefits for 1999, 1998 and 1997, and the related accumulated benefit obligations as of the end of such periods, were not material.

6. INVENTORIES

Inventories comprise the following at September 30:

	1999	1998
Propane gas	$37,135	$34,777
Materials, supplies and other	12,162	11,386
Appliances for sale	4,158	3,231
	$53,455	$49,394

In addition to inventories on hand, we also enter into contracts to purchase propane to meet a portion of our supply requirements. Generally, such contracts have terms of less than one year and call for payment based on either fixed prices or market prices at date of delivery.

7. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment comprise the following at September 30:

	1999	1998
Land	$ 52,064	$ 52,924
Buildings and improvements	53,376	52,481
Transportation equipment	59,832	59,196
Storage facilities	64,343	63,852
Equipment, primarily cylinders and tanks	436,481	408,471
Capital leases	3,116	5,204

Other	2,961	4,997
Gross property, plant and equipment	672,173	647,125
Less accumulated depreciation and amortization	(236,628)	(205,083)
Net property, plant and equipment	$ 435,545	$ 442,042

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, CONTINUED
(THOUSANDS OF DOLLARS, EXCEPT PER UNIT)

8. PARTNERS' CAPITAL AND INCENTIVE COMPENSATION PLAN

During the Subordination Period as defined in the Partnership Agreement, we may issue up to 9,400,000 additional Common Units (excluding Common Units issued in connection with (1) employee benefit plans and (2) the conversion of Subordinated Units into Common Units) or an equivalent number of securities ranking on a parity with the Common Units without the approval of a majority of the Common Unitholders. We may issue an unlimited number of additional Common Units or parity securities without Common Unitholder approval if:

1. such issuance occurs in connection with acquisitions, including, in certain circumstances, the repayment of debt incurred in connection with an acquisition or

2. such issuance is for the repayment of up to $150,000 of long-term indebtedness of the Partnership.

After the Subordination Period, the General Partner may, in its sole discretion, cause the Partnership to issue an unlimited number of additional Common Units and other equity securities of the Partnership ranking on a parity with the Common Units.

In June 1998, the General Partner revised its estimate of the tax basis of certain assets contributed to the Partnership in conjunction with the Partnership's formation. The change in estimate resulted in the following adjustments to the Consolidated Balance Sheet: (1) a $27,227 decrease in partners' capital; (2) a $279 decrease in minority interest; (3) a $17,945 decrease in goodwill; and (4) a $9,561 decrease in excess reorganization value.

Under the AmeriGas Propane, Inc. 1997 Long-Term Incentive Plan ("1997 Propane Incentive Plan"), the General Partner could grant to key employees the right to receive a total of 500,000 AmeriGas Partners Common Units, or cash generally equivalent to the fair market value of such Common Units, on the payment date. In addition, the 1997 Propane Incentive Plan provided for the crediting of Partnership distribution equivalents to participants' accounts.

Under the terms of the 1997 Propane Incentive Plan, the actual number of Common Units awarded (or their cash equivalent), and the amount of the distribution equivalent, depended upon when the requirements for early conversion of Subordinated Units were met. Because the cash generation-based requirements were achieved at March 31, 1999, a total of 81,226 Common Units were issued, and $1,110 in cash was paid, in May 1999 to 1997 Propane Incentive Plan participants. We recorded compensation expense for the 1997 Propane Incentive Plan of $1,052 in 1999, $164 in 1998, and $1,560 in 1997.

9. COMMITMENTS AND CONTINGENCIES

We lease various buildings and transportation, data processing, and office equipment under operating leases. Certain of the leases contain renewal and purchase options and also contain escalation clauses. Our aggregate rental expense for such leases was $30,449 in 1999, $29,026 in 1998, and $23,481 in 1997.

Minimum future payments under noncancelable capital and operating leases are as follows:

	CAPITAL LEASES	OPERATING LEASES
Year ending September 30,		
2000	$1,001	$ 25,546
2001	985	21,817
2002	2,235	17,171
2003	-	13,481
2004	-	9,929
Thereafter	-	23,893
Total minimum lease obligations	4,221	$111,837
Less imputed interest	(681)	
Present value of capital lease obligations	$3,540	

The Partnership has succeeded to certain lease guarantee obligations of Petrolane relating to Petrolane's divestiture of nonpropane operations before its 1989 acquisition by QFB Partners. Future lease payments under these leases total approximately $43,000. The leases expire through 2010, and some of them are currently in default. The Partnership has succeeded to the indemnity agreement of Petrolane by which Texas Eastern Corporation ("Texas Eastern"), a prior owner of Petrolane, agreed to indemnify Petrolane against any liabilities arising out of the conduct of businesses that do not relate to, and are not a part of, the propane business, including lease guarantees. To date, Texas Eastern has directly satisfied defaulted lease obligations without the Partnership's having to honor its guarantee. We believe the probability that we will be

required to directly satisfy such lease obligations is remote.

In addition, the Partnership has succeeded to Petrolane's agreement to indemnify Shell Petroleum N.V. ("Shell") for various scheduled claims that were pending against Tropigas de Puerto Rico ("Tropigas"). Petrolane had entered into this indemnification agreement in conjunction with its sale of the international operations of Tropigas to Shell in 1989. The Partnership also succeeded to Petrolane's right to seek indemnity on these claims first from International Controls Corp., which sold Tropigas to Petrolane, and then from Texas Eastern. To date, neither the Partnership nor Petrolane has paid any sums under this indemnity, but several claims by Shell, including claims related to certain antitrust actions, aggregate at least $68,000. One of the Antitrust cases which is the subject of the indemnity, Pressure Vessels of Puerto Rico, et al. v. Empire Gas, et al., has been dismissed by the trial court. The grounds for the dismissal are that the Public Service Commission of Puerto Rico has exclusive jurisdiction over the claims asserted against the defendants which are public service companies under the laws of Puerto Rico. Our inquiries have failed to uncover any information that an appeal has been filed or that any complaint has been filed with the Public Service Commission. The remaining Antitrust suit, Puerto Rico Fuels, is pending before the Puerto Rico Supreme Court.

In addition to these matters, there are other pending claims and legal actions arising in the normal course of our business. We cannot predict with certainty the final results of these matters. However, it is reasonably possible that some of them could be resolved unfavorably to us. Management believes, after consultation with counsel, that damages or settlements, if any, recovered by the plaintiffs in such claims or actions will not have a material adverse effect on our financial position but could be material to our operating results or cash flows in future periods depending on the nature and timing of future developments with respect to these matters and the amounts of future operating results and cash flows.

10. RELATED PARTY TRANSACTIONS

Under the Partnership Agreement, the General Partner is entitled to reimbursement for all direct and indirect expenses incurred or payments it makes on behalf of the Partnership. These costs, which totaled $189,112 in 1999, $184,917 in 1998, and $177,210 in 1997, include employee compensation and benefit expenses of employees of the General Partner and general and administrative expenses. UGI provides certain financial and administrative services to the General Partner. UGI bills the General Partner for these direct and indirect corporate expenses, and the General Partner is reimbursed by the Partnership for these expenses. Such corporate expenses totaled $5,496 in 1999, $5,935 in 1998, and $6,557 in 1997. In addition, UGI and certain of its subsidiaries provide office space and general liability, automobile and workers' compensation insurance to the Partnership. These expenses totaled $2,528 in 1999, $2,501 in 1998, and $3,009 in 1997.

During 1998, the Partnership, in conjunction with a propane business acquisition, issued 45,586 Common Units to the General Partner having a fair value of $1,211.

11. OTHER CURRENT LIABILITIES

Other current liabilities comprise the following at September 30:

	1999	1998
Self-insured property and casualty liability	$ 7,768	$11,265
Insured property and casualty liability	4,568	3,800
Taxes other than income taxes.	4,517	5,471
Other.........................	4,865	8,866
Total other current liabilities	$21,718	$29,402

12. FINANCIAL INSTRUMENTS

The carrying amounts of financial instruments included in current assets and current liabilities (excluding current maturities of long-term debt) approximate their fair values because of their short-term nature. We estimate the fair values of our long-term debt to be $761,000 at September 30, 1999 and $772,000 at September 30, 1998. We make these estimates by using current market prices and by discounting future cash flows using rates available for similar type debt.

We have financial instruments such as trade accounts receivable which could expose us to concentrations of credit risk. The credit risk from trade accounts receivable is limited because we have a large customer base which extends across many different U.S. markets. At September 30, 1999 and

(THOUSANDS OF DOLLARS, EXCEPT PER UNIT)

1998, we had no significant concentrations of credit risk.

We are a party to an interest rate protection agreement covering $50,000 of long-term debt to be issued in fiscal 2001. The counterparty to this agreement is a large financial institution. To the extent this agreement continues to qualify as a hedge of the forecasted transaction, any gains or losses on the agreement will be included in the basis of the long-term debt issued which will adjust the effective interest rate. The estimated fair value of this agreement was $3,242 at September 30, 1999 and $(2,441) at September 30, 1998.

At September 30, 1999 and 1998, we were a party to propane price swap and option agreements with private counterparties with total notional amounts of $12,900 and $13,000, respectively. These agreements mature through March 2000. The total estimated fair values of these agreements were $2,911 and $(641) at September 30, 1999 and 1998, respectively. In addition, at September 30, 1998, the Partnership held zero-cost collars for propane having a total notional ceiling amount of $11,800 and a total notional floor amount of $9,300. The estimated fair value of these agreements was not material.

13. OTHER INCOME, NET

	1999	1998	1997
Gain on sale of fixed assets	$(2,190)	$(1,411)	$ (1,001)
Interest income.........	(315)	(22)	(1,475)
Loss on interest rate protection agreements...........	-	4,000	-
Gain on sale of Atlantic Energy, Inc.	-	-	(4,700)
Other..................	(2,887)	(3,312)	(4,140)
Total other income, net.	$(5,392)	$ (745)	$(11,316)

14. QUARTERLY DATA (UNAUDITED)

The following quarterly data includes all adjustments (consisting only of normal recurring adjustments with the exception of those indicated below) which we consider necessary for a fair presentation. Our quarterly results fluctuate because of the seasonal nature of our propane business.

	DECEMBER 31,		MARCH 31,		JUNE 30,		SEPTEMBER 30,	
	1998	1997	1999	1998	1999	1998	1999	1998(a)
Revenues	$ 237,784	$ 302,923	$ 304,925	$ 306,182	$ 161,944	$ 158,206	$ 167,882	$ 147,067
Operating income (loss)	34,792	44,037	72,246	59,385	(2,252)	(652)	(12,140)	(14,852)
Net income (loss)	17,655	26,451	55,391	42,276	(18,477)	(16,545)	(28,934)	(30,780)
Net income (loss) per limited partner unit	.42	.63	1.31	1.00	(.44)	(.39)	(.68)	(.73)

(a) Includes loss from interest rate protection agreements which increased operating loss by $4,000 and net loss by $3,960 or $0.09 per limited partner unit.

GENERAL PARTNER'S REPORT

The Partnership's consolidated financial statements and other financial information contained in this Annual Report are prepared by management of the General Partner, AmeriGas Propane, Inc., which is responsible for their fairness, integrity and objectivity. The consolidated financial statements and related information were prepared in accordance with generally accepted accounting principles and include amounts that are based on management's best judgments and estimates.

The General Partner has established a system of internal controls. Management of the General Partner believes the system provides reasonable assurance that assets are safeguarded and that transactions are executed in accordance with management's authorization and are properly recorded to permit the preparation of reliable financial information. There are limits in all systems of internal control, based on the recognition that the cost of the system should not exceed the benefits to be derived. We believe that the internal control system is cost effective and provides reasonable assurance that material errors or irregularities will be prevented or detected within a timely period. The internal control system and compliance therewith are monitored by UGI Corporation's internal audit staff.

The Audit Committee of the Board of Directors of the General Partner is composed of two members, neither of whom is an employee of the Company. This Committee is responsible, among other things, for reviewing the adequacy of corporate financial reporting and accounting systems and controls, for overseeing the external and internal auditing functions and for recommending to the Board of Directors the independent public accountants to conduct the annual audit of the Partnership's consolidated financial statements. The Committee maintains direct channels of communication between the Board of Directors and both the independent public accountants and internal auditors.

The independent public accountants, who are appointed by the Board of Directors of the General Partner, perform certain procedures, including an evaluation of internal controls to the extent required by generally accepted auditing standards, in order to express an opinion on the consolidated financial statements and to obtain reasonable assurance that such financial statements are free of material misstatement.

/s/ Lon R. Greenberg
Lon R. Greenberg
Chairman, President and Chief Executive Officer

/s/ Martha B. Lindsay
Martha B. Lindsay
Chief Financial Officer

/s/ Richard R. Eynon
Richard R. Eynon
Chief Accounting Officer

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Partners of AmeriGas Partners, L.P. and
the Board of Directors of AmeriGas Propane, Inc.:

We have audited the accompanying consolidated balance sheets of AmeriGas Partners, L.P. and subsidiaries as of September 30, 1999 and 1998, and the related consolidated statements of operations, partners' capital and cash flows for each of the three years in the period ended September 30, 1999. These financial statements are the responsibility of the management of AmeriGas Propane, Inc. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of AmeriGas Partners, L.P. and subsidiaries as of September 30, 1999 and 1998, and the results of their operations and their cash flows for each of the three years in the period ended September 30, 1999, in conformity with generally accepted accounting principles.

/s/ Arthur Andersen LLP
Chicago, Illinois
November 12, 1999

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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDATED BALANCE SHEET AND STATEMENT OF OPERATIONS OF AMERIGAS PARTNERS, L.P. AND SUBSIDIARIES AS OF AND FOR THE YEAR ENDED SEPTEMBER 30, 1999, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS INCLUDED IN AMERIGAS PARTNERS' ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED SEPTEMBER 30, 1999.

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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE BALANCE SHEET OF AMERIGAS FINANCE CORP. AS OF SEPTEMBER 30, 1999 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENT INCLUDED IN AMERIGAS PARTNERS' ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED SEPTEMBER 30, 1999.

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AMERIGAS FINANCE CORP.
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