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Form RW  
March 02, 2005

[UGI CORPORATION LETTERHEAD]

March 1, 2005

Mail Stop 0308

Mr. H. Christopher Owings  
Assistant Director  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
450 Fifth Street  
Washington, D.C. 20549

RE: UGI CORPORATION  
FORM S-4 FILED MARCH 26, 1999  
FILE NO.: 333-75089

Ladies and Gentlemen:

Reference is made to the above registration statement and Mr. Owings' letter dated February 17, 2005 concerning the status of the registration statement. The undersigned registrant seeks to withdraw the registration statement, including all exhibits thereto, because the registration statement related to a transaction pursuant to an agreement and plan of merger that was terminated in accordance with its terms in May 1999. No securities were sold in connection with the proposed offering.

Please address any questions concerning this request to Margaret Calabrese at (610) 337-1000, extension 3133. Thank you.

UGI Corporation

By: /s/ Margaret M. Calabrese  
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Margaret M. Calabrese  
Associate General Counsel and  
Secretary