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**STATEMENT UNDER OATH OF PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS**

I, Anthony J. Mendicino, state and attest that:

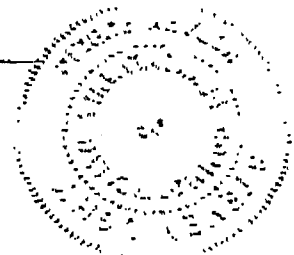
- (1) To the best of my knowledge, based upon a review of the covered reports of UGI Corporation, and, except as corrected or supplemented in a subsequent covered report:
  - no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
  - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Company's audit committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
  - Annual Report on Form 10-K for the fiscal year ended September 30, 2001 of UGI Corporation;
  - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of UGI Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
  - any amendments to any of the foregoing.

*Anthony J. Mendicino*  
 \_\_\_\_\_  
 Anthony J. Mendicino  
 August 14, 2002

Subscribed and sworn to  
 before me this 14th day of  
 August 2002.

*Steven Ughy*  
 \_\_\_\_\_  
 Notary Public

My Commission Expires:  
March 6, 2006



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AUG 14 2002

Notarial Seal  
 Steven Ughy, Notary Public  
 Upper Merion Twp., Montgomery County  
 My Commission Expires Mar. 6, 2006  
 Member, Pennsylvania Association Of Notaries