

Edgar Filing: AMERIGAS PARTNERS LP - Form 10-K/A

AMERIGAS PARTNERS LP  
Form 10-K/A  
May 01, 2002

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM 10-K/A  
AMENDMENT NO. 2

TO

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

FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2001

Commission file number 1-13692  
Commission file number 33-92734-01  
Commission file number 333-72986-02  
Commission file number 333-72986-01

AMERIGAS PARTNERS, L.P.  
AMERIGAS FINANCE CORP.  
AMERIGAS EAGLE FINANCE CORP.  
AP EAGLE FINANCE CORP.

(EXACT NAME OF REGISTRANTS AS SPECIFIED IN THEIR CHARTERS)

|          |            |
|----------|------------|
| Delaware | 23-2787918 |
| Delaware | 23-2800532 |
| Delaware | 23-3074434 |
| Delaware | 23-3077318 |

(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<br>ON WHICH REGISTERED |
|--|--|
| Common Units representing<br>limited partner interests | New York Stock Exchange, Inc.                |

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

=====

The undersigned registrants hereby amend Item 14 of their Annual Report

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on Form 10-K for the fiscal year ended September 30, 2001 to include Exhibit No. 18.

### 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.<br>----- | EXHIBIT<br>-----  | REGISTRANT<br>-----     | FILING<br>-----                                  |
|----------------------|---|-------------------------|--|
| 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) |
| 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) |
| 3.1                  | Second Amended and Restated Agreement of Limited Partnership of AmeriGas Partners, L.P. dated as of September 30, 2000  | AmeriGas Partners, L.P. | Form 8-K (9/30/00)                               |

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#### INCORPORATION BY REFERENCE

| EXHIBIT NO.<br>----- | EXHIBIT<br>----- | REGISTRANT<br>----- | FILING<br>----- |
|----------------------|------------------|---------------------|-----------------|
|----------------------|------------------|---------------------|-----------------|

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|      |  |                         |  |
|------|--|-------------------------|--|
| 3.2  | Certificate of Incorporation of AmeriGas Finance Corp.   | AmeriGas Partners, L.P. | Registration Statement on Form S-4 (No. 33-92734)  |
| 3.3  | Certificate of Incorporation of AmeriGas Eagle Finance Corp.   | AmeriGas Partners, L.P. | Registration Statement on Form S-4 (No. 333-72986) |
| 3.4  | Certificate of Incorporation of AP Eagle Finance Corp.   | AmeriGas Partners, L.P. | Registration Statement on Form S-4 (No. 333-72986) |
| 3.5  | Bylaws of AmeriGas Finance Corp.   | AmeriGas Partners, L.P. | Registration Statement on Form S-4 (No. 33-92734)  |
| 3.6  | By-Laws of AmeriGas Eagle Finance Corp.  | AmeriGas Partners, L.P. | Registration Statement on Form S-3 (No. 333-72986) |
| 3.7  | By-Laws of AP Eagle Finance Corp.  | AmeriGas Partners, L.P. | Registration Statement on Form S-3 (No. 333-72986) |
| *3.8 | Amended and Restated Agreement of Limited Partnership of AmeriGas Eagle Propane, L.P. dated July 19, 1999  |                         |  |
| *3.9 | Amended and Restated Agreement of Limited Partnership of AmeriGas Propane, L.P. dated as of April 12, 1995 |                         |  |

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INCORPORATION BY REFERENCE

| EXHIBIT NO.<br>----- | EXHIBIT<br>-----  | REGISTRANT<br>-----     | FILING<br>-----   |
|----------------------|---|-------------------------|-------------------|
| 4                    | Instruments defining the rights of security holders, including indentures. (The Partnership agrees to furnish to the Commission upon request a copy of any instrument defining the rights of holders of long-term debt not required to be filed pursuant to Item 601(b)(4) of Regulation S-K) |                         |                   |
| 4.1                  | Indenture dated as of April 19, 1995 among AmeriGas Partners, L.P., AmeriGas Finance  | AmeriGas Partners, L.P. | Form 10-Q 3/31/95 |

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Corp., and First Union National Bank  
(formerly, First Fidelity Bank, National  
Association) as Trustee

|     |   |                            |                        |
|-----|---|----------------------------|------------------------|
| 4.2 | 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<br>Partners, L.P. | Form 10-Q<br>(3/31/95) |
| 4.3 | 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<br>Partners, L.P. | Form 10-Q<br>(3/31/95) |
| 4.4 | First Amendment dated as of September 12, 1997 to Note Agreement dated as of April 12, 1995   | AmeriGas<br>Partners, L.P. | Form 10-Q<br>(9/30/97) |
| 4.5 | Second Amendment dated as of September 15, 1998 to Note Agreement dated as of April 12, 1995  | AmeriGas<br>Partners, L.P. | Form 10-K<br>(9/30/98) |
| 4.6 | Third Amendment dated as of March 23, 1999 to Note Agreement dated as of April 12, 1995   | AmeriGas<br>Partners, L.P. | Form 10-Q<br>(3/31/99) |

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### INCORPORATION BY REFERENCE

| EXHIBIT NO.<br>----- | EXHIBIT<br>-----  | REGISTRANT<br>-----           | FILING<br>-----  |
|----------------------|---|-------------------------------|--|
| 4.7                  | Fourth Amendment dated as of March 16, 2000 to Note Agreement dated as of April 12, 1995  | AmeriGas<br>Partners, L.P.    | Form 10-Q<br>(6/30/00)                                   |
| *4.8                 | Fifth Amendment dated as of August 1, 2001 to Note Agreement dated as of April 12, 1995   |                               |  |
| 4.9                  | Indenture dated April 4, 2001 among AmeriGas Partners, L.P., AmeriGas Eagle Finance Corp., and First Union National Bank, as Trustee  | AmeriGas<br>Partners,<br>L.P. | Form 10-Q<br>(6/30/01)                                   |
| 4.10                 | Indenture dated August 21, 2001 among AmeriGas Partners, L.P., AP Eagle Finance Corp. and First Union National Bank as trustee  | AmeriGas<br>Partners, L.P.    | Registratio<br>Statement o<br>Form S-4 (No<br>333-72986) |
| 4.11                 | Registration Rights Agreement dated as of April 4, 2001 among AmeriGas Partners, L.P., AmeriGas Eagle Finance Corp., AmeriGas Propane, L.P., AmeriGas Propane, Inc., Credit Suisse First Boston Corporation and Banc of America Securities, LLC | AmeriGas<br>Partners, L.P.    | Registratio<br>Statement o<br>Form S-4 (No<br>333-72986) |
| 4.12                 | Registration Rights Agreement dated as of   | AmeriGas                      | Registratio  |

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|      |  |   |
|------|--|---|
|      | August 21, 2001 among AmeriGas Partners, L.P. Partners, L.P. Statement of<br>AP Eagle Finance Corp., AmeriGas Propane, Form S-4 (No<br>L.P., AmeriGas Propane, Inc., Credit Suisse 333-72986)<br>First Boston Corporation and Salomon Smith<br>Barney, Inc.                            |   |
| 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) |

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### INCORPORATION BY REFERENCE

| EXHIBIT NO. | EXHIBIT  | REGISTRANT              | FILING              |
|-------------|--|-------------------------|---------------------|
| 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) |
| 10.3        | Second Amendment dated as of March 25, 1999 to Amended and Restated Credit Agreement   | AmeriGas Partners, L.P. | Form 10-Q (3/31/99) |
| 10.4        | Third Amendment dated March 22, 2000 to Amended and Restated Credit Agreement  | AmeriGas Partners, L.P. | Form 10-Q (6/30/00) |
| 10.5        | Fourth Amendment dated June 6, 2000 to Amended and Restated Credit Agreement   | AmeriGas Partners, L.P. | Form 10-Q (6/30/00) |
| *10.6       | Fifth Amendment dated as of July 31, 2001 to Amended and Restated Credit Agreement   |                         |                     |
| 10.7        | 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) |
| *10.8       | First Amendment dated as of July 31, 2001 to Intercreditor and Agency Agreement dated as of April 19, 1995   |                         |                     |
| 10.9        | General Security Agreement dated as of April 19, 1995 among AmeriGas Propane, L.P., Bank of America National Trust and Savings Association and Mellon Bank, N.A.   | AmeriGas Partners, L.P. | Form 10-Q (3/31/95) |
| *10.10      | First Amendment dated as of July 31, 2001 to General Security Agreement dated as of April  |                         |                     |

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19, 1995

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INCORPORATION BY REFERENCE

| EXHIBIT NO.<br>----- | EXHIBIT<br>-----   | REGISTRANT<br>-----                       | FILING<br>-----                     |
|----------------------|--|---|-------------------------------------|
| 10.11                | 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)                 |
| *10.12               | First Amendment dated as of July 31, 2001 to Subsidiary Security Agreement dated as of April 19, 1995  |   |                                     |
| 10.13                | 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)                 |
| 10.14                | 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)                 |
| 10.15                | 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)                 |
| 10.16                | Stock Purchase Agreement dated May 27, 1989, as amended and restated July 31, 1989, between Texas Eastern Corporation and QFB Partners   | Petrolane Incorporated/<br>AmeriGas, Inc. | Registration Form S-1 (No 33-69450) |
| 10.17                | 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)                 |
| 10.18                | 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)                 |

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INCORPORATION BY REFERENCE

| EXHIBIT NO. | EXHIBIT | REGISTRANT | FILING |
|-------------|---------|------------|--------|
|-------------|---------|------------|--------|

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| EXHIBIT NO. | EXHIBIT   | REGISTRANT              | FILING               |
|-------------|---|-------------------------|----------------------|
| 10.19       | 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)  |
| 10.20       | 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)  |
| 10.21**     | UGI Corporation 1992 Stock Option and Dividend Equivalent Plan, as amended May 19, 1992   | UGI Corporation         | Form 10-Q (6/30/92)  |
| 10.22**     | UGI Corporation Annual Bonus Plan dated March 8, 1996   | UGI Corporation         | Form 10-Q (6/30/96)  |
| 10.23**     | AmeriGas Propane, Inc. Annual Bonus Plan effective October 1, 1998  | AmeriGas Partners, L.P. | Form 10-K (9/30/99)  |
| 10.24**     | 1997 Stock Purchase Loan Plan   | UGI Corporation         | Form 10-K (9/30/97)  |
| 10.25**     | UGI Corporation Senior Executive Employee Severance Pay Plan effective January 1, 1997  | UGI Corporation         | Form 10-K (9/30/97)  |
| 10.26**     | AmeriGas Propane, Inc. Executive Employee Severance Pay Plan effective January 1, 1997  | AmeriGas Partners, L.P. | Form 10-Q (12/31/96) |
| 10.27**     | Amendment No. 1 to AmeriGas Propane, Inc. Executive Employee Severance Pay Plan   | AmeriGas Partners, L.P. | Form 10-Q (6/30/98)  |
| 10.28**     | UGI Corporation 1992 Non-Qualified Stock Option Plan, as Amended  | UGI Corporation         | Form 10-K (9/30/00)  |
| *10.29**    | Form of AmeriGas Propane, Inc. 2000 Long-Term Incentive Plan  |                         |                      |
| 10.30**     | UGI Corporation 2000 Stock Incentive Plan   | UGI Corporation         | Form 10-Q (6/30/99)  |

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INCORPORATION BY REFERENCE

| EXHIBIT NO. | EXHIBIT   | REGISTRANT              | FILING              |
|-------------|---|-------------------------|---------------------|
| 10.31**     | AmeriGas Propane, Inc. Supplemental Executive Retirement Plan effective October 1, 1996 | AmeriGas Partners, L.P. | Form 10-K (9/30/97) |
| 10.32**     | UGI Corporation 1997 Stock Option and Dividend Equivalent Plan                          | UGI Corporation         | Form 10-Q (3/31/97) |

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|         |   |                                 |                        |
|---------|---|---------------------------------|------------------------|
| 10.33** | UGI Corporation Supplemental Executive Retirement Plan Amended and Restated effective October 1, 1996   | UGI Corporation                 | Form 10-Q<br>(6/30/98) |
| 10.34** | Description of Change of Control arrangements for Messrs. Greenberg and Bovaird   | UGI Corporation                 | Form 10-K<br>(9/30/99) |
| 10.35** | Description of Change of Control arrangements for Messrs. Bissell, Grady and Knauss   | AmeriGas Partners, L.P.         | Form 10-K<br>(9/30/99) |
| 10.36   | Purchase Agreement by and among Columbia Energy Group, Columbia Propane Corporation, CP Holdings, Inc., Columbia Propane, L.P., AmeriGas Propane, L.P., AmeriGas Partners, L.P. and AmeriGas Propane, Inc. dated as of January 30, 2001 and amended and restated August 7, 2001 | AmeriGas Partners, L.P.         | Form 8-K<br>(8/8/01)   |
| 10.37   | Purchase Agreement by and among Columbia Propane, L.P., CP Holdings, Inc., Columbia Propane Corporation, National Propane Partners, L.P., National Propane Corporation, National Propane SPG, Inc., and Triarc Companies, Inc. dated as of April 5, 1999                        | National Propane Partners, L.P. | Form 8-K<br>(4/19/99)  |
| 10.38   | Capital Contribution Agreement dated as of August 21, 2001 by and between Columbia Propane, L.P. and AmeriGas Propane, L.P. acknowledged and agreed to by CP Holdings, Inc.   | AmeriGas Partners, L.P.         | Form 8-K<br>(8/21/01)  |
| *10.39  | Promissory Note by National Propane L.P., a Delaware limited partnership in favor of Columbia Propane Corporation dated July 19, 1999   |                                 |                        |

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### INCORPORATION BY REFERENCE

| EXHIBIT NO.<br>----- | EXHIBIT<br>-----  | REGISTRANT<br>----- | FILING<br>----- |
|----------------------|---|---------------------|-----------------|
| *10.40               | Loan Agreement dated July 19, 1999, between National Propane, L.P. and Columbia Propane Corporation   |                     |                 |
| *10.41               | First Amendment dated August 21, 2001 to Loan Agreement dated July 19, 1999 between National Propane, L.P. and Columbia Propane Corporation |                     |                 |
| *10.42               | Columbia Energy Group Payment Guaranty dated April 5, 1999  |                     |                 |
| *10.43               | Ground Lease dated August 13, 2001 by and between Reading Terminals Corporation and   |                     |                 |



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Columbia Propane Corporation

- \*10.44 Master Lease dated August 20, 2001 between AmeriGas Propane, L.P. and Columbia Propane, L.P.
- \*10.45 Master Sublease dated August 20, 2001 between AmeriGas Propane, L.P. and Columbia Propane, L.P.
- \*10.46 Keep Well Agreement by and between AmeriGas Propane, L.P. and Columbia Propane Corporation dated August 21, 2001
- \*10.47 Management Services Agreement effective as of August 21, 2001 between AmeriGas Propane, Inc. and AmeriGas Eagle Holdings, Inc., the general partner of AmeriGas Eagle Propane, L.P.
- \*13 Pages 10 through 23 of the AmeriGas Partners, L.P. Annual Report for the year ended September 30, 2001
- 18 Letter of Arthur Andersen LLP regarding change in accounting principles AmeriGas Partners, L.P. Form 10-Q (12/31/00)
- \*21 Subsidiaries of AmeriGas Partners, L.P.
- \*23 Consent of Arthur Andersen LLP

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\* Filed herewith.

\*\* As required by Item 14(a)(3), this exhibit is identified as a compensatory plan or arrangement.

(b) Reports on Form 8-K.

The Company filed the following Current Reports on Form 8-K during the fourth quarter of fiscal year 2001:

| DATE    | ITEM NUMBER(S) | CONTENT  |
|---------|----------------|--|
| 7/23/01 | 5              | Advance Notice of Webcast of regular earnings  |
| 8/8/01  | 5,7,9          | Amended and Restated Purchase Agreement dated August 8, 2001 between Columbia Energy Group, Columbia Propane Corporation, CP Holdings, Inc., Columbia Propane, Inc., AmeriGas Propane, L.P., AmeriGas Partners, L.P., and AmeriGas Propane, Inc. |
| 8/9/01  | 9              | Amendment to Item 9 on Report on Form 8-K  |
| 8/21/01 | 2,7            | Completion of Acquisition; Registration Rights Agreement dated August 21, 2001 and Capital Contribution Agreement dated August 21, 2001  |

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8/21/01

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Financial Statements of Columbia Propane C  
Subsidiaries and Pro Forma information

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, each Registrant has duly caused this Amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

AMERIGAS PARTNERS, L.P.

Date: May 1, 2002

By: AmeriGas Propane, Inc.  
its General Partner

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

AMERIGAS FINANCE CORP.

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

AMERIGAS EAGLE FINANCE CORP.

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

AP EAGLE FINANCE CORP.

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

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