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HERITAGE PROPANE PARTNERS L P

Form 8-K/A

March 18, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF EARLIEST EVENT REPORTED: JANUARY 2, 2003

DATE OF REPORT: MARCH 18, 2003

HERITAGE PROPANE PARTNERS, L.P.
(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|---|
| Delaware | 1-11727 | 73-1493906 |
| (State or other jurisdiction of incorporation or organization) | (Commission file number) | (I.R.S. Employer Identification No.) |

8801 South Yale Avenue, Suite 310, Tulsa, Oklahoma 74137
(Address of principal executive offices and zip code)

(918) 492-7272
(Registrant's telephone number, including area code)

This Form 8-K/A amends the Form 8-K of Heritage Propane Partners, L.P. dated January 2, 2003 and filed with the Securities and Exchange Commission on January 6, 2003, that reported under Item 2 the acquisition of the propane distribution assets of V-1 Oil Co. This amendment is filed to provide the financial statements and the pro forma financial information required by Item 7.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial Statements of businesses acquired.

The combined balance sheets of V-1 Oil Co. and V-1 Gas Co. as of December 31, 2001 and 2000, and the related combined statements of operations, stockholders' equity and comprehensive income, and cash flows for each of the three years in the period ended December 31, 2001 and related notes and for the nine months ended September 30, 2002 (unaudited) and 2001 (unaudited), together with the report of independent certified public accountants are filed as Exhibit 99.1 to this Current Report.

(b) Pro forma Financial Information. The unaudited pro forma combined financial statements of Heritage Propane Partners, L.P. and V-1 Oil Co. as of November 30, 2002, for the three months ended November 30, 2002 and the year ended August 31, 2002 are filed as Exhibit 99.2 to this Current Report.

(c) Exhibits.

The following Exhibits are filed herewith:

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Exhibit 23.1 - Consent of Grant Thornton LLP.

Exhibit 99.1 - The combined balance sheets of V-1 Oil Co. and V-1 Gas Co. as of December 31, 2001 and 2000, and the related combined statements of operations, stockholders' equity and comprehensive income, and cash flows for each of the three years in the period ended December 31, 2001 and related notes and for the nine months ended September 30, 2002 (unaudited) and 2001 (unaudited).

Exhibit 99.2 - The unaudited pro forma combined financial statements of Heritage Propane Partners, L.P. and V-1 Oil Co. as of November 30, 2002, for the three months ended November 30, 2002 and the year ended August 31, 2002 and related notes.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DATED: March 18, 2003.

HERITAGE PROPANE PARTNERS, L.P.

By: U.S. Propane, L.P.
(General Partner)

By: U.S. Propane, L.L.C.
(General Partner)

By: s/ Michael L. Greenwood

Michael L. Greenwood
Vice President and Chief Financial Officer

INDEX TO EXHIBITS

The exhibits listed on the following Exhibit Index are filed as part of this Report. Exhibits required by Item 601 of Regulation S-K, but which are not listed below, are not applicable.

| Exhibit Number ----- | Description ----- |
|----------------------------|---|
| 23.1 | Consent of Grant Thornton LLP |
| 99.1 | The combined balance sheets of V-1 Oil Co. and V-1 Gas Co. as of December 31, 2001 and 2000, and the related combined statements of operations, stockholders' equity and comprehensive income, and cash flows for each of the three years in the period ended December 31, 2001, and related notes and for the nine months ended September 20, 2002 (unaudited) |

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and 2001 (unaudited).

99.2

The unaudited pro forma combined financial statements of Heritage Propane Partners, L.P. and V-1 Oil Co. as of November 30, 2002, for the three months ended November 30, 2002 and the year ended August 31, 2002 and related notes.