

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 Report (Date of earliest event reported): AUGUST 10, 2000

HERITAGE PROPANE PARTNERS, L.P.

(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction  
of incorporation)

1-11727  
(Commission File Number)

73-1493906  
(IRS Employer  
Identification No.)

8801 SOUTH YALE AVENUE, SUITE 310  
TULSA, OKLAHOMA  
(Address of principal executive offices)

74137  
(Zip Code)

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

## ITEM 5.

## OTHER EVENTS.

This Form 8-K/A amends the Form 8-K of Heritage Propane Partners, L.P. (the "Company") dated August 10, 2000 and filed with the Securities and Exchange Commission (the "Commission") on August 23, 2000, as amended by the Form 8-K/A of the Company dated August 10, 2000 and filed with the Commission on October 24, 2000, by filing the consents included herewith as Exhibits 23.1, 23.2, 23.3 and 23.4.

## ITEM 7.

## FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

## EXHIBIT NUMBER

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## DESCRIPTION

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23.1

Consent of Deloitte &amp; Touche LLP.

23.2

Consent of Deloitte &amp; Touche LLP.

23.3

Consent of Ernst &amp; Young LLP.

23.4

Consent of Arthur Andersen LLP.

## SIGNATURE

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.

HERITAGE PROPANE PARTNERS, L.P.

By: Heritage Holdings, Inc., General Partner

Date: July 26, 2001

By: /s/ LARRY J. DAGLEY

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Larry J. Dagley  
Vice President, Chief Financial Officer  
and officer duly authorized to sign on  
behalf of the registrant

## EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
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23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Deloitte & Touche LLP.
23.3	Consent of Ernst & Young LLP.
23.4	Consent of Arthur Andersen LLP.

## CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

We consent to the incorporation by reference in Registration Statement Nos. 333-40407 on Form S-4 and 333-86057 on Form S-3 of Heritage Propane Partners, L.P. of our report dated October 2, 2000 relating to the balance sheet of AGL Propane, Inc. as of September 30, 1999 and 1998, and the related statements of income, stockholders' equity, and cash flows for each of the three years in the period ended September 30, 1999 appearing in Heritage Propane Partners, L.P.'s Form 8-K/A dated August 10, 2000 and filed with the Securities and Exchange Commission on October 24, 2000, as amended on July 26, 2001.

/s/ DELOITTE & TOUCHE LLP

Atlanta, Georgia  
July 26, 2001

## INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in previously filed Registration Statement No. 333-40407 of Heritage Propane Partners, L.P. on Form S-3 and No. 333-86057 of Heritage Propane Partners, L.P. on Form S-4 of our report dated October 6, 2000 (relating to the financial statements of Piedmont Propane Company), appearing in Heritage Propane Partners, L.P. Current Report on Form 8-K/A dated August 10, 2000, filed on October 24, 2000 and amended on July 26, 2001.

/s/ DELOITTE & TOUCHE LLP

Charlotte, North Carolina  
July 26, 2001

## CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation of our report dated August 21, 2000 with respect to the financial statements of United Cities Propane Gas, Inc. included in Heritage Propane Partners L.P.'s Form 8-K/A dated August 10, 2000, as filed with the Securities and Exchange Commission on October 24, 2000, and as amended on July 26, 2001, into Heritage Propane Partners L.P.'s Registration Statements File No. 333-40407 and File No. 333-86057.

/s/ ERNST & YOUNG LLP

Dallas, Texas  
July 26, 2001

## CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

As independent certified public accountants, we hereby consent to the incorporation of our report dated October 18, 2000, related to the financial statements of Peoples Gas Company as of December 31, 1999 and 1998, and for each of the three years in the period ended December 31, 1999, which is included in Heritage Propane Partners, L.P.'s (the Company) Form 8-K/A dated August 10, 2000, and filed with the Securities and Exchange Commission on October 24, 2000, into the Company's previously filed Registration Statement File Nos. 333-40407 and 333-86057.

/s/ ARTHUR ANDERSEN LLP

Tampa, Florida  
July 26, 2001