SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-K

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

FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2000

Commission file number 1-13692
Commission file number 33-92734-01

AMERIGAS PARTNERS, L.P.
AMERIGAS FINANCE CORP.
(EXACT NAME OF REGISTRANTS AS SPECIFIED IN THEIR CHARTERS)

(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(I.R.S. EMPLOYER IDENTIFICATION NO.)
Delaware	23-2787918
Delaware	23-2800532

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 ON WHICH REGISTERED
Common Units representing limited partner interests	New York Stock Exchange, Inc.

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

INDICATE BY CHECK MARK WHETHER EACH REGISTRANT (1) HAS FILED ALL REPORTS REQUIRED TO BE FILED BY SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 DURING THE PRECEDING 12 MONTHS (OR FOR SUCH SHORTER PERIOD THAT THE REGISTRANT WAS REQUIRED TO FILE SUCH REPORTS) AND (2) HAS BEEN SUBJECT TO SUCH FILING REQUIREMENTS FOR THE PAST 90 DAYS. YES X . NO ___.

INDICATE BY CHECK MARK IF DISCLOSURE OF DELINQUENT FILERS PURSUANT TO ITEM 405 OF REGULATION S-K IS NOT CONTAINED HEREIN, AND WILL NOT BE CONTAINED, TO THE BEST OF REGISTRANT'S KNOWLEDGE, IN DEFINITIVE PROXY OR INFORMATION STATEMENTS INCORPORATED BY REFERENCE IN PART III OF THIS FORM 10-K OR ANY AMENDMENT TO THIS FORM 10-K. [ ]

The aggregate market value of AmeriGas Partners, L.P. Common Units held by nonaffiliates of AmeriGas Partners, L.P. on December 1, 2000 was approximately $319,365,044. At December 1, 2000 there were outstanding 34,404,286 Common Units and 9,891,072 Subordinated Units, each representing limited partner interests.

DOCUMENTS INCORPORATED BY REFERENCE: Portions of the AmeriGas Partners, L.P. Annual Report for the year ended September 30, 2000 are incorporated by reference in Part II of this Form 10-K.

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PART I: BUSINESS

ITEMS 1 AND 2. BUSINESS AND PROPERTIES

GENERAL

AmeriGas Partners, L.P. ("AmeriGas Partners") is a publicly traded Delaware limited partnership formed on November 2, 1994. We are one of the largest retail propane distributors in the United States based on fiscal year 2000 retail sales volume of 771 million gallons. We serve approximately 968,000 residential, commercial, industrial, agricultural and motor fuel customers from approximately 550 district locations in 45 states. Our operations are located primarily in the Northeast, Southeast, Great Lakes and West Coast regions of the United States.

We conduct our business principally through our subsidiary, AmeriGas Propane, L.P. (the "Operating Partnership"), a Delaware limited partnership. On April 19, 1995, the Operating Partnership acquired the propane distribution businesses and assets of AmeriGas Propane, Inc., AmeriGas Propane-2, Inc. (collectively, "AGP") and Petrolane Incorporated ("Petrolane") (collectively, the "Predecessors"). These acquisitions took place concurrently with the initial public offering of our common units. The common units, which represent limited partner interests, are traded on the New York Stock Exchange under the symbol "APU." Our executive offices are located at 460 North Gulph Road, King of Prussia, Pennsylvania 19406, and our telephone number is (610) 337-7000. In this report, the terms "Partnership" and "AmeriGas Partners," as well as the terms "our," "we," and "its," are used sometimes as abbreviated references to AmeriGas Partners, L.P. itself or AmeriGas Partners, L.P. and its consolidated subsidiaries, including the Operating Partnership.

AmeriGas Propane, Inc. is our general partner (the "General Partner"). The General Partner is a wholly owned subsidiary of UGI Corporation ("UGI"), a public company listed on the New York and Philadelphia stock exchanges. Through various subsidiaries, UGI has been in the propane distribution business for over 40 years. The General Partner and its subsidiary Petrolane own an aggregate 53.5% limited partner interest in the Partnership. In addition, the General Partner owns an aggregate 2% general partner interest. The General Partner is responsible for managing our operations.

Our subsidiary, AmeriGas Finance Corp. ("AmeriGas Finance"), a Delaware corporation, was formed on March 13, 1995. It serves as co-obligor for certain of our senior notes. AmeriGas Finance has nominal assets and does not conduct any operations. This report contains no discussion of the results of operations, liquidity or capital resources of AmeriGas Finance. Its executive offices are located at 460 North Gulph Road, King of Prussia, Pennsylvania 19406, and its telephone number is (610) 337-7000.

BUSINESS STRATEGY

Our strategy is to increase market share through acquisitions and internal growth, leverage our national and local economies of scale and achieve operating efficiencies through business process improvements. We regularly consider and evaluate opportunities for growth through the acquisition of local, regional and national propane distributors. Acquisitions are an important part of our strategy, because the demand for propane is expected to remain relatively constant for the foreseeable future, with year-to-year industry volumes being affected primarily by weather patterns. Internal growth will be provided in part from expansion of our PPX Prefilled Propane Xchange(R) and national accounts programs. In addition, we believe opportunities also exist to grow our business internally through marketing programs designed to increase targeted customer segments.

In fiscal year 2000, we acquired propane operations with aggregate annual sales of approximately 24 million gallons. The competition for acquisitions among publicly traded master limited partnerships engaged in the propane distribution business has intensified in recent years. Although we believe there are numerous potential acquisition candidates in the industry, there can be no assurance that we will find attractive candidates in the future, or that we will be able to acquire such candidates on economically acceptable terms.

We are implementing a management structure and business process changes which are designed to improve the efficiency of field operations such as dispatching delivery trucks, responding to customer calls and handling administrative functions. We expect these efforts to result in higher customer and employee satisfaction and lower operating expense as the new structure is fully implemented over the next few years.

HISTORY OF THE PARTNERSHIP'S OPERATIONS

AmeriGas, Inc. ("AmeriGas"), a wholly owned subsidiary of UGI, began propane distribution operations in 1959. In the ten fiscal years preceding the Partnership's formation, AGP, a subsidiary of AmeriGas, experienced significant growth through the acquisition of over 30 propane companies, including Cal Gas Corporation ("Cal Gas"), which was a major national propane distributor. In July, 1993, AmeriGas purchased a significant equity interest in Petrolane. At the time they were acquired, Cal Gas and Petrolane had annual revenues from propane sales that were approximately three times and one and one-half times, respectively, those of AGP.

GENERAL INDUSTRY INFORMATION

Propane is separated from crude oil during the refining process and also extracted from natural gas or oil wellhead gas at processing plants. Propane is normally transported and stored in a liquid state under moderate pressure or refrigeration for economy and ease of handling in shipping and distribution. When the pressure is released or the temperature is increased, it is usable as a flammable gas. Propane is colorless and odorless; an odorant is added to allow its detection. Propane is clean burning, producing negligible amounts of pollutants when properly consumed.

The primary customers for propane are residential, commercial, agricultural, motor fuel and industrial users to whom natural gas is not readily available. Propane is typically more expensive than natural gas, competitive with fuel oil when operating efficiencies are taken into account and, in most areas, cheaper than electricity on an equivalent energy basis. Several states have adopted or are considering proposals that would substantially deregulate the generation portion of the electric utility industry and thereby permit retail electric customers to choose their electric supplier. While proponents of electric utility deregulation believe that competition will ultimately reduce the cost of electricity, we are unable to predict whether, or the extent to which, the price of electricity may drop. Therefore, we cannot predict the ultimate impact that electric utility deregulation may have on propane's existing competitive price advantage over electricity.

PRODUCTS, SERVICES AND MARKETING

As of September 30, 2000, the Partnership distributed propane to approximately 968,000 customers from approximately 550 district locations. The Partnership's operations are located primarily in the Northeast, Southeast, Great Lakes and West Coast regions of the United States. The Partnership also sells, installs and services propane appliances, including heating systems. In certain markets, the Partnership also installs and services propane fuel systems for motor vehicles. Typically, district locations are found in suburban and rural areas where natural gas is not available. Districts generally consist of an office, appliance showroom, warehouse and service facilities, with one or more 18,000 to 30,000 gallon storage tanks on the premises. As part of its overall transportation and distribution infrastructure, the Partnership operates as an interstate carrier in 48 states throughout the United States. It is also licensed as a carrier in Canada.

The Partnership sells propane primarily to five markets: residential, commercial/industrial, motor fuel, agricultural and wholesale. Approximately 75% of the Partnership's 2000 fiscal year sales (based on gallons sold) were to retail accounts and approximately 25% were to wholesale customers. Sales to residential customers in fiscal 2000 represented approximately 40% of retail gallons sold, industrial/commercial customers 37%, motor fuel customers 15%, and agricultural customers 8%. Residential customers represented 49% of the Partnership's total propane margin. No single customer accounts for 1% or more of the Partnership's consolidated revenues.

In the residential market, which includes both conventional and manufactured housing, propane is used primarily for home heating, water heating and cooking purposes. Commercial users, which include motels, hotels, restaurants and retail stores, generally use propane for the same purposes as residential customers. The PPX Prefilled Propane Xchange program ("PPX(R)") enables consumers to exchange their empty 20-pound propane grill cylinders for filled cylinders at various retail locations such as home center and convenience stores. Sales of our PPX(R) grill cylinders to retailers are included in the commercial/industrial market. Industrial customers use propane to fire furnaces, as a cutting gas and in other process applications. Other industrial customers are large-scale heating accounts and local gas utility customers who use propane as a supplemental fuel to meet peak load deliverability requirements. As a motor fuel, propane is burned in internal combustion engines that power over-the-road vehicles, forklifts and stationary engines. Agricultural uses include tobacco curing and crop drying. In its wholesale operations, the Partnership principally sells propane to large industrial end-users and other propane distributors.

Retail deliveries of propane are usually made to customers by means of bobtail and rack trucks. Propane is pumped from the bobtail truck, which generally holds 2,400 to 3,000 gallons of propane, into a stationary storage tank on the customer's premises. The Partnership owns most of these storage tanks and leases them to its customers. The capacity of these tanks ranges from approximately 100 gallons to approximately 1,200 gallons.

The Partnership also delivers propane to retail customers in portable cylinders with capacities of 4 to 30 gallons. Some of these deliveries are made to the customer's location, where empty cylinders are either picked up for replenishment or filled in place. The Partnership continues to expand its PPX(R) program. At September 30, 2000, PPX(R) was available at approximately 10,700 retail locations throughout the country.

PROPANE SUPPLY AND STORAGE

Supplies of propane from the Partnership's sources historically have been readily available. During the year ended September 30, 2000, the Partnership purchased approximately 65% of its propane from 10 suppliers, including Enterprise Products Operating LP (approximately 18%), the BP companies (approximately 17%) and Dynegy (approximately 13%). The availability of propane supply is dependent upon, among other things, the severity of winter weather and the price and availability of competing fuels such as natural gas and heating oil. Although no assurance can be given that supplies of propane will be readily available in the future, management currently expects to be able to secure adequate supplies during fiscal year 2001. If supply from major sources were interrupted, however, the cost of procuring product might be materially higher and, at least on a short-term basis, margins could be affected. Aside from Enterprise Products Operating LP, the BP companies and Dynegy, no single supplier provided more than 10% of the Partnership's total propane supply in fiscal year 2000. In certain market areas, however, some suppliers provide 70% to 80% of the Partnership's requirements. Disruptions in supply in these areas could also have an adverse impact on the Partnership's margins.

The Partnership has over 200 sources of supply, and it also makes purchases on the spot market. The Partnership purchases its propane supplies from domestic and international suppliers. Over 90% of propane purchases by the Partnership in fiscal year 2000 were on a contractual basis under one- or two-year agreements subject to annual review. More than 90% of those contracts provided for pricing based upon posted prices at the time of delivery or the current prices established at major storage points such as Mont Belvieu, Texas, or Conway, Kansas. In addition, some agreements provided maximum and minimum seasonal purchase volume guidelines. The percentage of contract purchases, and the amount of supply contracted for at fixed prices, will vary from year to year as determined by the General Partner. The Partnership uses a number of interstate pipelines, as well as railroad tank cars, delivery trucks and barges, to transport propane from suppliers to storage and distribution facilities. The Partnership stores propane at facilities in Arizona, Rhode Island and several other states.

Because the Partnership's profitability is sensitive to changes in wholesale propane costs, the Partnership generally seeks to pass on increases in the cost of propane to customers. There is no assurance, however, that the Partnership will always be able to pass on product cost increases fully, particularly when product costs rise rapidly. Product cost increases can be triggered by periods of severe cold weather, supply interruptions, or other unforeseen events. The General Partner has adopted supply acquisition and product price risk management practices to reduce the effect of price volatility on product costs. These practices currently include the use of summer storage, forward purchases and derivative commodity instruments such as options and propane price swaps. See "Management's Discussion and Analysis of Financial Condition and Results of Operations -

Market Risk Disclosures."

The following graph shows the average prices of propane on the propane spot market during the last five fiscal years at Mont Belvieu, Texas and Conway, Kansas, two major storage areas.

AVERAGE PROPANE SPOT MARKET PRICES

[GRAPH]

LP History for Mt Be

		Mont Belvieu	Conway
1995 October Avg.	Oct-95	30.946	32.7784
1995 November Avg.	Nov-95	30.9531	32.7406
1995 December Avg.	Dec-95	35.3219	38.1719
1996 January Avg.	Jan-96	36	36.2415
1996 February Avg.	Feb-96	40.8563	37.7688
1996 March Avg.	Mar-96	37.2292	36.0119
1996 April Avg.	Apr-96	35.5744	34.1071
1996 May Avg.	May-96	34.9233	34.4773
1996 June Avg.	Jun-96	34.925	36.3531
1996 July Avg.	Jul-96	35.6339	37.2679
1996 August Avg.	Aug-96	38.4403	37.9773
1996 September Avg.	Sep-96	47.0156	44.7844
1996 October Avg.	Oct-96	51.5734	51.5272
1996 November Avg.	Nov-96	58.0493	63.4112
1996 December Avg.	Dec-96	61.0446	84.2917
1997 January Avg.	Jan-97	47.4545	63.392
1997 February Avg.	Feb-97	38.7105	39.0197
1997 March Avg.	Mar-97	38.5	37.2563
1997 April Avg.	Apr-97	34.875	35.2614
1997 May Avg.	May-97	35.3095	36.4762
1997 June Avg.	Jun-97	34.4286	35.8631
1997 July Avg.	Jul-97	34.9063	34.6278
1997 August Avg.	Aug-97	37.0268	36.5268
1997 September Avg.	Sep-97	38.6786	37.9524
1997 October Avg.	Oct-97	39.8261	37.3207
1997 November Avg.	Nov-97	35.9479	35.0035
1997 December Avg.	Dec-97	33.571	31.3636
1998 January Avg.	Jan-98	30.0656	28.2063
1998 February Avg.	Feb-98	29.7862	28.3237
1998 March Avg.	Mar-98	27.3892	27.8381
1998 April Avg.	Apr-98	29.0565	29.4702
1998 May Avg.	May-98	27.4188	27.8231
1998 June Avg.	Jun-98	24.4205	24.8409
1998 July Avg.	Jul-98	24.5398	24.5483
1998 August Avg.	Aug-98	24.1161	23.8661
1998 September Avg.	Sep-98	24.8304	24.0417
1998 October Avg.	Oct-98	25.7188	24.5682
1998 November Avg.	Nov-98	24.7862	23.2007
1998 December Avg.	Dec-98	20.8949	18.7188
1999 January Avg.	Jan-99	21.7467	19.6086
1999 February Avg.	Feb-99	22.4342	20.5822
1999 March Avg.	Mar-99	24.1005	23.4022
1999 April Avg.	Apr-99	28.2619	27.5774
1999 May Avg.	May-99	28.3063	26.8813
1999 June Avg.	Jun-99	30.9517	28.679
1999 July Avg.	Jul-99	37.2619	34.622
1999 August Avg.	Aug-99	40.5085	37.5597
1999 September Avg.	Sep-99	43.1786	42.4048
1999 October Avg.	Oct-99	45.4554	43.3899
1999 November Avg.	Nov-99	43.4406	38.7781
1999 December Avg.	Dec-99	42.8304	35.1012
2000 January Avg.	Jan-00	56.1086	42.3191
2000 February Avg.	Feb-00	59.7219	47.2625
2000 March Avg.	Mar-00	51.1277	47.6495
2000 April Avg.	Apr-00	46.875	43.6414
2000 May Avg.	May-00	51.3068	50.8068
2000 June Avg.	Jun-00	55.4716	56.2244
2000 July Avg.	Jul-00	54.875	56.2862
2000 August Avg.	Aug-00	58.5408	63.5245
2000 September Avg.	Sep-00	64.20945	70.9466

COMPETITION

Propane competes with other sources of energy, some of which are less costly for equivalent energy value. Propane distributors compete for customers against suppliers of electricity, fuel oil and natural gas, principally on the basis of price, service, availability and portability. Electricity is a major competitor of propane, but propane generally enjoys a competitive price advantage over electricity for space heating, water heating and cooking. As previously stated, we are unable to predict the ultimate impact that deregulation of electric generation may have on propane's current competitive price advantage. Since the 1970s, many new homes have been built to use electrical heating systems and appliances. Fuel oil is also a major competitor of propane and is generally less expensive than propane. Operating efficiencies and other factors such as air quality and environmental advantages, however, generally make propane competitive with fuel oil as a heating source. Furnaces and appliances that burn propane will not operate on fuel oil, and vice versa, and, therefore, a conversion from one fuel to the other requires the installation of new equipment. Propane serves as an alternative to natural gas in rural and suburban areas where natural gas is unavailable or portability of product is required. Natural gas is generally a less expensive source of energy than propane, although in areas where natural gas is available, propane is used for certain industrial and commercial applications and as a standby fuel during interruptions in natural gas service. The gradual expansion of the nation's natural gas distribution systems has resulted in the availability of natural gas in some areas that previously depended upon propane. However, natural gas pipelines are not present in many regions of the country where propane is sold for heating and cooking purposes.

The domestic propane retail distribution business is highly competitive. The Partnership competes in this business with other large propane marketers, including other full-service marketers, and thousands of small independent operators. In recent years, some rural electric cooperatives and fuel oil distributors have expanded their businesses to include propane distribution and the Partnership competes with them as well. Based on the most recent annual survey by the American Petroleum Institute, the 1998 domestic retail market for propane (annual sales for other than chemical uses) was approximately 9.5 billion gallons and, based on LP-GAS magazine rankings, 1999 sales volume of the ten largest propane companies (including AmeriGas Partners) represented approximately 41% of domestic retail sales. Management believes the Partnership's 2000 retail volume represents approximately 8% of the domestic retail market. The ability to compete effectively depends on supplying customer service, maintaining competitive retail prices and controlling operating expenses.

Competition can intensify in response to a variety of factors, including significantly warmer-than-normal weather, higher prices resulting from extraordinary increases in the cost of propane, and recessionary economic factors. The Partnership may experience greater than normal customer losses in certain years when competitive conditions reflect any of these factors.

In the motor fuel market, propane competes with gasoline and diesel fuel. When gasoline prices are high relative to propane, propane competes effectively. Wholesale propane distribution is a highly competitive, low margin business. Propane sales to other retail distributors and large-volume, direct-shipment industrial end users are price sensitive and frequently involve a competitive bidding process.

PROPERTIES

As of September 30, 2000, the Partnership owned approximately 83% of its district locations. In addition, the Partnership subleases three one-million barrel underground storage caverns in Arizona to store propane and butane for itself and third parties. The Partnership also leases a 600,000 barrel refrigerated, above-ground storage facility in California, which could be used in connection with waterborne imports or exports of propane or butane. The California facility, which the Partnership operates, is currently subleased to several refiners for the storage of butane. In Rhode Island, the Partnership leases storage with a 400,000 barrel capacity.

The transportation of propane requires specialized equipment. The trucks and railroad tank cars utilized for this purpose carry specialized steel tanks that maintain the propane in a liquefied state. As of September 30, 2000, the Partnership operated a fleet of approximately 165 transport trucks, approximately 40% of which were leased. It owned approximately 320 transport trailers and leased 270 railroad tank cars. In addition, the Partnership fleet included approximately 2,600 bobtail and rack trucks, and approximately 1,800 other delivery and service vehicles. The vehicle fleet is 62% leased. Other assets owned at September 30, 2000 included approximately 1.0 million stationary storage tanks with typical capacities of 100 to 1,000 gallons and approximately 1.3 million portable propane cylinders with typical capacities of 4 to 100 gallons. The Partnership also owned more than 2,200 large volume tanks which are used for its own storage requirements. Most of the Partnership's debt is secured by liens and mortgages on the Partnership's real and personal property.

TRADE NAMES, TRADE AND SERVICE MARKS

The Partnership markets propane principally under the "AmeriGas(R)," "America's Propane Company(R)" and "PPX Prefilled Propane Xchange(R)" trade names and related service marks. UGI owns, directly or indirectly, all the right, title and interest in the "AmeriGas" and related trade and service marks. The General Partner owns all right, title and interest in the "America's Propane Company" and "PPX Prefilled Propane Xchange" trade names and related service marks. The Partnership has an exclusive (except for use by UGI, AmeriGas, Inc. and the General Partner), royalty-free license to use these names and trade and service marks. UGI and the General Partner each have the option to terminate its respective license agreement (on 12 months prior notice in the case of UGI), without penalty, if the General Partner is removed as general partner of the Partnership other than for cause. If the General Partner ceases to serve as the general partner of the Partnership for cause, the General Partner has the option to terminate its license agreement upon payment of a fee equal to the fair market value of the licensed trade names. UGI has a similar termination option, however, UGI must provide 12 months prior notice in addition to paying the fee.

SEASONALITY

Because many customers use propane for heating purposes, the Partnership's retail sales volume is seasonal, with approximately 55% of the Partnership's fiscal year 2000 retail sales volume and approximately 83% of its earnings before interest expense, income taxes, depreciation and amortization occurring during the five-month peak heating season from November through March. As a result of this seasonality, sales are concentrated in the Partnership's first and second fiscal quarters (October 1 through March 31). Cash receipts are greatest during the second and third fiscal quarters when customers pay for propane purchased during the winter heating season.

Sales volume for the Partnership traditionally fluctuates from year-to-year in response to variations in weather, prices, competition, customer mix and other factors, such as conservation efforts and general economic conditions. For historical information on national weather statistics, see "Management's Discussion and Analysis of Financial Condition and Results of Operations."

GOVERNMENT REGULATION

The Partnership is subject to various federal, state and local environmental, safety and transportation laws and regulations governing the storage, distribution and transportation of propane. These laws include, among others, the Resource Conservation and Recovery Act, the Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA" or, the "Superfund Law"), the Clean Air Act, the Occupational Safety and Health Act, the Emergency Planning and Community Right to Know Act, the Clean Water Act and comparable state statutes. CERCLA imposes joint and several liability on certain classes of persons considered to have contributed to the release or threatened release of a "hazardous substance" into the environment without regard to fault or the legality of the original conduct. Propane is not a hazardous substance within the meaning of federal and state environmental laws. However, the Partnership owns and operates real property where such hazardous substances may exist. See Notes 1 and 9 to the

Consolidated Financial Statements.

All states in which the Partnership operates have adopted fire safety codes that regulate the storage and distribution of propane. In some states these laws are administered by state agencies, and in others they are administered on a municipal level. The Partnership conducts training programs to help ensure that its operations are in compliance with applicable governmental regulations. With respect to general operations, National Fire Protection Association Pamphlets No. 54 and No. 58, which establish a set of rules and procedures governing the safe handling of propane, or comparable regulations, have been adopted as the industry standard in a majority of the states in which the Partnership operates. The Partnership maintains various permits under environmental laws that are necessary to operate certain of its facilities, some of which may be material to the operations of the Partnership. Management believes that the procedures currently in effect at all of its facilities for the handling, storage and distribution of propane are consistent with industry standards and are in compliance in all material respects with applicable environmental, health and safety laws.

With respect to the transportation of propane by truck, the Partnership is subject to regulations promulgated under the Federal Motor Carrier Safety Act. These regulations cover the transportation of hazardous materials and are administered by the United States Department of Transportation ("DOT"). During 1999, the Research and Special Programs Administration ("RSPA"), a division of the DOT, issued new regulations applicable to cargo tanks used to transport propane and procedures for loading propane on and off cargo tanks. Specific provisions include, among other things, revised attendance requirements for unloading propane and new requirements for emergency discharge control equipment, such as remote control devices that enable the driver to stop the unloading process at a distance from the vehicle and passive systems that will shut down loading and unloading without human intervention. The Partnership is in compliance with the new regulations and is evaluating the equipment that is being developed to comply with the passive systems requirements that will become effective in July 2001.

The Natural Gas Safety Act of 1968 required the DOT to develop and enforce minimum safety regulations for the transportation of gases by pipeline. The DOT's pipeline safety code applies to, among other things, a propane gas system which supplies 10 or more customers from a single source and a propane gas system any portion of which is located in a public place. The code requires operators of all gas systems to provide training and written instructions for employees, establish written procedures to minimize the hazards resulting from gas pipeline emergencies, and keep records of inspections and testing.

EMPLOYEES

The Partnership does not directly employ any persons responsible for managing or operating the Partnership. The General Partner provides these services and is reimbursed for its direct and indirect costs and expenses, including all compensation and benefit costs. At September 30, 2000, the General Partner had 4,874 employees, including 311 temporary and part-time employees. UGI also performs certain financial and administrative services for the General Partner on behalf of the Partnership and is reimbursed by the Partnership for its direct and indirect costs and expenses.

ITEM 3. LEGAL PROCEEDINGS

There are no material legal proceedings pending involving the Partnership, any of its subsidiaries or any of their properties, and no such proceedings are known to be contemplated by governmental authorities other than claims arising in the ordinary course of the Partnership's business.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matter was submitted to a vote of security holders during the last fiscal quarter of the 2000 fiscal year.

PART II: SECURITIES AND FINANCIAL INFORMATION

ITEM 5. MARKET FOR REGISTRANT'S COMMON UNITS AND RELATED SECURITY HOLDER MATTERS

Each common unit ("Common Unit") represents a limited partner interest. The Common Units are listed on the New York Stock Exchange, which is the principal trading market for such securities, under the symbol "APU." The following table sets forth, for the periods indicated, the high and low sale prices per Common Unit, as reported on the New York Stock Exchange Composite Transactions tape, and the amount of cash distributions paid per Common Unit.

	PRICE RANGE		CASH
2000 FISCAL YEAR	HIGH	LOW	DISTRIBUTION
Fourth Quarter	$19.3750	$16.8750	$0.55
Third Quarter	17.4375	14.9375	0.55
Second Quarter	18.5000	14.3750	0.55
First Quarter	19.8750	12.7500	0.55

	PRICE RANGE		CASH
1999 FISCAL YEAR	HIGH	LOW	DISTRIBUTION
Fourth Quarter	$20.5625	$18.3125	$0.55
Third Quarter	22.1250	18.8750	0.55
Second Quarter	25.1250	17.0000	0.55
First Quarter	26.0000	21.5000	0.55

As of December 1, 2000, there were 1,334 record holders of the Partnership's Common Units. There is no established public trading market for the Partnership's subordinated units, representing limited partner interests ("Subordinated Units"). The Partnership makes quarterly distributions to its partners in an aggregate amount equal to its Available Cash, as defined in the Amended and Restated Agreement of Limited Partnership of AmeriGas Partners, L.P., which is filed as an exhibit to this report. Available Cash generally means, with respect to any fiscal quarter of the Partnership, all cash on hand at the end of such quarter, plus all additional cash on hand as of the date of determination resulting from borrowings subsequent to the end of such quarter, less the amount of cash reserves established by the General Partner in its reasonable discretion for future cash requirements. Certain reserves are maintained to provide for the payment of principal and interest under the terms of the Partnership's debt agreements and other reserves may be maintained to provide for the proper conduct of the Partnership's business, and to provide funds for distribution during the next four fiscal quarters. The information concerning restrictions on distributions required by Item 5 of this report is incorporated herein by reference to Notes 3 and 4 to the Partnership's Consolidated Financial Statements which are incorporated herein by reference. Distributions of Available Cash to the holders of Subordinated Units are subject to the prior rights of holders of the Common Units to receive the Minimum Quarterly Distribution ("MQD") for each quarter during the subordination period, and to receive any arrearages in the distribution of the MQD on the Common Units for prior quarters during the subordination period. See "Management's Discussion and Analysis of Financial Condition and Results of Operations."

ITEM 6. SELECTED FINANCIAL DATA

	Year Ended September 30,				
	2000	1999	1998	1997	1996
	(Thousands of dollars, except per unit)				
FOR THE PERIOD:					
INCOME STATEMENT DATA:					
Revenues	$1,120,056	$ 872,535	$ 914,378	$1,077,825	$1,013,225
Operating income	90,207	92,646	87,918	110,373	72,866
Income before income taxes	15,443	26,061	21,729	44,715	10,084
Net income	15,196	25,635	21,402	43,980	10,238
Limited partners' interest in net income	15,044	25,379	21,188	43,540	10,136
Income per limited partner unit - basic and diluted	0.36	0.61	0.51	1.04	0.24
Cash distributions declared per limited partner unit	2.20	2.20	2.20	2.20	2.20
AT PERIOD END:					
BALANCE SHEET DATA:					
Current assets	$ 188,845	$ 140,569	$ 133,346	$ 183,091	$ 199,452
Total assets	1,258,220	1,196,461	1,217,216	1,318,661	1,360,292
Current liabilities (excluding debt)	172,501	148,513	144,229	146,449	157,182
Total debt	887,234	766,725	718,994	718,728	707,453
Minority interest	2,587	3,380	4,049	5,043	5,497
Partners' capital	155,971	234,041	299,875	397,537	442,236
OTHER DATA:					
EBITDA (a)	$ 157,588	$ 157,524	$ 151,143	$ 172,377	$ 134,497
Capital expenditures (including capital leases)	$ 30,427	$ 34,577	$ 31,577	$ 24,470	$ 21,908
Retail propane gallons sold (millions)	771.2	783.2	785.3	807.4	855.4
Degree days - % (warmer) colder than normal (b)	(13.7)	(9.9)	(8.7)	(1.2)	1.7

(a) EBITDA (earnings before interest expense, income taxes, depreciation and amortization) should not be considered as an alternative to net income (as an indicator of operating performance) or as an alternative to cash flow (as a measure of liquidity or ability to service debt obligations) and is not a measure of performance or financial condition under generally accepted accounting principles but provides additional information for evaluating the Partnership's ability to declare and pay the Minimum Quarterly Distribution.

(b) Deviation from average heating degree days during the 30-year period from 1961 to 1990, based upon national weather statistics provided by the National Oceanic and Atmospheric Administration (NOAA) for 335 airports in the continental U.S.

The following table provides gallon, weather and certain financial information for the Partnership:

AmeriGas Partners, L.P.
(Millions, except per gallon and percentages)

	Year Ended September 30,		
	2000	1999	1998
Gallons sold:			
Retail	771.2	783.2	785.3
Wholesale	258.0	190.6	205.1
	1,029.2	973.8	990.4
Revenues:			
Retail propane	$ 870.3	$ 709.8	$ 746.1
Wholesale propane	152.7	75.3	88.5
Other	97.1	87.4	79.8
	$1,120.1	$ 872.5	$ 914.4
Total margin (a)	$ 491.8	$ 481.8	$ 470.6
EBITDA (b)	$ 157.6	$ 157.5	$ 151.1
Operating income	$ 90.2	$ 92.6	$ 87.9
Degree days - % warmer than normal (c)	13.7%	9.9%	8.7%

(a) Revenues less related cost of sales.

(b) EBITDA (earnings before interest expense, income taxes, depreciation and amortization) should not be considered as an alternative to net income (as an indicator of operating performance) or as an alternative to cash flow (as a measure of liquidity or ability to service debt obligations) and is not a measure of performance or financial condition under generally accepted accounting principles but provides additional information for evaluating the Partnership's ability to declare and pay the Minimum Quarterly Distribution.

(c) Deviation from average heating degree days during the 30-year period from 1961 to 1990, based upon national weather statistics provided by the National Oceanic and Atmospheric Administration (NOAA) for 335 airports in the continental U.S.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

ANALYSIS OF RESULTS OF OPERATIONS

The following analysis compares the Partnership's results of operations for (1) the year ended September 30, 2000 ("Fiscal 2000") with the year ended September 30, 1999 ("Fiscal 1999") and (2) Fiscal 1999 with the year ended September 30, 1998 ("Fiscal 1998").

FISCAL 2000 COMPARED WITH FISCAL 1999

Based upon national heating degree day information, temperatures in Fiscal 2000 were 13.7% warmer than normal and 3.8% warmer than in Fiscal 1999. Retail volumes of propane sold were 12 million gallons lower, primarily a result of the warmer weather's effect on residential heating gallons and a decline in agricultural gallons as a result of a poor crop drying season. Partially offsetting these decreases were higher motor fuel sales, reflecting the continuing effects of our expanding national accounts program, the volume impact of our growing grill cylinder exchange business, PPX(R), and acquisition-related volume increases.

Total revenues from retail propane sales increased $160.5 million in Fiscal 2000 due to higher average selling prices. The higher average selling prices resulted from significantly higher propane product costs. Wholesale propane revenues increased $77.4 million reflecting (1) a $50.7 million increase as a result of higher average wholesale prices and (2) a $26.7 million increase as a result of higher wholesale volumes sold. Nonpropane revenues increased $9.7 million in Fiscal 2000 reflecting higher customer fees, hauling, and PPX(R) cylinder sales revenue. Cost of sales increased $237.5 million primarily as a result of the higher propane product costs and greater wholesale volumes sold.

Total margin increased $10.0 million in Fiscal 2000 due to (1) greater volumes sold to higher margin PPX(R) customers; (2) slightly higher average retail unit margins; and (3) an increase in total margin from customer fees and ancillary sales and services.

EBITDA in Fiscal 2000 was comparable to Fiscal 1999 as the increases in total margin and higher other income were offset by higher operating expenses. Other income increased $3.1 million due to, among other things, higher income from sales of assets and higher finance charge income. Operating expenses of the Partnership were $342.7 million in Fiscal 2000 compared with $329.6 million in Fiscal 1999 reflecting incremental expenses from growth and operational initiatives and higher vehicle fuel costs. Our growth and operational initiatives in Fiscal 2000 included significantly expanding PPX(R), acquiring retail propane businesses, and developing and implementing more efficient methods of operating the business. Although EBITDA in Fiscal 2000 was about equal to Fiscal 1999, operating income declined $2.4 million reflecting higher PPX(R) and acquisition-related charges for depreciation and amortization. The Partnership's interest expense increased $8.2 million in Fiscal 2000 to $74.8 million primarily as a result of higher levels of long-term debt outstanding and higher average Bank Credit Agreement borrowings.

FISCAL 1999 COMPARED WITH FISCAL 1998

Based upon national weather data, temperatures in Fiscal 1999 were 9.9% warmer than normal and 1.3% warmer than in Fiscal 1998. Retail volumes of propane sold were slightly lower in Fiscal 1999 primarily as a result of a 7.3 million decline in agricultural gallons as a dry autumn reduced demand for crop drying. Partially offsetting the decrease in agricultural gallons were higher motor fuel sales, increased gallons sold through PPX(R) and, notwithstanding the warmer weather, higher sales to our targeted residential customer market.

Total revenues from retail propane sales declined $36.3 million in Fiscal 1999 primarily due to lower average selling prices. The lower average selling prices resulted from lower propane product costs. Wholesale propane revenues declined $13.2 million reflecting (1) a $6.9 million decrease as a result of lower average wholesale prices and (2) a $6.3 million decrease as a result of lower wholesale volumes sold. Nonpropane revenues increased $7.6 million in Fiscal 1999 reflecting higher appliance and cylinder sales, increased terminal and hauling revenues, and greater customer fee revenues. Cost of sales declined $53.0 million primarily as a result of lower propane product costs.

Total margin increased $11.2 million in Fiscal 1999 due to (1) slightly higher average retail unit margin per gallon; (2) greater total margin from PPX(R); and (3) an increase in total margin from appliance sales, customer fees and hauling and terminal revenue.

EBITDA and operating income were higher in Fiscal 1999 as a result of (1) the higher total margin and (2) higher other income. These increases were partially offset by an increase in operating expenses. Other income, net, in 1998 included a $4.0 million loss from two interest rate protection agreements. Operating expenses of the Partnership were $329.6 million in Fiscal 1999 compared with $320.2 million in Fiscal 1998. Operating expenses in Fiscal 1998 are net of (1) $2.7 million of income from lower required accruals for environmental matters and (2) $2.0 million of income from lower required accruals for property taxes. Excluding the impact of these items in the prior year, operating expenses of the Partnership increased $4.7 million in Fiscal 1999 principally due to expenses associated with new business initiatives. Interest expense in Fiscal 1999 was $66.6 million compared with $66.2 million in Fiscal 1998.

FINANCIAL CONDITION AND LIQUIDITY

CAPITALIZATION AND LIQUIDITY

The Operating Partnership's primary sources of cash since its formation in 1995 have been (1) cash generated by operations; (2) borrowings under its Bank Credit Agreement; and (3) the issuance of $80 million of long-term debt in Fiscal 2000 and $70 million of long-term debt in Fiscal 1999. On September 22, 2000, a shelf registration statement for the issuance of up to 9,000,000 AmeriGas Common Units was declared effective by the Securities and Exchange Commission. In October 2000, the Partnership issued 2.3 million of its registered Common Units in an underwritten public offering and received approximately $40.6 million in cash proceeds, including related capital contributions from the General Partner. These proceeds were used to reduce Bank Credit Agreement indebtedness and for working capital purposes.

The Operating Partnership's Bank Credit Agreement, as amended, consists of (1) a $100 million Revolving Credit Facility and (2) a $75 million Acquisition Facility. The Revolving Credit Facility may be used for (1) working capital; (2) capital expenditures; and (3) interest and distribution payments. Revolving Credit Facility loans were $30 million at September 30, 2000 and $22 million at September 30, 1999. The Operating Partnership may borrow under its Acquisition Facility to finance the purchase of propane businesses or propane business assets. Loans outstanding under the Acquisition Facility at September 30, 2000 and 1999 were $70 million and $23 million, respectively. During Fiscal 2000, the Bank Credit Agreement was amended to, among other things, extend the Acquisition Facility termination date to September 15, 2002. Then-outstanding borrowings under the Acquisition Facility will be due in their entirety on such date.

The Operating Partnership also has a credit agreement with the General Partner to borrow up to $20 million on an unsecured, subordinated basis, to fund (1) working capital; (2) capital expenditures; and (3) interest and Partnership distribution payments. UGI has agreed to contribute up to $20 million to the General Partner to fund such borrowings.

During Fiscal 2000, the Operating Partnership issued $80 million of Series E First Mortgage Notes at an effective interest rate of 8.47%. The proceeds were used principally to reduce Acquisition Facility borrowings and $10 million of maturing First Mortgage Note debt.

The Partnership's management believes that cash flow from operations and Bank Credit Agreement borrowings will be sufficient to satisfy its liquidity needs in fiscal 2001. For a more detailed discussion of the Partnership's credit facilities, including financial covenants and ratios, see Note 4 to Consolidated Financial Statements.

PARTNERSHIP DISTRIBUTIONS

Since our formation in 1995, we have paid the MQD on all limited partner units outstanding. The amount of Available Cash needed annually to pay the MQD on all units and the general partner interests in Fiscal 2000, 1999 and 1998 was approximately $94 million. In fiscal 2001, as a result of the additional Common Units issued in October 2000, this amount will increase to approximately $99 million. One measure of the amount of cash available for distribution that is generated by the Partnership can be determined by subtracting (1) cash interest expense and (2) capital expenditures needed to maintain operating capacity, from the Partnership's EBITDA. Distributable cash flow as calculated for Fiscal 2000, Fiscal 1999 and Fiscal 1998 is as follows:

Year Ended September 30,	2000	1999	1998
(Millions of dollars)			
EBITDA	$ 157.6	$ 157.5	$ 151.1
Cash interest expense (a)	(76.7)	(68.3)	(67.6)
Maintenance capital expenditures	(11.6)	(11.1)	(10.3)
Distributable cash flow	$ 69.3	$ 78.1	$ 73.2

(a) Interest expense adjusted for noncash items.

Although distributable cash flow is a reasonable estimate of the amount of cash generated by the Partnership, it does not reflect the impact of changes in working capital which can significantly affect cash available for distribution and it is not a measure of performance or financial condition under generally accepted accounting principles but provides additional information for evaluating the Partnership's ability to declare and pay the MQD. Although the levels of distributable cash flow in these years were less than the full MQD, borrowings in Fiscal 2000 and Fiscal 1999, and cash generated from changes in working capital in Fiscal 1998, were more than sufficient to permit the Partnership to declare and pay the full MQD. The ability of the Partnership to declare and pay the MQD on all units depends upon a number of factors. These factors include (1) the level of Partnership earnings; (2) the cash needs of the Partnership's operations (including cash needed for maintaining and increasing operating capacity); (3) changes in operating working capital; and (4) the Partnership's ability to borrow under its Bank Credit Agreement, to refinance maturing debt, and to increase its long-term debt. Some of these factors are affected by conditions beyond our control including weather, competition in markets we serve, and the cost of propane.

CONVERSION OF SUBORDINATED UNITS

Pursuant to the Agreement of Limited Partnership of AmeriGas Partners ("Partnership Agreement"), a total of 9,891,074 Subordinated Units held by the General Partner were converted to Common Units on May 18, 1999 because certain historical and projected cash generation-based requirements were achieved as of March 31, 1999. The Partnership's ability to attain the cash-based performance and distribution requirements necessary to convert the remaining 9,891,072 Subordinated Units depends upon a number of factors, including highly seasonal operating results, changes in working capital, asset sales and debt refinancings. Due to significantly warmer-than-normal weather and the impact of higher propane product costs on working capital, we did not achieve the cash-based performance requirements as of any relevant quarter through September 30, 2000. Due to the historical "look-back" provisions of the conversion test, the possibility is remote that the Partnership will satisfy the cash-based performance requirements for conversion any earlier than in respect of the quarter ending March 31, 2002.

CASH FLOWS

OPERATING ACTIVITIES. Cash flow from operating activities was $61.5 million in Fiscal 2000, $8.7 million lower than in the prior year. Cash flow from operating activities before considering changes in operating working capital was $80.7 million in Fiscal 2000 compared with $89.6 million in Fiscal 1999. The decrease in operating cash flow in Fiscal 2000 is primarily a result of higher cash interest expense resulting from higher average levels of debt outstanding.

INVESTING ACTIVITIES. In Fiscal 2000, we spent $30.4 million in cash for property, plant and equipment (including maintenance capital expenditures of $11.6 million) compared with $31.1 million (including maintenance capital expenditures of $11.1 million) in Fiscal 1999. We acquired several propane businesses, including the West Coast propane operations of All Star Gas Corporation, for total cash consideration of $55.6 million. In Fiscal 1999, we made acquisitions totaling $3.9 million. In fiscal 2001, we expect to spend approximately $29 million for capital expenditures (excluding acquisitions) which we expect to finance from operating cash flows and Bank Credit Agreement borrowings.

FINANCING ACTIVITIES. We paid the MQD on all Common Units and Subordinated Units, as well as the general partner interests, totaling $94.3 million and $94.2 million in Fiscal 2000 and Fiscal 1999, respectively. Net borrowings under our Revolving Credit Facility were $8 million in Fiscal 2000 compared to net borrowings of $12 million in Fiscal 1999. During Fiscal 2000, the Operating Partnership borrowed $116 million under the Acquisition Facility and made Acquisition Facility repayments totaling $69 million. Acquisition Facility repayments were made with proceeds from the issuance of $80 million of Series E First Mortgage Notes of the Operating Partnership. The Operating Partnership also paid $10 million of maturing First Mortgage Note debt during Fiscal 2000 from such proceeds.

MARKET RISK DISCLOSURES

Our primary market risk exposures are market prices for propane and changes in interest rates.

The Partnership's profitability is sensitive to changes in propane supply costs, and the Partnership generally attempts to pass on increases in such costs to customers. There is no assurance, however, that the Partnership will be able to do so. In order to manage a portion of our propane market price risk, we use contracts for the forward purchase of propane, propane fixed-price supply agreements, and derivative commodity instruments such as price swap and option contracts. Although we use derivative commodity instruments to reduce market price risk associated with forecasted transactions, we do not use derivative financial and commodity instruments for trading purposes.

We have market risk exposure from changes in interest rates on borrowings under the Operating Partnership's Bank Credit Agreement. This agreement has interest rates on borrowings that are indexed to short-term market interest rates. At September 30, 2000 and 1999, borrowings outstanding under this facility totaled $100 million and $45 million, respectively. Based upon average borrowings under these agreements during Fiscal 2000 and Fiscal 1999, an increase in interest rates of 100 basis points (1%) would have increased interest expense by $0.9 million and $0.6 million, respectively. We also use fixed rate long-term debt as a source of capital. As these fixed rate long-term debt issues mature, we intend to refinance such debt with new debt having interest rates reflecting then-current market conditions. This debt may have an interest rate that is more or less than the refinanced debt. On occasion, we enter into interest rate protection agreements to reduce interest rate risk associated with a forecasted issuance of debt.

The following table summarizes the fair value of our market risk sensitive derivative instruments at September 30, 2000 and 1999. It also includes the change in fair value that would result if there were an adverse change in (1) the market price of propane of 10 cents a gallon and (2) interest rates on ten-year U.S. treasury notes of 100 basis points:

	Fair Value	Change in Fair Value
	(Millions of dollars)	
September 30, 2000		
Propane commodity price risk	$ 6.5	$ (10.5)
Interest rate risk	2.5	(3.9)
September 30, 1999		
Propane commodity price risk	$ 2.9	$ (2.5)
Interest rate risk	3.2	(3.8)

We expect that any adverse changes in the fair value of derivative instruments used to manage propane price or interest rate risk would be substantially offset by gains on the associated underlying transactions.

ACCOUNTING PRINCIPLES NOT YET ADOPTED

In June 1998, the Financial Accounting Standards Board issued SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities" ("SFAS 133"). SFAS 133 was amended in June 2000 by SFAS No. 138, "Accounting for Certain Derivative Instruments and Certain Hedging Activities" ("SFAS 138"), which addressed a limited number of issues causing implementation difficulties. SFAS 133, as amended, establishes accounting and reporting standards for derivative instruments and for hedging activities. It requires that an entity recognize all derivative instruments as either assets or liabilities and measure them at fair value. The accounting for changes in fair value depends upon the purpose of the derivative instrument and whether it is designated and qualifies for hedge accounting. To the extent derivative instruments qualify and are designated as hedges of the variability in cash flows associated with forecasted transactions, the effective portion of the gain or loss on such derivative instruments will generally be reported in other comprehensive income and the ineffective portion, if any, will be reported in net income. Such amounts recorded in accumulated other comprehensive income will be reclassified into net income when the forecasted transaction affects earnings. To the extent derivative instruments qualify and are designated as hedges of changes in the fair value of an existing asset, liability or firm commitment, the gain or loss on the hedging instrument will be recognized currently in earnings along with changes in the fair value of the hedged asset, liability or firm commitment attributable to the hedged risk.

The Partnership was required to adopt the provisions of SFAS 133 effective October 1, 2000. Virtually all of the Partnership's derivative instruments outstanding as of October 1, 2000 qualify and have been designated as hedging the variability in cash flows associated with forecasted transactions. The adoption of SFAS 133 will result in a cumulative effect charge to net income of $0.7 million and a cumulative effect increase to accumulated other comprehensive income of $8.9 million. Because the Partnership's derivative instruments historically have been highly effective in hedging the exposure to changes in cash flows associated with forecasted purchases or sales of propane, changes in the fair value of propane inventories, and changes in the risk-free rate of interest on anticipated issuances of long-term debt, we do not expect the adoption of SFAS 133 to have a material impact on our future results of operations.

Although the Partnership expects the derivative instruments it currently uses to hedge to continue to be highly effective, if they are deemed not highly effective in the future, or if the Partnership uses derivative instruments that do not meet the stringent requirements for hedge accounting under SFAS 133, our future earnings could reflect greater volatility. Additionally, if a cash flow hedge is discontinued because the original forecasted transaction is no longer expected to occur, any gain or loss in accumulated comprehensive income associated with the hedged transaction will be immediately recognized in net income.

In order to comply with the provisions of the Securities and Exchange Commission Staff Accounting Bulletin No. 101 entitled "Revenue Recognition" ("SAB 101"), which is effective for the Partnership on October 1, 2000, we will record a cumulative effect charge to net income of approximately $6.5 million related to our method of recognizing revenue associated with nonrefundable tank fees largely for residential customers. Consistent with a number of its competitors in the propane industry, we receive nonrefundable fees for installed Partnership-owned tanks. Historically, such fees which are generally received annually were recorded as revenue when billed. In accordance with SAB 101, effective October 1, 2000, we will record such nonrefundable fees on a straight-line basis over one year. The adoption of SAB 101 is not expected to have a material impact on the Partnership's future financial condition or results of operations.

Also, during fiscal 2001, the Partnership plans to change its method of accounting for tank installation costs which are not billed to customers. Currently, all direct costs to install Partnership-owned tanks at a customer location are expensed as incurred. We believe that these costs should now be capitalized and amortized over the period benefited. On date of adoption, this change in accounting method will result in a cumulative effect increase to net income. The Partnership is in the process of evaluating the impact of such change on its financial condition and results of operations.

FORWARD-LOOKING STATEMENTS

Information contained above in this Management's Discussion and analysis of Financial Condition and Results of Operations and elsewhere in this Report on Form 10-K with respect to expected financial results and future events is forward-looking, based on our estimates and assumptions and subject to risk and uncertainties. For those statements, we claim the protection of the safe harbor for forward-looking statements contained in the private Securities Litigation Reform Act of 1995.

The following important factors could affect our future results and could cause those results to differ materially from those expressed in our forward-looking statements: (1) adverse weather conditions resulting in reduced demand, (2) price volatility and availability of propane, and the capacity to transport to market areas, (3) changes in laws and regulations, including safety, tax and accounting matters, (4) large suppliers defaults, (5) competitive pressures from the same and alternative energy sources, (6) liability for environmental claims, (7) improvements in energy efficiency and technology resulting in reduced demand, (8) labor relations, (9) inability to make business acquisitions on economically acceptable terms, (10) operating hazards and risks incidental to transporting, storing and distributing propane, butane and ammonia including the risk of explosions and fires resulting in personal injury and property damage, (11) regional economic conditions, and (12) interest rate fluctuations and other capital market conditions.

These factors are not necessarily all of the important factors that could cause actual results to differ materially from those expressed in any of our forward-looking statements. Other unknown or unpredictable factors could also have material adverse effects on future results. We undertake no obligation to update publicly any forward-looking statement whether as a result of new information or future events.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

"Quantitative and Qualitative Disclosures About Market Risk" are contained in Management's Discussion and Analysis of Financial Condition and Results of Operations under the caption "Market Risk Disclosures" and are incorporated her by reference.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements and financial statement schedules referred to in the index contained on pages F-2 and F-3 of this report are incorporated herein by reference.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

PART III: MANAGEMENT AND SECURITY HOLDERS

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE GENERAL PARTNER

We do not directly employ any persons responsible for managing or operating the Partnership. The General Partner and UGI provide such services and are reimbursed for direct and indirect costs and expenses including all compensation and benefit costs. See "Certain Relationships and Related Transactions" and Note 10 to the Partnership's Consolidated Financial Statements.

The Board of Directors of the General Partner established a committee (the "Audit Committee") consisting of two individuals, currently, Messrs. Van Dyck and Vincent, who are neither officers nor employees of the General Partner or any affiliate of the General Partner. The Audit Committee has the authority to review, at the request of the General Partner, specific matters as to which the General Partner believes there may be a conflict of interest, in order to determine if the resolution of such conflict is fair and reasonable to the Partnership. In addition, the Audit Committee acts on behalf of the Board of Directors in fulfilling its responsibility to:

- oversee the financial reporting process and the adequacy of controls relative to financial and business risk;

- monitor the independence of the Partnership's independent public accountants and the performance of the independent public accountants and internal audit staff;

- provide a means for open communication among the independent public accountants, management, internal audit staff and the Board of Directors; and

- recommend to the Board of Directors the engagement of the independent public accountants to conduct the annual audit of the Partnership's consolidated financial statements.

DIRECTORS AND EXECUTIVE OFFICERS OF THE GENERAL PARTNER

The following table sets forth certain information with respect to the directors and executive officers of the General Partner. Directors are elected annually by AmeriGas, Inc. as the sole shareholder of the General Partner. AmeriGas, Inc. is a wholly owned subsidiary of UGI. Executive officers are elected for one-year terms. There are no family relationships between any of the directors or any of the executive officers or between any of the executive officers and any of the directors.

NAME	AGE	POSITION WITH THE GENERAL PARTNER
Lon R. Greenberg	50	Chairman, Director
Eugene V. N. Bissell	47	President, Chief Executive Officer and Director
Thomas F. Donovan	67	Director
Richard C. Gozon	62	Director
James W. Stratton	64	Director
Stephen A. Van Dyck	57	Director
Roger B. Vincent	55	Director
David I. J. Wang	68	Director
Martha B. Lindsay	48	Vice President - Finance and Chief Financial Officer
Brendan P. Bovaird	52	Vice President and General Counsel
Richard R. Eynon	53	Controller and Chief Accounting Officer
R. Paul Grady	47	Senior Vice President - Operations and Chief Operating Officer
William D. Katz	47	Vice President - Human Resources
Robert H. Knauss	47	Vice President - Law, Associate General Counsel and Corporate Secretary
David L. Lugar	43	Vice President - Supply and Transportation
Carey M. Monaghan	49	Vice President - Business Transformation and Marketing

Mr. Greenberg is a director (since 1994) and Chairman of the General Partner. He previously served as President and Chief Executive Officer of the General Partner (1996 to 2000). He is also a director (since 1994) and Chairman (since 1996), Chief Executive Officer (since 1995), and President (since 1994) of UGI, having been Senior Vice President - Legal and Corporate Development of UGI (1989 to 1994). Mr. Greenberg previously served as Vice President and General Counsel of AmeriGas, Inc. (1984 to 1994). He also serves as a director of UGI Utilities, Inc. and Mellon PSFS Advisory Board.

Mr. Bissell is President, Chief Executive Officer and a director of the General Partner (since July 2000). He previously served as Senior Vice President - Sales and Marketing of the General Partner (1999 to 2000), having served as Vice President - Sales and Operations (1995 to 1999). Previously, he was Vice President - Distributors and Fabrication, BOC Gases (1995), having been Vice President - National Sales (1993 to 1995) and Regional Vice President Southern Region for Distributor and Cylinder Gases Division, BOC Gases (1989 to 1993). From 1981 to 1987, Mr. Bissell held various positions with UGI and its subsidiaries, including Director, Corporate Development.

Mr. Donovan was elected a director of the General Partner on April 25, 1995. He retired as Vice Chairman of Mellon Bank on January 31, 1997, a position held since 1988. He continues to serve as an advisory board member to Mellon Bank Corp. He also serves as a director of UGI Corporation, UGI Utilities, Inc., Nuclear Electric Insurance Co. and Merrill Lynch International Bank, Ltd.

Mr. Gozon was elected a director of the General Partner on February 24, 1998. He is Executive Vice President of Weyerhaeuser Company (an integrated forest products company), a position he has held since 1994. Mr. Gozon was formerly Director (1984 to 1993), President and Chief Operating Officer of Alco Standard Corporation (a provider of paper and office products) (1988 to 1993); Executive Vice President and Chief Operating Officer (1987); Vice President (1982 to 1988); and President (1979 to 1987) of Paper Corporation of America. He also serves as a director of UGI Corporation, UGI Utilities, Inc., AmeriSource Health Corporation, and Triumph Group, Inc.

Mr. Stratton was elected a director of the General Partner on April 25, 1995. He has been the Chairman, Chief Executive Officer and a director of Stratton Management Company (investment advisory firm) since 1972. He has also been Chairman and a director of EFI (financial services firm) since 1979. In addition, Mr. Stratton is a director of UGI Corporation, UGI Utilities, Inc., Stratton Growth Fund, Inc., Stratton Monthly Dividend REIT Shares, Inc., Stratton Small-Cap Value Fund, Teleflex, Inc. and BE&K, Inc.

Mr. Van Dyck was elected a director of the General Partner on June 15, 1995. He is Chairman of the Board and Chief Executive Officer of Maritrans Inc. (since 1987), one of the nation's largest independent marine transporters of petroleum. He also serves as Chairman of the Board of West of England Mutual Insurance Company.

Mr. Vincent was elected a director of the General Partner on January 8, 1998. He is President of Springwell Corporation, a corporate finance advisory firm (since 1989). Mr. Vincent served in various capacities at Bankers Trust Company (1971 to 1989), including managing director (1984 to 1989). He is also a trustee of the GCG Trust of the Golden American Life Insurance Company (management investment company and a subsidiary of the ING Group).

Mr. Wang was elected a director of the General Partner on April 25, 1995. Mr. Wang is Chairman of Paperloop.com having formerly retired as Executive Vice President - Timber and Specialty Products and a director of International Paper Company (1987 to 1991). He is also a director of UGI Corporation, UGI Utilities, Inc., BE&K Inc., Emsource Inc., Forest Resources LLC., and Waterhill, LLC.

Ms. Lindsay was elected Vice President - Finance and Chief Financial Officer of the General Partner on January 5, 1998. She previously served as Vice President and Treasurer (1994 to 1997) and as Treasurer (1994) of Tambrands Inc., a manufacturer of personal products. Prior to 1994, Ms. Lindsay held the positions of Director of Business Development (1987 to 1989) and Assistant Treasurer (1990 to 1993) at Tambrands Inc.

Mr. Bovaird is Vice President and General Counsel of the General Partner (since 1995). He is also Vice President and General Counsel of UGI Corporation, UGI Utilities, Inc. and AmeriGas, Inc. (since 1995). Mr. Bovaird previously served as Division Counsel and Member of the Executive and Operations Committees of Wyeth-Ayerst International Inc. (1992 to 1995) and Senior Vice President, General Counsel and Secretary of Orion Pictures Corporation (1990 to 1991).

Mr. Eynon was elected Controller and Chief Accounting Officer of the General Partner on January 5, 1998. Prior to his election, Mr. Eynon was Controller of the General Partner (March 1997 to January 1998) and Assistant Controller of UGI Corporation (1985 to 1997). Previously, he was a Senior Manager with Price Waterhouse.

Mr. Grady is Senior Vice President - Operations of the General Partner (since October 1999) and Chief Operating Officer (since July 2000), having served as Vice President - Sales and Operations (1995 to 1999). Previously, he was Vice President - Corporate Development of UGI (1994 to 1995), and Director, Corporate Development (1990 to 1994). Mr. Grady was Director, Corporate Development Services of Campbell Soup Company (1985 to 1990).

Mr. Katz is Vice President - Human Resources of the General Partner (since December 1999), having served as Vice President - Corporate Development (1996 to 1999). Previously, he was Vice President - Corporate Development of UGI (1995 to 1996). Prior to joining UGI, Mr. Katz was Director of Corporate Development with Campbell Soup Company for over five years. He also practiced law for approximately 10 years, first with the firm of Jones, Day Reavis & Pogue, and later in the Legal Department at Campbell Soup Company.

Mr. Knauss is Vice President - Law and Associate General Counsel of the General Partner (since 1996), having served as Corporate Secretary (since 1994) and Group Counsel - Propane (1989 to 1996) of UGI. He joined UGI as Associate Counsel in 1985. Before joining UGI, Mr. Knauss was an associate at the firm of Ballard, Spahr, Andrews & Ingersoll in Philadelphia.

Mr. Lugar is Vice President - Supply and Transportation of the General Partner (since September 2000). Previously, he served as Director - NGL Marketing for Conoco, Inc., where he spent 20 years in increasingly responsible positions in propane marketing, operations, and supply.

Mr. Monaghan is Vice President - Business Transformation and Marketing (since May 2000). Prior to joining AmeriGas Partners, he was Vice President-General Manager, Dry Soup for Campbell Soup Company (since 1997), where he also served as a Business Director and General Manager of a number of Campbell Soup Divisions for almost 10 years.

ITEM 11. EXECUTIVE COMPENSATION

The following table shows cash and other compensation paid or accrued to the General Partner's Chief Executive Officers and each of its four other most highly compensated executive officers, (collectively, the "Named Executives") for the last three fiscal years.

SUMMARY COMPENSATION TABLE

		ANNUAL COMPENSATION			LONG TERM COMPENSATION AWARDS		LONG TERM COMPENSATION PAYOUTS	
NAME AND PRINCIPAL POSITION	FISCAL YEAR	SALARY	BONUS (1)	OTHER ANNUAL COMPEN-SATION (2)	RESTRICTED STOCK AWARDS (3)	SECURITIES UNDER-LYING OPTIONS/ SARS (6)	LTIP PAYOUTS(7)	ALL OTHER COMPEN -SATION (4)
Eugene V.N. Bissell	2000	$245,366	$ 59,253	$ 3,142	$ 0	40,750	$ 0	$31,886
President and Chief	1999	$194,335	$ 54,668	$ 1,706	$142,625	0	$386,250	$21,900
Executive Officer (5)	1998	$179,728	$ 40,545	$ 2,069	$ 0	0	$ 0	$19,175
Lon R. Greenberg (8)	2000	$640,662	$262,836	$ 13,092	$ 0	225,000	$ 0	$20,417
Chairman	1999	$587,139	$266,776	$ 11,359	$611,250	225,000	$ 0	$18,273
	1998	$559,616	$225,000	$ 8,209	$ 0	0	$ 0	$22,154
R. Paul Grady	2000	$222,480	$ 50,404	$ 4,491	$	28,000	$ 0	$30,149
Senior Vice President -	1999	$192,178	$ 54,108	$ 5,534	$142,625	0	$386,250	$26,277
Operations and Chief Operating Officer	1998	$174,622	$ 43,750	$ 3,724	$ 0	0	$ 0	$20,231
Brendan P. Bovaird (8)	2000	$210,392	$ 49,349	$ 6,332	$ 0	28,000	$ 0	$ 5,927
Vice President and	1999	$189,600	$ 53,048	$ 14,399	$142,625	0	$ 0	$ 5,215
General Counsel	1998	$176,677	$ 42,188	$ 4,075	$ 0	0	$ 0	$ 5,425
Robert H. Knauss	2000	$184,314	$ 39,896	$ 0	$ 0	15,000	$ 0	$23,190
Vice President - Law,	1999	$167,191	$ 70,232	$ 2,286	$ 0	0	$270,375	$23,782
Associate General Counsel and Corporate Secretary	1998	$149,835	$ 50,405	$ 2,081	$ 0	0	$ 0	$17,715
Martha B. Lindsay	2000	$183,099	$ 36,816	$ 563	$ 0	15,000	$ 0	$22,609
Vice President -	1999	$169,447	$ 37,068	$ 1,789	$ 0	0	$162,150	$44,974
Finance and Chief Financial Officer (9)	1998	$108,691	$ 23,844	$ 0	$ 0	0	$ 0	$ 6,627

(1) Messrs. Greenberg and Bovaird participate in the UGI Annual Bonus Plan. All other Named Executives participate in the AmeriGas Propane, Inc. Annual Bonus Plan. Awards under both Plans are for the year reported, regardless of the year paid. Awards under both Plans are based on the achievement of pre-determined business and/or financial performance objectives which support business plans and goals. Bonus opportunities vary by position and currently range from 0% to 102% of base salary for Mr. Bissell, 0% to 161% for Mr. Greenberg, 0% to 92% of base salary for Mr. Bovaird, 0% to 65% for Mr. Knauss, 0% to 83% for Mr. Grady and 0% to 74% for Ms. Lindsay.

(2) Amounts represent tax payment reimbursements for certain benefits.

(3) On June 4, 1999, the Board of Directors of UGI Corporation approved restricted UGI Common Stock awards to certain executives of UGI and AmeriGas Propane, Inc. The dollar values shown above represent the aggregate value of each award on the date of grant, determined by multiplying the number of shares awarded by the closing stock price of UGI Common Stock on the New York Stock Exchange on June 4, 1999. Holders of restricted shares have the right to vote and to receive dividends during the restriction period.

Based on the closing price of UGI Common Stock on the New York Stock Exchange on September 30, 2000, Mr. Greenberg's 30,000 share grant had a market value of $727,500; and the 7,000 share grant held by each of Messrs. Bissell, Bovaird and Grady had a market value $169,750.

(4) The amounts represent contributions by the General Partner or UGI in accordance with the provisions of the AmeriGas Propane, Inc. Employee Savings Plan (the "AmeriGas Employee Savings Plan"), the UGI Utilities, Inc. Employee Savings Plan (the "UGI Employee Savings Plan"), allocations under the UGI Corporation Senior Executive Retirement Plan (the "UGI Executive Retirement Plan"), and/or allocations under the AmeriGas Propane, Inc. Supplemental Executive Retirement Plan (the "AmeriGas Executive Retirement Plan") except for Ms. Lindsay. Ms. Lindsay's 1999 total includes a one-time bonus of $25,000. During fiscal years 2000, 1999 and 1998, the following contributions were made to the Named Executives: (i) under the AmeriGas Employee Savings Plan: Mr. Bissell, $9,424, $5,000 and $5,148; Mr. Grady, $10,861, $9,648 and $6,394; Mr. Knauss, $8,769, $8,040 and $5,691; and Ms. Lindsay, $8,617, $5,558 and $0; (ii) under the UGI Employee Savings Plan: Mr. Greenberg, $3,600, $3,600 and $3,375; and Mr. Bovaird, $3,509, $3,600 and $3,375; (iii) under the UGI Executive Retirement Plan: Mr. Greenberg, $14,673, $18,554 and $10,858; and Mr. Bovaird, $1,706, $1,852 and $821; (iv) under the AmeriGas Executive Retirement Plan: Mr. Bissell, $22,462, $16,900 and $14,027; Mr. Grady, $19,288, $16,629 and $13,837; Mr. Knauss, $14,421, $15,742 and $12,024; and Ms. Lindsay, $13,992, $11,080 and $0.

(5) Mr. Bissell was elected President and Chief Executive Officer of AmeriGas Propane, Inc. effective July 1, 2000.

(6) Non-qualified UGI stock options granted under the UGI Corporation 1997 Stock Option and Dividend Equivalent Plan ("1997 Plan").

(7) Payout under the performance-based AmeriGas Propane, Inc. Long-Term Incentive Plan ("LTIP"). The performance contingency was satisfied May 18, 1999 when fifty percent of the Partnership's Subordinated Units converted to Common Units in accordance with the Partnership Agreement, based on Partnership financial and operating performance. The awards were made partially in Common Units (approximately 60%) and partially in cash (approximately 40%). Messrs. Bissell and Grady each received 11,250 Common Units; Mr. Knauss received 7,875 Common Units and Ms. Lindsay received 5,288 Common Units.

(8) Mr. Greenberg was President and Chief Executive Officer of AmeriGas Propane, Inc. from 1996 to July 2000. Compensation reported for Messrs. Greenberg and Bovaird is attributable to their respective positions of Chairman, President and Chief Executive Officer, and Vice President and General Counsel of UGI Corporation. Compensation for these individuals is also reported in the UGI Proxy Statement for the 2001 Annual Meeting of Shareholders and is not additive. The General Partner does not compensate Mr. Greenberg or Mr. Bovaird.

(9) Ms. Lindsay was elected Vice President and Chief Financial Officer of AmeriGas Propane, Inc. in January 1998.

OPTION GRANTS IN LAST FISCAL YEAR

The following table shows information on grants of options for the purchase of UGI Common Stock during fiscal year 2000 to each of the Named Executives.

UGI STOCK OPTION GRANTS IN LAST FISCAL YEAR

INDIVIDUAL GRANTS					GRANT DATE VALUE
NAME	NUMBER OF SECURITIES UNDERLYING OPTIONS GRANTED (1)	% OF TOTAL OPTIONS GRANTED TO EMPLOYEES IN FISCAL YEAR (2)	EXERCISE OR BASE PRICE	EXPIRATION DATE	GRANT DATE PRESENT VALUE (3)
Lon R. Greenberg	225,000 (1)	29.34%	$20.625	12/31/09	$ 678,980 (3a)
Eugene V.N. Bissell	28,000 (1)	5.30%	$20.625	12/31/09	$ 84,495 (3a)
	12,750 (4)		$21.750	7/24/10	$ 43,660 (3b)
R. Paul Grady	28,000	3.65%	$20.625	12/31/09	$ 84,495 (3a)
Brendan P. Bovaird	28,000	3.65%	$20.625	12/31/09	$ 84,495 (3a)
Robert H. Knauss	15,000	1.96%	$20.625	12/31/09	$ 45,625 (3a)
Martha B. Lindsay	15,000	1.96%	$20.625	12/31/09	$ 45,625 (3a)

(1) Non-qualified UGI stock options granted effective January 1, 2000 under the 1997 Plan. The option exercise price is not less than 100% of the fair market value of UGI's Common Stock determined on the date of the grant. These options will vest at the rate of 33-1/3% per year on the anniversary of the grant date. Options granted under the Plan are nontransferable and are generally exercisable only while the optionee is employed by UGI Corporation or an affiliate of UGI. Options are subject to adjustment in the event of recapitalizations, stock splits, mergers, and other similar corporate transactions affecting UGI's Common Stock.

(2) A total of 766,750 UGI stock options were granted to employees and executive officers of UGI and its subsidiaries during fiscal year 2000 under the 1997 Plan and the 1992 UGI Corporation Non-Qualified Stock Option Plan. Under the 1992 Non-Qualified Stock Option Plan, the option exercise price is not less than 100% of the fair market value of UGI's Common Stock on the date of grant. Options under the 1992 Plan are nontransferable and generally exercisable only while the optionee is employed by UGI Corporation or an affiliate of UGI. Options are subject to adjustment in the event of recapitalizations, stock splits, mergers, and other similar corporate transactions affecting UGI's Common Stock.

(3) Based on the Black-Scholes options pricing model. The assumptions used in calculating the grant date present value are as follows:

(a)

- Three years of closing monthly stock price observations were used to calculate the stock volatility and dividend yield assumptions
- Stock volatility - 23.89%
- Stock's dividend yield - 6.22%
- Length of option term - 10 years
- Annualized risk-free interest rate - 6.79%
- Discount of risk of forfeiture - 3% per year

(b)

- Three years of closing monthly stock price observations were used to calculate the stock volatility and dividend yield assumptions
- Stock volatility - 28.68%
- Stock's dividend yield - 6.43%
- Length of option term - 10 years
- Annualized risk-free interest rate - 6.21%
- Discount of risk of forfeiture - 3% per year

All options were granted at fair market value. The actual value, if any, the executive may realize will depend on the excess of the stock price on the date the option is exercised over the exercise price. There is no assurance that the value realized by the executive will be at or near the value estimated by the Black-Scholes model.

UGI STOCK OPTION EXERCISES IN LAST FISCAL YEAR
AND FISCAL YEAR-END OPTION VALUES

			NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS AT FISCAL YEAR END (#)		VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS AT FISCAL YEAR END	
NAME	SHARES ACQUIRED ON EXERCISE (#)	VALUE REALIZED	EXERCISABLE	UNEXERCISABLE	EXERCISABLE	UNEXERCISABLE
Lon R. Greenberg	0	$ 0	93,959 (1) 200,000 (3) 56,250 (6) 0	168,750 (6) 225,000 (12)	$ 387,581 (2) $ 325,000 (4) $ 217,969 (5)	$653,906 (5) $815,625 (7)
Eugene V.N. Bissell	0	$ 0	4,000 (9)	28,000 (12) 12,750 (13) 1,000 (9)	$ 14,500 (10)	$101,500 (7) $ 31,875 (8) $ 3,625 (10)
R. Paul Grady	0	$ 0	17,000 (15) 2,000 (14)	28,000 (12)	$ 70,125 (2) $ 8,250 (11)	$101,500 (7)
Brendan P. Bovaird	0	$ 0	30,000 (3) 5,007 (16)	28,000 (12)	$ 48,750 (4) $ 20,654 (2)	$101,500 (7)
Robert H. Knauss	0	$ 0	1,000 (1)	15,000 (12)	$ 4,125 (11)	$ 54,375 (7)
Martha B. Lindsay	0	$ 0	0	15,000 (12)	$ 0	$ 54,375 (7)

(1) Options granted January 2, 1992 under the 1992 Stock Option and Dividend Equivalent Plan.

(2) Value based on comparison of price per share at September 30, 2000 (fair market value $24.25) to option exercise price ($20.125) under the 1992 Stock Option and Dividend Equivalent Plan.

(3) Options granted December 10, 1996 under the 1997 Plan.

(4) Value based on comparison of price per share at September 30, 2000 (fair market value $24.25) to option exercise price ($22.625) under the 1997 Plan.

(5) Value based on comparison of price per share at September 30, 2000 (fair market value $24.25) to option exercise price ($20.375) under the 1997 Plan.

(6) Options granted June 4, 1999 under the 1997 Plan.

(7) Value based on comparison of price per share at September 30, 2000 (fair market value $24.25) to option exercise price ($20.625) under the 1997 Plan.

(8) Value based on comparison of price per share at September 30, 2000 (fair market value $24.25) to option exercise price ($21.750) under the 1997 Plan.

(9) Options granted December 18, 1995 under the 1992 Non-Qualified Stock Option Plan.

(10) Value based on comparison of price per share at September 30, 2000 (fair market value $24.25) to option exercise price ($20.625) under the 1992 Non-Qualified Stock Option Plan.

(11) Value based on comparison of price per share at September 30, 2000 (fair market value $24.25) to option exercise price ($20.125) under the terms of the 1992 Non-Qualified Stock Option Plan.

(12) Options granted effective January 1, 2000 under the 1997 Plan.

(13) Options granted July 25, 2000 under the 1997 Plan.

(14) Options granted January 2, 1992 under the 1992 Non-Qualified Stock Option Plan.

(15) Options granted March 1, 1994 under the 1992 Stock Option and Dividend Equivalent Plan.

(16) Options granted May 1, 1995 under the 1992 Stock Option and Dividend Equivalent Plan.

RETIREMENT BENEFITS

The following table shows the annual benefits payable upon retirement to Messrs. Greenberg and Bovaird under the Retirement Income Plan for Employees of UGI Utilities, Inc. and participating employers (the "UGI Retirement Plan") and the UGI Supplemental Executive Retirement Plan. The amounts shown assume the executive retires in 2000 at age 65, and that the aggregate benefits are not subject to statutory maximums.

PENSION PLAN BENEFITS TABLE

FINAL 5-YEAR AVERAGE ANNUAL EARNINGS (2)	ANNUAL BENEFIT FOR YEARS OF CREDITED SERVICE SHOWN (1)					
	15 YEARS	20 YEARS	25 YEARS	30 YEARS	35 YEARS	40 YEARS
$200,000	$57,000	$76,000	$95,000	$114,000	$133,000	$136,800(3)
$300,000	$85,500	$114,000	$142,500	$171,000	$199,500	$205,200(3)
$400,000	$114,000	$152,000	$190,000	$228,000	$266,000	$273,600(3)
$500,000	$142,500	$190,000	$237,500	$285,000	$332,500	$342,000(3)
$600,000	$171,000	$228,000	$285,000	$342,000	$399,000	$410,400(3)
$700,000	$199,500	$266,000	$332,500	$399,000	$465,500	$478,800(3)
$800,000	$228,000	$304,000	$380,000	$456,000	$532,000	$547,200(3)
$900,000	$256,500	$342,000	$427,500	$513,000	$598,500	$615,600(3)
$1,000,000	$285,000	$380,000	$475,000	$570,000	$665,000	$684,000(3)
$1,200,000	$342,000	$456,000	$570,000	$684,000	$798,000	$820,800(3)
$1,400,000	$399,000	$532,000	$665,000	$798,000	$931,000	$957,600(3)

(1) Annual benefits are computed on the basis of straight life annuity amounts. These amounts include pension benefits, if any, to which a participant may be entitled as a result of participation in a pension plan of a UGI subsidiary during previous periods of employment. The amounts shown do not take into account exclusion of up to 35% of the estimated primary Social Security benefit. The UGI Retirement Plan provides a minimum benefit equal to 25% of a participant's final 12 months' earnings, reduced proportionately for less than 15 years of credited service at retirement. The minimum UGI Retirement Plan Benefit is not subject to Social Security offset. Messrs. Greenberg and Bovaird had 20 and 5 years of estimated credited service, respectively, at September 30, 2000. Mr. Grady previously accumulated more than 4 years of credited service in the UGI Retirement Plan before joining the General Partner in 1995. Mr. Knauss previously accumulated more than 11 years of credited service in the UGI Retirement Plan before joining the General Partner in 1996. Mr. Bissell previously accumulated more than 5 years of credited service with UGI and its subsidiaries before joining the General Partner in 1995.

(2) Consists of (i) base salary, commissions and cash payments under the UGI Annual Bonus Plan, and (ii) deferrals thereof permitted under the Internal Revenue Code.

(3) The maximum benefit under the UGI Retirement Plan and the UGI Supplemental Executive Retirement Plan is equal to 60% of a participant's highest consecutive 12 months' earnings during the last 120 months.

SEVERANCE PAY PLAN FOR SENIOR EXECUTIVE EMPLOYEES

Named Executives Employed by UGI Corporation. The UGI Corporation Senior Executive Employee Severance Pay Plan (the "UGI Severance Plan") assists certain senior level employees of UGI, including Messrs. Greenberg and Bovaird, in the event their employment is terminated without fault on their part. Benefits are payable to a senior executive covered by the UGI Severance Plan if the senior executive's employment is involuntarily terminated for any reason other than for cause or as a result of the senior executive's death or disability.

The UGI Severance Plan provides for cash payments equal to a participant's compensation for a period of time ranging from 3 months to 15 months (30 months in the case of Mr. Greenberg), depending on length of service. In addition, a participant receives the cash equivalent of his or her target bonus under the Annual Bonus Plan, pro-rated for the number of months served in the fiscal year. However, if the termination occurs in the last two months of the fiscal year, the Chief Executive Officer has the discretion to determine whether the participant will receive a pro-rated target bonus, or the actual annual bonus which would have been paid after the end of the fiscal year, assuming that the participant's entire bonus was contingent on meeting the applicable financial performance goal. The Plan also provides for separation pay equal to one day's pay per month of service, not to exceed 12 months' compensation. Certain employee benefits are continued under the Plan for a period of up to 15 months (30 months in the case of Mr. Greenberg). UGI has the option to pay a participant the cash equivalent of those employee benefits.

In order to receive benefits under the UGI Severance Plan, a senior executive is required to execute a release which discharges UGI and its subsidiaries from liability for any claims the senior executive may have against any of them, other than claims for amounts or benefits due to the executive under any plan, program or contract provided by or entered into with UGI or its subsidiaries. The senior executive is also required to cooperate in attending to matters pending at the time of his or her termination of employment.

Named Executives Employed by AmeriGas Propane. The AmeriGas Propane, Inc. Executive Employee Severance Pay Plan (the "AmeriGas Severance Plan") assists certain senior level employees of the General Partner including Ms. Lindsay and Messrs. Bissell, Grady and Knauss in the event their employment is terminated without fault on their part. Specified benefits are payable to a senior executive covered by the AmeriGas Severance Plan if the senior executive's employment is involuntarily terminated for any reason other than for cause or as a result of the senior executive's death or disability.

The AmeriGas Severance Plan provides for cash payments equal to a participant's compensation for three months (6 months in the case of the Chief Executive Officer). In addition, a participant receives the cash equivalent of his or her target bonus under the Annual Bonus Plan, pro-rated for the number of months served in the fiscal year. However, if the termination occurs in the last two months of the fiscal year, the Chief Executive Officer has the discretion to determine whether the participant will receive a pro-rated target bonus, or the actual annual bonus which would have been paid after the end of the fiscal year, assuming that the participant's entire bonus was contingent on meeting the applicable financial performance goal. The Plan also provides for separation pay equal to one day's pay per month of service, not to exceed 12 months' compensation. Minimum separation pay ranges from six to twelve months' base salary, depending on the executive's employment grade. Certain employee benefits are continued under the Plan for a period not exceeding 15 months (30 months in the case of the Chief Executive Officer). This period is called the "Employee Benefit Period." The General Partner has the option to pay a participant the cash equivalent of those employee benefits.

In order to receive benefits under the AmeriGas Severance Plan, a senior executive is required to execute a release which discharges the General Partner and its affiliates from liability for any claims the senior executive may have against any of them, other than claims for amounts or benefits due to the executive under any plan, program or contract provided by or entered into with the General Partner or its affiliates. The senior executive is also required to cooperate in attending to matters pending at the time of his or her termination of employment.

CHANGE OF CONTROL ARRANGEMENTS

Named Executives Employed By UGI Corporation. Messrs. Greenberg and Bovaird each have an agreement with UGI Corporation (the "Agreement") which provides certain benefits in the event of a change of control. The Agreements operate independently of the UGI Severance Plan, continue through July 2004, and are automatically extended in one-year increments thereafter unless, prior to a change of control, UGI terminates an Agreement. In the absence of a change of control, each Agreement will terminate when, for any reason, the executive terminates his or her employment with UGI or its subsidiaries.

A change of control is generally deemed to occur if: (i) any person (other than the executive, his or her affiliates and associates, UGI or any of its subsidiaries, any employee benefit plan of UGI or any of its subsidiaries, or any person or entity organized, appointed, or established by UGI or its subsidiaries for or pursuant to the terms of any such employee benefit plan), together with all affiliates and associates of such person, acquires securities representing 20% or more of either (x) the then outstanding shares of common stock of UGI or (y) the combined voting power of UGI's then outstanding voting securities; (ii) individuals who at the beginning of any 24-month period constitute the Board of Directors (the "Incumbent Board") and any new director whose election by the Board, or nomination for election by UGI's shareholders, was approved by a vote of at least a majority of the Incumbent Board, cease for any reason to constitute a majority thereof; (iii) UGI is reorganized, merged or consolidated with or into, or sells all or substantially all of its assets to, another corporation in a transaction in which former shareholders of UGI do not own more than 50% of the outstanding common stock and the combined voting power, respectively, of the then outstanding voting securities of the surviving or acquiring corporation after the transaction; or (iv) UGI is liquidated or dissolved.

Upon a change of control, the Agreement provides for an immediate cash payment equal to the market value of any pending target award under UGI's long-term compensation plan.

Severance benefits are payable under the Agreements if there is a termination of the executive's employment without cause at any time within three years after a change of control. In addition, following a change of control, the executive may elect to terminate his or her employment without loss of severance benefits in certain specified contingencies, including termination of officer status; a significant adverse change in authority, duties, responsibilities or compensation; the failure of UGI to comply with and satisfy any of the terms of the Agreement; or a substantial relocation or excessive travel requirements.

An executive who is terminated with rights to severance compensation under an Agreement will be entitled to receive an amount equal to 1.0 or 1.5 (2.5 in the case of Mr. Greenberg) times his or her average total cash remuneration for the preceding five calendar years. If the severance compensation payable under the Agreement, either alone or together with other payments to an executive, would constitute "excess parachute payments," as defined in Section 280G of the Internal Revenue Code of 1986, as amended (the "Code"), the executive will also receive an amount to satisfy the executive's additional tax burden.

Named Executives Employed by the General Partner. Ms. Lindsay and Messrs. Bissell, Grady and Knauss each have an agreement with the General Partner (the "Agreement") which provides certain benefits in the event of a change of control. The Agreements operate independently of the AmeriGas Severance Plan, continue through July 2004, and are automatically extended in one-year increments thereafter unless, prior to a change of control, the General Partner terminates an Agreement. In the absence of a change of control, each Agreement will terminate when, for any reason, the executive terminates his or her employment with the General Partner or any of its subsidiaries.

A change of control is generally deemed to occur if: (i) a change of control of UGI, as defined above, occurs, (ii) the General Partner, AmeriGas Partners or the Operating Partnership is reorganized, merged or consolidated with or into, or sells all or substantially all of its assets to, another corporation or partnership in a transaction in which the former shareholders of the General Partner, or former limited partners, as the case may be, do not own more than 50% of the outstanding common stock and combined voting power, or the outstanding common units of such partnership, after the transaction, (iii) the General Partner, AmeriGas Partners or the Operating Partnership is liquidated or dissolved, (iv) UGI and its subsidiaries fail to own more than fifty percent of the general partnership interests of AmeriGas Partners or the Operating Partnership, (v) UGI and its subsidiaries fail to own more than fifty percent of the combined voting power of the General Partner's then outstanding voting securities, or (vi) AmeriGas Propane, Inc. is removed as the general partner of AmeriGas Partners by vote of the limited partners, or AmeriGas Propane, Inc. is removed as the general partner of AmeriGas Partners or the Operating Partnership as a result of judicial or administrative proceedings.

Upon a change of control, the Agreement provides for an immediate cash payment equal to the market value of any pending target award under the General Partner's long-term compensation plan.

Severance benefits are payable under the Agreements if there is a termination of the executive's employment without cause at any time within three years after a change of control. In addition, following a change of control, the executive may elect to terminate his or her employment without loss of severance benefits in certain specified contingencies, including termination of officer status; a significant adverse change in authority, duties, responsibilities or compensation; the failure of the General Partner to comply with and satisfy any of the terms of the Agreement; or a substantial relocation or excessive travel requirements.

An executive who is terminated with rights to severance compensation under an Agreement will be entitled to receive an amount equal to 1.0 (1.5 in the case of Mr. Bissell) times his or her average total cash remuneration for the preceding five calendar years. If the severance compensation payable under the Agreement, either alone or together with other payments to an executive, would constitute "excess parachute payments," as defined in Section

280G of the Code, the executive will also receive an amount to satisfy the executive's additional tax burden.

BOARD OF DIRECTORS

Officers of the General Partner receive no additional compensation for service on the Board of Directors or on any Committee of the Board. The General Partner pays an annual retainer of $22,000 to all other directors and an attendance fee of $1,000 for each Board meeting. For service on Committees, the General Partner pays an annual retainer of $2,000 to each Committee Chairman and an attendance fee of $1,000 for each Committee meeting. The General Partner reimburses directors for expenses incurred by them (such as travel expenses) in serving on the Board and Committees. The General Partner determines all expenses allocable to the Partnership, including expenses allocable to the services of directors.

COMPENSATION/PENSION COMMITTEE

The members of the General Partner's Compensation/Pension Committee are Richard C. Gozon (Chairman), Thomas F. Donovan and David I. J. Wang.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

OWNERSHIP OF LIMITED PARTNERSHIP UNITS BY CERTAIN BENEFICIAL OWNERS

The following table sets forth certain information regarding each person known by the Partnership to have been the beneficial owner of more than 5% of the Partnership's voting securities representing limited partner interests as of December 1, 2000. AmeriGas Propane, Inc. is the sole general partner of the Partnership.

TITLE OF CLASS	NAME AND ADDRESS (1) OF BENEFICIAL OWNER	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP OF PARTNERSHIP UNITS	PERCENT OF CLASS
Common Units	UGI Corporation	14,283,932 (2)	41.5%
	AmeriGas, Inc.	14,283,932 (3)	41.5%
	AmeriGas Propane, Inc.	14,283,932 (4)	41.5%
	Petrolane Incorporated	7,839,911 (5)	22.8%
Subordinated Units	UGI Corporation	9,891,072 (6)	100.0%
	AmeriGas, Inc.	9,891,072 (7)	100.0%
	AmeriGas Propane, Inc.	9,891,072 (8)	100.0%

(1) The address of each of UGI, AmeriGas, Inc., AmeriGas Propane, Inc. and Petrolane Incorporated is 460 North Gulph Road, King of Prussia, PA 19406.

(2) Based on the number of units held by its indirect, wholly owned subsidiaries, Petrolane Incorporated ("Petrolane") and AmeriGas Propane, Inc.

(3) Based on the number of units held by its direct and indirect, wholly-owned subsidiaries, AmeriGas Propane, Inc. and Petrolane.

(4) AmeriGas Propane, Inc.'s ownership includes 6,444,021 Common Units for which it has sole voting and investment power, and 7,839,911 Common Units held by its subsidiary, Petrolane.

(5) Petrolane has sole voting and investment power.

(6) Based on the number of units held by its indirect, wholly-owned subsidiary, AmeriGas Propane, Inc.

(7) Based on the number of units held by its wholly-owned subsidiary, AmeriGas Propane, Inc.

(8) AmeriGas Propane, Inc. has sole voting and investment power.

OWNERSHIP OF PARTNERSHIP COMMON UNITS BY THE DIRECTORS AND EXECUTIVE OFFICERS OF THE GENERAL PARTNER

The table below sets forth as of October 31, 2000 the beneficial ownership of Partnership Common Units by each director and each of the Named Executives currently serving the General Partner, as well as by the directors and all of the executive officers of the General Partner as a group. No director, Named Executive or executive officer beneficially owns (i) any Subordinated Units, or (ii) more than 1% of the Partnership's Common Units. The total number of Common Units beneficially owned by the directors and executive officers of the General Partner as a group represents less than 1% of the Partnership's outstanding Common Units.

NAME OF BENEFICIAL OWNER	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP OF PARTNERSHIP COMMON UNITS (1)	
Lon R. Greenberg	6,500	(2)
Thomas F. Donovan	1,000	
Richard C. Gozon	5,000	
James W. Stratton	1,000	
Stephen A. Van Dyck	1,000	(3)
Roger B. Vincent	3,000	
David I. J. Wang	10,000	
Eugene V.N. Bissell	12,750	(4)
Brendan P. Bovaird	1,000	(5)
R. Paul Grady	15,500	
Robert H. Knauss	7,875	
Martha B. Lindsay	5,888	(6)
Directors and executive officers as a group (16 persons)	81,763	

(1) Sole voting and investment power unless otherwise specified.

(2) Of the Units shown, 4,500 are held by Mr. Greenberg's adult children.

(3) Mr. Stratton's Units are held jointly with his spouse.

(4) Mr. Bissell's Units are held jointly with his spouse.

(5) Mr. Bovaird's Units are held jointly with his spouse.

(6) Of the Units shown, 400 are held by Ms. Lindsay as custodian for her children.

The General Partner is a wholly owned subsidiary of AmeriGas, Inc. which is a wholly owned subsidiary of UGI. The table below sets forth, as of October 31, 2000, the beneficial ownership of UGI Common Stock by each director and each of the Named Executives, as well as by the directors and the executive officers of the General Partner as a group. Including the number of shares of stock underlying exercisable options, Mr. Greenberg is the beneficial owner of approximately 1.8% of UGI's Common Stock. All other directors, Named Executives and executive officers own less than 1% of UGI's outstanding shares. The total number of shares beneficially owned by the directors and executive officers as a group (including 455,716 shares subject to exercisable options), represents approximately 2.9% of UGI's outstanding shares.

NAME OF BENEFICIAL OWNER	NUMBER OF UGI SHARES AND NATURE OF BENEFICIAL OWNERSHIP EXCLUDING UGI STOCK OPTIONS (1)(2)	NUMBER OF EXERCISABLE UGI STOCK OPTIONS	TOTAL
Lon R. Greenberg	125,778 (3)	350,209	475,987
Thomas F. Donovan	3,856	4,000	7,856
Richard C. Gozon	20,862	9,000	29,862
James W. Stratton	12,651 (4)	9,000	21,651
Stephen A. Van Dyck	0	0	0
Roger B. Vincent	5,000	0	5,000
David I. J. Wang	24,596	9,000	33,596
Eugene V.N. Bissell	38,788 (5)	4,000	42,788
Brendan P. Bovaird	23,255 (6)	35,007	58,262
R. Paul Grady	41,832 (7)	19,000	60,832
Robert H. Knauss	4,504	1,000	5,504
Martha B. Lindsay	5,945 (8)	0	500
Directors and executive officers as a group (16 persons)	325,186	455,716	780,902

(1) Sole voting and investment power unless otherwise specified.

(2) Included in the number of shares shown are Deferred Units ("Units") acquired through the UGI Corporation 1997 Directors' Equity Compensation Plan. Units are neither actual shares nor other securities, but each Unit will be converted to one share of UGI common stock and paid out to directors upon their retirement or termination of service. The number of Units included for the directors is as follows: Messrs. Donovan (2,022), Gozon (14,000), Stratton (10,789) and Wang (9,734).

(3) Mr. Greenberg holds 88,220 shares jointly with his spouse and 5,518 shares represented by units held in the UGI Stock Fund of the 401(k) Employee Savings Plan.

(4) Mr. Stratton holds 1,862 shares jointly with his spouse.

(5) Mr. Bissell holds these shares jointly with his spouse.

(6) Mr. Bovaird holds 12,993 shares jointly with his spouse and 3,262 shares represented by units held in the UGI Stock Fund of the 401(k) Employee Savings Plan.

(7) Mr. Grady's ownership includes 3,114 shares represented by units held in the UGI Stock Fund of the 401(k) Employee Savings Plan based on September 30, 1999 Savings Plan statements.

(8) Ms. Lindsay holds 500 shares as custodian for her children.

SECTION 16 (a) - BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16 (a) of the Securities Exchange Act of 1934 requires directors and certain officers of the General Partner to send reports of their ownership of Common Units and changes in ownership to the Securities and Exchange Commission. Based on our records, we believe that during Fiscal 2000 the General Partner's directors and officers complied with all SEC filing requirements applicable to them, except that Mr. Gozon inadvertently reported one transaction after the reporting deadline. The transaction which was not reported on a timely basis was a single purchase of Common Units in the open market.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The General Partner employs persons responsible for managing and operating the Partnership. The Partnership reimburses the General Partner for the direct and indirect costs of providing these services, including all compensation and benefit costs.

The Operating Partnership has a revolving line of credit up to a maximum of $20 million from the General Partner available until September 15, 2002, the termination date of the Revolving Credit Facility. Any loans under this agreement will be unsecured and subordinated to all senior debt of the Operating Partnership. The commitment fees for this line of credit are computed on the same basis as the facility fees under the Revolving Credit Facility, and totaled $71,535 in fiscal year 2000. Interest rates are based on one-month offshore interbank borrowing rates. The interest rate for a recent Credit Facility borrowing from November 17, 2000 to December 18, 2000 was 8.12%, representing a 6.62% one-month Offshore Rate, plus an Applicable Margin of 1.50%. See Note 4 to the Partnership's Consolidated Financial Statements, which are filed as an exhibit to this report.

The Partnership and the General Partner also have extensive, ongoing relationships with UGI and its affiliates. UGI performs certain financial and administrative services for the General Partner on behalf of the Partnership. UGI does not receive a fee for such services, but is reimbursed for all direct and indirect expenses incurred in connection with providing these services, including all compensation and benefit costs. A wholly owned subsidiary of UGI provides the Partnership with general liability, automobile and workers' compensation insurance for up to $500,000 over the Partnership's self-insured retention. Another wholly owned subsidiary of UGI leases office space to the General Partner for its headquarters staff. In addition, a UGI master policy provides accidental death and business travel and accident insurance coverage for employees of the General Partner. The General Partner is billed directly by the insurer for this coverage. As discussed under "Business--Trade Names; Trade and Service Marks," UGI and the General Partner have licensed the trade names "AmeriGas" and "America's Propane Company" and the related service marks and trademark to the Partnership on a royalty-free basis. Finally, the Partnership obtains management information services from the General Partner, and reimburses the General Partner for its direct and indirect expenses related to those services. The rental payments and insurance premiums charged to the Partnership by UGI and its affiliates are comparable to amounts charged by unaffiliated parties. In fiscal year 2000, the Partnership paid UGI and its affiliates $5,620,941 for the services and expense reimbursements referred to in this paragraph.

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.	EXHIBIT	REGISTRANT	FILING	EXHIBIT
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)	10.21
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)	10.22
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)	1
3.2	Certificate of Incorporation of AmeriGas Finance Corp.	AmeriGas Partners, L.P.	Registration Statement on Form S-4 (No. 33-92734)	3.3

INCORPORATION BY REFERENCE

EXHIBIT NO.	EXHIBIT	REGISTRANT	FILING	EXHIBIT
3.3	Bylaws of AmeriGas Finance Corp.	AmeriGas Partners, L.P.	Registration Statement on Form S-4 (No. 33-92734)	3.4
4.1	Indenture dated as of April 19, 1995 among AmeriGas Partners, L.P., AmeriGas Finance Corp., and First Union National Bank (formerly, First Fidelity Bank, National Association) as Trustee	AmeriGas Partners, L.P.	Form 10-Q 3/31/95	4.1
4.2	Specimen Certificate of Notes	AmeriGas Partners, L.P.	Form 10-Q (3/31/95)	4.2
4.3	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 Partners, L.P.	Form 10-Q (3/31/95)	4.3
4.4	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 Partners, L.P.	Form 10-Q (3/31/95)	10.8
4.5	First Amendment dated as of September 12, 1997 to Note Agreement dated as of April 12, 1995	AmeriGas Partners, L.P.	Form 10-Q (9/30/97)	4.5
4.6	Second Amendment dated as of September 15, 1998 to Note Agreement dated as of April 12, 1995	AmeriGas Partners, L.P.	Form 10-K (9/30/98)	4.6
4.7	Third Amendment dated as of March 23, 1999 to Note Agreement dated as of April 12, 1995	AmeriGas Partners, L.P.	Form 10-Q (3/31/99)	10.2
4.8	Fourth Amendment dated as of March 16, 2000 to Note Agreement dated as of April 12, 1995	AmeriGas Partners, L. P.	Form 10-Q (6/30/00)	10.2
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)	10.1

INCORPORATION BY REFERENCE

EXHIBIT NO.	EXHIBIT	REGISTRANT	FILING	EXHIBIT
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)	10.2
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)	10.1
10.3A	Third Amendment dated March 22, 2000 to Amended and Restated Credit Agreement	AmeriGas Partners, L.P.	Form 10-Q (6/30/00)	10.3
10.3B	Fourth Amendment dated June 6, 2000 to Amended and Restated Credit Agreement	AmeriGas Partners, L.P.	Form 10-Q (6/30/00)	10.4
10.4	Agreement dated as of May 1, 1996 between TE Products Pipeline Company, L.P., and AmeriGas Propane, L.P., effective until April 1, 2001	AmeriGas Partners, L.P.	Form 10-K (9/30/97)	10.2
10.5	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)	10.2
10.6	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)	10.3
10.7	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)	10.4
10.8	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)	10.5
10.9	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)	10.6

INCORPORATION BY REFERENCE

EXHIBIT NO.	EXHIBIT	REGISTRANT	FILING	EXHIBIT
10.10	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)	10.7
10.11	Stock Purchase Agreement dated May 27, 1989, as amended and restated July 31, 1989, between Texas Eastern Corporation and QFB Partners	Petrolane Incorporated/ AmeriGas, Inc.	Registration on Form S-1 (No. 33-69450)	10.16(a)
10.12	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)	10.35
10.12(a)	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)	10.5
10.13	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)	10.12
10.14	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)	10.13
10.15**	UGI Corporation 1992 Stock Option and Dividend Equivalent Plan, as amended May 19, 1992	UGI Corporation	Form 10-Q (6/30/92)	10(ee.)
10.16**	UGI Corporation Annual Bonus Plan dated March 8, 1996	UGI Corporation	Form 10-Q (6/30/96)	10.4
10.17**	AmeriGas Propane, Inc. Annual Bonus Plan effective October 1, 1998	AmeriGas Partners, L.P.	Form 10-K (9/30/99)	10.17
10.18**	1997 Stock Purchase Loan Plan	UGI Corporation	Form 10-K (9/30/97)	10.16
10.19**	UGI Corporation Senior Executive Employee Severance Pay Plan effective January 1, 1997	UGI Corporation	Form 10-K (9/30/97)	10.12
10.20**	AmeriGas Propane, Inc. Executive Employee Severance Pay Plan effective January 1, 1997	AmeriGas Partners, L.P.	Form 10-Q (12/31/96)	10.1
10.21**	Amendment No. 1 to AmeriGas Propane, Inc. Executive Employee Severance Pay Plan	AmeriGas Partners, L.P.	Form 10-Q (6/30/98)	10
10.22**	UGI Corporation 1992 Non-Qualified Stock Option Plan, as Amended	UGI Corporation	Form 10-K (9/30/00)	10.39

INCORPORATION BY REFERENCE

EXHIBIT NO.	EXHIBIT	REGISTRANT	FILING	EXHIBIT
10.23	Intentionally Omitted			
10.24**	UGI Corporation 2000 Stock Incentive Plan	UGI Corporation	Form 10-Q (6/30/99)	10.1
10.25	Intentionally Omitted			
10.26**	AmeriGas Propane, Inc. Supplemental Executive Retirement Plan effective October 1, 1996	AmeriGas Partners, L.P.	Form 10-K (9/30/97)	10.27
10.27**	UGI Corporation 1997 Stock Option and Dividend Equivalent Plan	UGI Corporation	Form 10-Q (3/31/97)	10.2
10.28**	UGI Corporation Supplemental Executive Retirement Plan Amended and Restated effective October 1, 1996	UGI Corporation	Form 10-Q (6/30/98)	10
10.29**	Summary of Terms of UGI Corporation Restricted Stock Awards	UGI Corporation	Form 10-Q (6/30/99)	10
10.30**	Description of Change of Control arrangements for Messrs. Greenberg and Bovaird	UGI Corporation	Form 10-K (9/30/99)	10.33
10.31**	Description of Change of Control arrangements for Messrs. Bissell, Grady and Knauss and Ms. Lindsay	AmeriGas Partners, L.P.	Form 10-K (9/30/99)	10.31
*13	Pages 10 through 23 of the AmeriGas Partners, L.P. Annual Report for the year ended September 30, 2000			
21	Subsidiaries of AmeriGas Partners, L.P.	AmeriGas Partners, L.P.	Form 10-K (9/30/98)	21
*23	Consent of Arthur Andersen LLP			
*27.1	Financial Data Schedule of AmeriGas Partners, L.P.			
*27.2	Financial Data Schedule of AmeriGas Finance Corp.			

* 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.

During the last quarter of fiscal year 2000, neither the Partnership nor AmeriGas Finance Corp. filed any Current Reports on Form 8-K.

SIGNATURES

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

AMERIGAS PARTNERS, L.P.

Date: December 18, 2000

By: AmeriGas Propane, Inc.
its General Partner

By: Martha B. Lindsay

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

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below on December 18, 1999 by the following persons on behalf of the Registrant and in the capacities with AmeriGas Propane, Inc., General Partner, indicated.

SIGNATURE	TITLE
Eugene V.N. Bissell - ---------------------------------- Eugene V.N. Bissell	President, and Chief Executive Officer (Principal Executive Officer) and Director
Lon R. Greenberg - ---------------------------------- Lon R. Greenberg	Chairman and Director
Martha B. Lindsay - ---------------------------------- Martha B. Lindsay	Vice President - Finance and Chief Financial Officer (Principal Financial Officer)
Richard R. Eynon - ---------------------------------- Richard R. Eynon	Controller and Chief Accounting Officer (Principal Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below on December 18, 2000 by the following persons on behalf of the Registrant and in the capacities with AmeriGas Propane, Inc., General Partner, indicated.

SIGNATURE	TITLE
Thomas F. Donovan - --------------------------------- Thomas F. Donovan	Director
Richard C. Gozon - --------------------------------- Richard C. Gozon	Director
James W. Stratton - --------------------------------- James W. Stratton	Director
Stephen A. Van Dyck - --------------------------------- Stephen A. Van Dyck	Director
Roger B. Vincent - --------------------------------- Roger B. Vincent	Director
David I. J. Wang - --------------------------------- David I. J. Wang	Director

SIGNATURES

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

AMERIGAS FINANCE CORP.

Date: December 18, 2000

By: Martha B. Lindsay

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

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below on December 18, 2000 by the following persons on behalf of the Registrant and in the capacities indicated.

SIGNATURE	TITLE
Eugene V.N. Bissell - ---------------------------------- Eugene V.N. Bissell	President (Principal Executive Officer) and Director
Martha B. Lindsay - ---------------------------------- Martha B. Lindsay	Vice President - Finance and Chief Financial Officer (Principal Financial Officer) and Director
Richard R. Eynon - ---------------------------------- Richard R. Eynon	Controller and Chief Accounting Officer (Principal Accounting Officer)
Brendan P. Bovaird - ---------------------------------- Brendan P. Bovaird	Director

AMERIGAS PARTNERS, L.P
AMERIGAS FINANCE CORP.

FINANCIAL INFORMATION

FOR INCLUSION IN ANNUAL REPORT ON

FORM 10-K FOR THE FISCAL

YEAR ENDED SEPTEMBER 30, 2000

AMERIGAS PARTNERS, L.P. AND SUBSIDIARIES

INDEX TO FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULES

The consolidated financial statements of AmeriGas Partners, L.P. and subsidiaries, together with the report thereon of Arthur Andersen LLP dated November 12, 2000, listed in the following index, are included in AmeriGas Partners' 2000 Annual Report to Unitholders and are incorporated herein by reference. With the exception of the pages listed in this index and information incorporated in Items 5 and 8, the 2000 Annual Report to Unitholders is not to be deemed filed as part of this Report.

AMERIGAS PARTNERS, L.P. AND SUBSIDIARIES

INDEX TO FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULES (continued)

We have omitted all other financial statement schedules because the required information is either (1) not present; (2) not present in amounts sufficient to require submission of the schedule; or (3) the information required is included elsewhere in the financial statements or related notes.

AMERIGAS FINANCE CORP.

FINANCIAL STATEMENTS
for the years ended September 30, 2000, 1999 and 1998

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To AmeriGas Finance Corp.:

We have audited the accompanying balance sheets of AmeriGas Finance Corp. (a Delaware corporation and a wholly owned subsidiary of AmeriGas Partners, L.P.) as of September 30, 2000 and 1999, and the related statements of stockholder's equity for each of the three years in the period ended September 30, 2000. These financial statements are the responsibility of the management of AmeriGas Propane, Inc. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the balance sheets and statements of stockholder's equity referred to above present fairly, in all material respects, the financial position of AmeriGas Finance Corp. as of September 30, 2000 and 1999, in conformity with accounting principles generally accepted in the United States.

ARTHUR ANDERSEN LLP

Philadelphia, Pennsylvania
November 10, 2000

AMERIGAS FINANCE CORP.
(A WHOLLY OWNED SUBSIDIARY OF AMERIGAS PARTNERS, L.P.)

BALANCE SHEETS

	September 30, 2000	September 30, 1999
ASSETS		
Cash	$ 1,000	$ 1,000
Total assets	$ 1,000	$ 1,000
STOCKHOLDER'S EQUITY		
Common stock, $.01 par value; 100 shares authorized; 100 shares issued and outstanding	$ 1	$ 1
Additional paid-in capital	999	999
Total stockholder's equity	$ 1,000	$ 1,000

See accompanying note to financial statements.

AMERIGAS FINANCE CORP.
(A WHOLLY OWNED SUBSIDIARY OF AMERIGAS PARTNERS, L.P.)

STATEMENTS OF STOCKHOLDER'S EQUITY

	Common Stock	Additional Paid-in Capital	Retained Earnings
BALANCE SEPTEMBER 30, 1998	$ 1	$ 999	$ -
BALANCE SEPTEMBER 30, 1999	1	999	-
BALANCE SEPTEMBER 30, 2000	$ 1	$ 999	$ -

See accompanying note to financial statements.

AMERIGAS FINANCE CORP.
(A WHOLLY OWNED SUBSIDIARY OF AMERIGAS PARTNERS, L.P.)

NOTE TO FINANCIAL STATEMENTS

AmeriGas Finance Corp. (AmeriGas Finance), a Delaware corporation, was formed on March 13, 1995 and is a wholly owned subsidiary of AmeriGas Partners, L.P. (AmeriGas Partners).

On April 19, 1995, AmeriGas Partners issued $100,000,000 face value of 10.125% Senior Notes due April 2007. AmeriGas Finance serves as a co-obligor of these notes.

AmeriGas Partners owns all 100 shares of AmeriGas Finance common stock outstanding.

AMERIGAS PARTNERS, L.P. AND SUBSIDIARIES
SCHEDULE I - CONDENSED FINANCIAL INFORMATION OF REGISTRANT (PARENT COMPANY)

BALANCE SHEETS
(Thousands of dollars)

	September 30, 2000	September 30, 1999
ASSETS		
Accounts receivable	$ 5,063	$ 5,063
Investment in AmeriGas Propane, L.P.	253,606	331,317
Deferred charges	1,998	2,304
Total assets	$ 260,667	$ 338,684
LIABILITIES AND PARTNERS' CAPITAL		
Accounts payable	$ 55	$ 2
Accrued interest	4,641	4,641
Total current liabilities	4,696	4,643
Long-term debt	100,000	100,000
Partners' capital:		
Common unitholders	118,872	177,947
Subordinated unitholders	35,542	53,756
General partner	1,557	2,338
Total partners' capital	155,971	234,041
Total liabilities and partners' capital	$ 260,667	$ 338,684

AMERIGAS PARTNERS, L.P. AND SUBSIDIARIES
SCHEDULE I - CONDENSED FINANCIAL INFORMATION OF REGISTRANT (PARENT COMPANY)

STATEMENTS OF OPERATIONS
(Thousands of dollars)

	Year Ended September 30,		
	2000	1999	1998
Operating income (expenses)	$ (53)	$ (2)	$ 30
Equity in income of AmeriGas Propane, L.P.	25,679	36,067	31,802
Interest expense	(10,430)	(10,430)	(10,430)
Net income	$ 15,196	$ 25,635	$ 21,402

AMERIGAS PARTNERS, L.P. AND SUBSIDIARIES
SCHEDULE I - CONDENSED FINANCIAL INFORMATION OF REGISTRANT (PARENT COMPANY)

STATEMENTS OF CASH FLOWS
(Thousands of dollars)

	Year Ended September 30,		
	2000	1999	1998
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	$ 15,196	$ 25,635	$ 21,402
Reconciliation of net income to net cash from operating activities:			
Equity in income of AmeriGas Propane, L.P.	(25,679)	(36,067)	(31,802)
Increase (decrease) in accounts receivable	-	30	(30)
Increase (decrease) in accounts payable	53	(28)	1
Amortization of deferred debt issuance costs	306	305	305
Net cash used by operating activities	(10,124)	(10,125)	(10,124)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Contribution to AmeriGas Propane, L.P.	-	(16)	(12)
Distributions from AmeriGas Propane, L.P.	103,390	103,255	103,184
Net cash provided by investing activities	103,390	103,239	103,172
CASH FLOWS FROM FINANCING ACTIVITIES:			
Distributions	(93,266)	(93,130)	(93,060)
Capital contribution from General Partner	-	16	12
Net cash used by financing activities	(93,266)	(93,114)	(93,048)
Change in cash and cash equivalents	$ -	$ -	$ -
CASH AND CASH EQUIVALENTS:			
End of period	$ -	$ -	$ -
Beginning of period	-	-	-
Change	$ -	$ -	$ -

AMERIGAS PARTNERS, L.P. AND SUBSIDIARIES

SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS
(Thousands of dollars)

	Balance at beginning of year	Charged (credited) to costs and expenses	Other	Balance at end of year
YEAR ENDED SEPTEMBER 30, 2000				
Reserves deducted from assets in the consolidated balance sheet:				
Allowance for doubtful accounts	$ 5,998	$ 5,476	$ (4,945)(1)	$ 6,529
Allowance for amortization of other deferred costs	$ 1,371	$ 99	$ (1,470)(3)	$ -
Allowance for amortization of deferred financing costs	$ 7,063	$ 1,772		$ 8,835
Other reserves:				
Self-insured property and casualty liability	$34,607	$12,138	$(13,905)(2)	$32,840
Insured property and casualty liability	$ 5,068	$(3,000)		$ 2,068
Environmental and other	$12,165	$ (500)	$ (1,143)(2) 40 (3)	$10,562
YEAR ENDED SEPTEMBER 30, 1999				
Reserves deducted from assets in the consolidated balance sheet:				
Allowance for doubtful accounts	$ 6,432	$ 3,528	$ (3,962)(1)	$ 5,998
Allowance for amortization of other deferred costs	$ 584	$ 787		$ 1,371
Allowance for amortization of deferred financing costs	$ 5,407	$ 1,656		$ 7,063
Other reserves:				
Self-insured property and casualty liability	$41,842	$10,952	$(18,187)(2)	$34,607
Insured property and casualty liability	$ 4,300	$ 768		$ 5,068
Environmental and other	$13,167		$ (1,161)(2) 159 (3)	$12,165

AMERIGAS PARTNERS, L.P. AND SUBSIDIARIES

SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS (CONTINUED)
(Thousands of dollars)

	Balance at beginning of year	Charged (credited) to costs and expenses	Other	Balance at end of year
YEAR ENDED SEPTEMBER 30, 1998				
Reserves deducted from assets in the consolidated balance sheet:				
Allowance for doubtful accounts	$ 7,875	$ 4,287	$ (5,730)(1)	$ 6,432
Allowance for amortization of other deferred costs	$ 414	$ 170	$ -	$ 584
Allowance for amortization of deferred financing costs	$ 3,791	$ 1,616	$ -	$ 5,407
Other reserves:				
Self-insured property and casualty liability	$41,856	$10,606	$(10,620)(2)	$41,842
Insured property and casualty liability	$ 1,801	$ 2,851	$ (352)(2)	$ 4,300
Environmental and other	$19,133	$(4,046)	$ (1,920)(2)	$13,167

(1) Uncollectible accounts written off, net of recoveries.
(2) Payments, net of any refunds
(3) Other adjustments.

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Partners of AmeriGas Partners, L.P. and the
Board of Directors of AmeriGas Propane, Inc.:

We have audited, in accordance with auditing standards generally accepted in the United States, the consolidated financial statements included in the AmeriGas Partners, L.P. annual report to unitholders for the year ended September 30, 2000, incorporated by reference in this Form 10-K, and have issued our report thereon dated November 10, 2000. Our audits were made for the purpose of forming an opinion on those consolidated financial statements taken as a whole. The schedules listed in the index on page F-2 are the responsibility of the management of AmeriGas Propane, Inc. and are presented for purposes of complying with the Securities and Exchange Commission's rules and are not part of the basic financial statements. These schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, fairly state in all material respects the financial data required to be set forth therein in relation to the basic financial statements taken as a whole.

ARTHUR ANDERSEN LLP

Philadelphia, Pennsylvania
November 10, 2000

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
13	Pages 10 to 23 of the AmeriGas Partners, L.P. 2000 Annual Report
23	Consent of Arthur Andersen LLP
27.1	Financial Data Schedule of AmeriGas Partners, L.P.
27.2	Financial Data Schedule of AmeriGas Finance Corp.

Exhibit 13

AmeriGas Partners, L.P. 2000 Annual Report

CONSOLIDATED BALANCE SHEETS
(Thousands of dollars)

	September 30, 2000	September 30, 1999
ASSETS		
Current assets:		
Cash and cash equivalents	$ 10,795	$ 390
Accounts receivable (less allowances for doubtful accounts of $6,529 and $5,998, respectively)	97,376	66,937
Inventories	65,489	53,455
Prepaid expenses and other current assets	15,185	19,787
Total current assets	188,845	140,569
Property, plant and equipment (less accumulated depreciation and amortization of $277,790 and $236,628, respectively)	436,119	435,545
Intangible assets (less accumulated amortization of $188,655 and $165,676, respectively)	621,920	608,878
Other assets	11,336	11,469
Total assets	$1,258,220	$1,196,461
LIABILITIES AND PARTNERS' CAPITAL		
Current liabilities:		
Current maturities of long-term debt	$ 64,512	$ 17,394
Bank loans	30,000	22,000
Accounts payable - trade	73,786	48,730
Accounts payable - related parties	3,001	2,151
Employee compensation and benefits accrued	16,295	23,530
Interest accrued	30,385	29,140
Customer deposits	28,070	23,244
Other current liabilities	20,964	21,718
Total current liabilities	267,013	187,907
Long-term debt	792,722	727,331
Other noncurrent liabilities	39,927	43,802
Commitments and contingencies (note 9)		
Minority interest	2,587	3,380
Partners' capital:		
Common unitholders (units issued - 32,078,293)	118,872	177,947
Subordinated unitholders (units issued - 9,891,072)	35,542	53,756
General partner	1,557	2,338
Total partners' capital	155,971	234,041
Total liabilities and partners' capital	$1,258,220	$1,196,461

See accompanying notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF OPERATIONS
(Thousands of dollars, except per unit)

	Year Ended September 30,		
	2000	1999	1998
Revenues:			
Propane	$ 1,022,967	$ 785,140	$ 834,627
Other	97,089	87,395	79,751
	1,120,056	872,535	914,378
Costs and expenses:			
Cost of sales - propane	586,905	354,063	410,713
Cost of sales - other	41,376	36,705	33,047
Operating and administrative expenses	342,720	329,635	320,220
Depreciation and amortization	67,381	64,878	63,225
Other income, net	(8,533)	(5,392)	(745)
	1,029,849	779,889	826,460
Operating income	90,207	92,646	87,918
Interest expense	(74,764)	(66,585)	(66,189)
Income before income taxes	15,443	26,061	21,729
Income tax (expense) benefit	15	(58)	(3)
Minority interest	(262)	(368)	(324)
Net income	$ 15,196	$ 25,635	$ 21,402
General partner's interest in net income	$ 152	$ 256	$ 214
Limited partners' interest in net income	$ 15,044	$ 25,379	$ 21,188
Income per limited partner unit - basic and diluted	$ 0.36	$ 0.61	$ 0.51
Average limited partner units outstanding - basic and diluted (thousands)	41,969	41,918	41,886

See accompanying notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(Thousands of dollars)

	Year Ended September 30,		
	2000	1999	1998
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income	$ 15,196	$ 25,635	$ 21,402
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	67,381	64,878	63,225
Other, net	(1,857)	(941)	(2,825)
	80,720	89,572	81,802
Net change in:			
Accounts receivable	(33,839)	(11,462)	15,904
Inventories and prepaid propane purchases	(7,775)	(4,843)	36,774
Accounts payable	25,906	10,186	(14,187)
Other current assets and liabilities	(3,502)	(13,200)	12,625
Net cash provided by operating activities	61,510	70,253	132,918
CASH FLOWS FROM INVESTING ACTIVITIES			
Expenditures for property, plant and equipment	(30,427)	(31,053)	(31,577)
Proceeds from disposals of assets	7,404	5,705	5,153
Acquisitions of businesses, net of cash acquired	(55,640)	(3,898)	(8,076)
Net cash used by investing activities	(78,663)	(29,246)	(34,500)
CASH FLOWS FROM FINANCING ACTIVITIES			
Distributions	(93,266)	(93,130)	(93,060)
Minority interest activity	(1,055)	(1,036)	(1,039)
Increase (decrease) in bank loans	8,000	12,000	(18,000)
Issuance of long-term debt	196,000	96,007	23,000
Repayment of long-term debt	(82,121)	(63,347)	(4,527)
Capital contribution from general partner	--	16	12
Net cash provided (used) by financing activities	27,558	(49,490)	(93,614)
Cash and cash equivalents increase (decrease)	$ 10,405	$ (8,483)	$ 4,804
CASH AND CASH EQUIVALENTS			
End of period	$ 10,795	$ 390	$ 8,873
Beginning of period	390	8,873	4,069
Increase (decrease)	$ 10,405	$ (8,483)	$ 4,804

See accompanying notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF PARTNERS' CAPITAL
(Thousands of dollars, except unit data)

	Number of units					
	Common	Subordinated	Common	Subordinated	General partner	Total partners' capital
Balance September 30, 1997	22,060,407	19,782,146	$ 208,253	$ 185,310	$ 3,974	$ 397,537
Net income			11,182	10,006	214	21,402
Distributions			(48,608)	(43,521)	(931)	(93,060)
Adjustments to net assets contributed			(14,172)	(12,783)	(272)	(27,227)
Common Units issued in connection with acquisition	45,586	--	1,211	--	12	1,223
Balance September 30, 1998	22,105,993	19,782,146	157,866	139,012	2,997	299,875
Net income			4,372	21,007	256	25,635
Distributions			(54,118)	(38,081)	(931)	(93,130)
Conversion of Subordinated Units	9,891,074	(9,891,074)	68,182	(68,182)	--	--
Common Units issued in connection with employee incentive plan	81,226	--	1,645	--	16	1,661
Balance September 30, 1999	32,078,293	9,891,072	177,947	53,756	2,338	234,041
Net income			11,498	3,546	152	15,196
Distributions			(70,573)	(21,760)	(933)	(93,266)
Balance September 30, 2000	32,078,293	9,891,072	$ 118,872	$ 35,542	$ 1,557	$ 155,971

See accompanying notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Thousands of dollars, except per unit amounts)

NOTE 1 - PARTNERSHIP ORGANIZATION AND FORMATION

AmeriGas Partners, L.P. ("AmeriGas Partners") was formed November 2, 1994 and is a publicly traded limited partnership. AmeriGas Partners owns a 98.99% limited partner interest in AmeriGas Propane, L.P. (the "Operating Partnership"). The Operating Partnership was formed to acquire the propane businesses and assets of AmeriGas Propane, Inc. (a Delaware corporation), AmeriGas Propane-2, Inc., and Petrolane Incorporated ("Petrolane"). The Operating Partnership acquired such assets on April 19, 1995. We refer to AmeriGas Partners, the Operating Partnership, and their subsidiaries collectively as "the Partnership" or "we."

AmeriGas Partners and the Operating Partnership are Delaware limited partnerships. The Operating Partnership is engaged in the distribution of propane and related equipment and supplies. The Operating Partnership is one of the largest retail propane distributors in the United States serving residential, commercial, industrial, motor fuel and agricultural customers from locations in 45 states, including Alaska and Hawaii.

AmeriGas Propane, Inc. (the "General Partner"), a Pennsylvania corporation, holds a 1% general partner interest in AmeriGas Partners and a 1.01% general partner interest in the Operating Partnership. At September 30, 2000, the General Partner and its wholly owned subsidiary Petrolane owned a combined 14,283,932 Common Units and 9,891,072 Subordinated Units of AmeriGas Partners. The remaining 17,794,361 Common Units are publicly held. These Common and Subordinated units represent limited partner interests in AmeriGas Partners.

AmeriGas Partners and the Operating Partnership have no employees. The General Partner conducts, directs and manages all activities of AmeriGas Partners and the Operating Partnership and is reimbursed on a monthly basis for all direct and indirect expenses it incurs on their behalf.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

CONSOLIDATION PRINCIPLES. Our consolidated financial statements include the accounts of AmeriGas Partners, the Operating Partnership and their subsidiaries. We eliminate all significant intercompany accounts and transactions when we consolidate. We account for the General Partner's 1.01% interest in the Operating Partnership as a minority interest in the consolidated financial statements.

USE OF ESTIMATES. We make estimates and assumptions when preparing financial statements in conformity with accounting principles generally accepted in the United States. These estimates and assumptions affect the reported amounts of assets and liabilities, revenues and expenses, as well as the disclosure of contingent assets and liabilities. Actual results could differ from these estimates.

REVENUE RECOGNITION. We recognize revenues from the sale of propane principally as product is shipped or delivered to customers. Revenue from the sale of appliances and equipment is recognized at the time of sale or installation. Revenue from repairs and maintenance is recognized upon completion of the service. See "Accounting Principles Not Yet Adopted" below.

INVENTORIES AND PREPAID PROPANE PURCHASES. Our inventories are stated at the lower of cost or market. We determine cost using an average cost method for propane, specific identification for appliances, and the first-in, first-out ("FIFO") method for all other inventories. From time to time we enter into contracts with certain of our suppliers under which we prepay all or a portion of the purchase price of a fixed volume of propane for future delivery. These prepayments are included in prepaid expenses and other current assets in the Consolidated Balance Sheets.

PROPERTY, PLANT AND EQUIPMENT AND RELATED DEPRECIATION. We record property, plant and equipment at cost. The amounts we assign to property, plant and equipment of businesses we acquire are based upon estimated fair value at date of acquisition. When we retire or dispose of plant and equipment, we remove from the accounts the cost and accumulated depreciation and include in income any gains or losses.

We compute depreciation of property, plant and equipment using the straight-line method over estimated service lives generally ranging from 15 to 40 years for buildings and improvements; 7 to 30 years for storage and customer tanks and cylinders; and 5 to 10 years for vehicles, equipment and office furniture and fixtures. Depreciation expense was $41,452 in 2000, $39,795 in 1999, and $38,133 in 1998.

INTANGIBLE ASSETS. Intangible assets comprise the following at September 30:

	2000	1999
Goodwill (less accumulated amortization of $125,007 and $109,596, respectively)	$513,248	$494,144
Excess reorganization value (less accumulated amortization of $60,244 and $52,301, respectively)	101,263	109,205
Other (less accumulated amortization of $3,404 and $3,779, respectively)	7,409	5,529
Total intangible assets	$621,920	$608,878

We amortize goodwill resulting from purchase business combinations on a straight-line basis over 40 years. We amortize excess reorganization value (resulting from Petrolane's July 15, 1993 reorganization under Chapter 11 of the U.S. Bankruptcy Code) on a straight-line basis over 20 years. We amortize other intangible assets over the estimated periods of benefit which do not exceed ten years. Amortization expense of intangible assets was $25,007 in 2000, $24,295 in 1999, and $24,922 in 1998.

We evaluate the impairment of long-lived assets, including intangibles, whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. We evaluate recoverability based upon undiscounted future cash flows expected to be generated by such assets.

OTHER ASSETS. Included in other assets are net deferred debt issuance costs of $9,991 at September 30, 2000 and $10,017 at September 30, 1999. We are amortizing these costs over the term of the related debt.

COMPUTER SOFTWARE COSTS. Prior to October 1, 1999, we included in property, plant and equipment external and incremental internal costs associated with computer software we developed or obtained for use in our business. Effective October 1, 1999, we adopted Statement of Position No. 98-1, "Accounting for the Costs of Computer Software Developed or Obtained for Internal Use" ("SOP 98-1"), which requires companies to capitalize the cost of computer software, including nonincremental internal costs, once certain criteria have been met. We amortize computer software costs on a straight-line basis over periods of five to seven years once the installed software is ready for its intended use. The adoption of SOP 98-1 did not have a material effect on our financial position or results of operations.

ENVIRONMENTAL LIABILITIES. We accrue environmental investigation and cleanup costs when it is probable that a liability exists and the amount or range of amounts can be reasonably estimated. Our estimated liability for environmental contamination is reduced to reflect anticipated participation of other responsible parties but is not reduced for possible recovery from insurance carriers. We do not discount to present value the costs of future expenditures for environmental liabilities.

INCOME TAXES. AmeriGas Partners and the Operating Partnership are not directly subject to federal income taxes. Instead, their taxable income or loss is allocated to the individual partners. The Operating Partnership does, however, have corporate subsidiaries which are directly subject to federal income taxes. Accordingly, our consolidated financial statements reflect income taxes related to these corporate subsidiaries. Net income for financial statement purposes may differ significantly from taxable income reportable to unitholders. This is a result of (1) differences between the tax basis and financial reporting basis of assets and liabilities and (2) the taxable income allocation requirements of the Agreement of Limited Partnership of AmeriGas Partners ("Partnership Agreement") and the Internal Revenue Code.

UNIT-BASED COMPENSATION. As permitted by Statement of Financial Accounting Standards ("SFAS") No. 123, "Accounting for Stock-Based Compensation" ("SFAS 123"), we apply the provisions of Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" ("APB 25"), in recording compensation expense for grants of equity instruments to employees. Our compensation expense under APB 25 was not materially different from amounts determined under the provisions of SFAS 123.

NET INCOME PER UNIT. Net income per unit is computed by dividing net income, after deducting the General Partner's 1% interest, by the weighted average number of Common and Subordinated units outstanding. There were no potentially dilutive securities outstanding during the periods presented.

DERIVATIVE INSTRUMENTS. We use derivative instruments, including futures contracts, price swap agreements and option contracts, to hedge exposure to market risk associated with a portion of our anticipated propane purchases. Additionally, on occasion we enter into interest rate protection agreements to reduce interest rate risk associated with anticipated issuances of debt.

We recognize gains or losses on derivative instruments associated with these forecasted transactions when such transactions affect earnings. When it is probable that the original forecasted transaction will not occur, we immediately recognize in earnings any gain or loss on the related derivative instrument. If such derivative instrument is terminated early for other economic reasons, we defer any gain or loss as of the termination date until such time as the forecasted transaction affects earnings.

CONSOLIDATED STATEMENTS OF CASH FLOWS. We define cash equivalents as all highly liquid investments with maturities of three months or less when purchased. We record cash equivalents at cost plus accrued interest, which approximates market value. We paid interest totaling $75,317 in 2000, $66,984 in 1999, and $67,069 in 1998.

COMPREHENSIVE INCOME. SFAS No. 130, "Reporting Comprehensive Income" ("SFAS 130"), establishes standards for reporting and displaying comprehensive income, comprising net income and other nonowner changes in equity, in the financial statements. For all periods presented, comprehensive income was the same as net income.

SEGMENT INFORMATION. SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information" ("SFAS 131") defines operating segments as components of an enterprise for which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. Based upon the way we organize our business for making operating decisions and assessing performance, we have determined that we have a single reportable operating segment which engages in the distribution of propane and related equipment and supplies. No single customer represents ten percent or more of consolidated revenues. In addition, virtually all of the Partnership's revenues are derived from sources within the U.S. and virtually all of its long-lived assets are located in the U.S.

ACCOUNTING PRINCIPLES NOT YET ADOPTED. In June 1998, the Financial Accounting Standards Board issued SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities" ("SFAS 133"). SFAS 133 was amended in June 2000 by SFAS No. 138, "Accounting for Certain Derivative Instruments and Certain Hedging Activities" ("SFAS 138"), which addressed a limited number of issues causing implementation difficulties. SFAS 133, as amended, establishes accounting and reporting standards for derivative instruments and for hedging activities. It requires that an entity recognize all derivative instruments as either assets or liabilities and measure them at fair value. The accounting for changes in fair value depends upon the purpose of the derivative instrument and whether it is designated and qualifies for hedge accounting. To the extent derivative instruments qualify and are designated as hedges of the variability in cash flows associated with forecasted transactions, the effective portion of the gain or loss on such derivative instruments will generally be reported in other comprehensive income and the ineffective portion, if any, will be reported in net income. Such amounts recorded in accumulated other comprehensive income will be reclassified into net income when the forecasted transaction affects earnings. To the extent derivative instruments qualify and are designated as hedges of changes in the fair value of an existing asset, liability or firm commitment, the gain or loss on the hedging instrument will be recognized currently in earnings along with changes in the fair value of the hedged asset, liability or firm commitment attributable to the hedged risk.

The Partnership was required to adopt the provisions of SFAS 133 effective October 1, 2000. Virtually all of the Partnership's derivative instruments outstanding as of October 1, 2000 qualify and have been designated as hedging the variability in cash flows associated with forecasted transactions. The adoption of SFAS 133 will result in a cumulative effect charge to net income of $736 and a cumulative effect increase to accumulated other comprehensive income of $8,921. Because the Partnership's derivative instruments historically have been highly effective in hedging the exposure to changes in cash flows associated with forecasted purchases or sales of propane, changes in the fair value of propane inventories, and changes in the risk-free rate of interest on anticipated issuances of long-term debt, we do not expect the adoption of SFAS 133 to have a material impact on our future results of operations.

Although the Partnership expects the derivative instruments it currently uses to hedge to continue to be highly effective, if they are deemed not highly effective in the future, or if the Partnership uses derivative instruments that do not meet the stringent requirements for hedge accounting under SFAS 133, our future earnings could reflect greater volatility. Additionally, if a cash flow hedge is discontinued because the original forecasted transaction is no longer expected to occur, any gain or loss in accumulated other comprehensive income associated with the hedged transaction will be immediately recognized in net income.

In order to comply with the provisions of the Securities and Exchange Commission Staff Accounting Bulletin No. 101 entitled "Revenue Recognition" ("SAB 101"), which is effective for the Partnership on October 1, 2000, we will record a cumulative effect charge to net income of approximately $6,500 related to our method of recognizing revenue associated with nonrefundable tank fees largely for residential customers. Consistent with a number of our competitors in the propane industry, we receive nonrefundable fees for installed Partnership-owned tanks. Historically, such fees, which are generally received annually, were recorded as revenue when billed. In accordance with SAB 101, effective October 1, 2000, we will record such nonrefundable fees on a straight-line basis over one year. The adoption of SAB 101 is not expected to have a material impact on the Partnerships's future financial condition or results of operations.

Also, during fiscal 2001, the Partnership plans to change its method of accounting for tank installation costs which are not billed to customers. Currently, all direct costs to install Partnership-owned tanks at a customer location are expensed as incurred. We believe that these costs should now be capitalized and amortized over the period benefited. On date of adoption, this change in accounting method will result in a cumulative effect increase to net income. The Partnership is in the process of evaluating the impact of such change on its financial condition and results of operations.

NOTE 3 - QUARTERLY DISTRIBUTIONS OF AVAILABLE CASH

The Partnership makes distributions to its partners approximately 45 days after the end of each fiscal quarter in a total amount equal to its Available Cash for such quarter. Available Cash generally means:

1. all cash on hand at the end of such quarter,

2. plus all additional cash on hand as of the date of determination resulting from borrowings after the end of such quarter,

3. less the amount of cash reserves established by the General Partner in its reasonable discretion.

The General Partner may establish reserves for the proper conduct of the Partnership's business and for distributions during the next four quarters. In addition, certain of the Partnership's debt agreements require reserves be established for the payment of debt principal and interest.

Distributions of Available Cash will generally be made 98% to the Common and Subordinated unitholders and 2% to the General Partner. The Partnership may pay an incentive distribution if Available Cash exceeds the Minimum Quarterly Distribution of $0.55 ("MQD") on all units. If there is sufficient Available Cash, the holders of Common Units have the right to receive the MQD, plus any arrearages, before the distribution of Available Cash to holders of Subordinated Units. Common Units will not accrue arrearages for any quarter after the Subordination Period (as defined below), and Subordinated Units will not accrue arrearages for any quarter.

Pursuant to the Partnership Agreement, because required cash generation-based objectives were achieved as of March 31, 1999, a total of 9,891,074 Subordinated Units held by the General Partner and its wholly owned subsidiary, Petrolane, were converted into Common Units on May 18, 1999. The remaining outstanding 9,891,072 Subordinated Units, all of which are held by the General Partner, are eligible to convert to Common Units on the first day after the record date for any quarter ending on or after March 31, 2000 in respect of which:

1. distributions of Available Cash from Operating Surplus (as defined in the Partnership Agreement) equal or exceed the MQD on each of the outstanding Common and Subordinated units for each of the four consecutive nonoverlapping four-quarter periods immediately preceding such date,

2. the Adjusted Operating Surplus (as defined in the Partnership Agreement) generated during both (i) each of the two immediately preceding nonoverlapping four-quarter periods and (ii) the immediately preceding sixteen-quarter period, equals or exceeds the MQD on each of the Common and Subordinated units outstanding during those periods, and

3. there are no arrearages on the Common Units.

The ability of the Partnership to attain the cash-based performance and distribution requirements will depend upon a number of factors including highly seasonal operating results, changes in working capital, asset sales and debt refinancings. Due to the historical "look-back" provisions of the conversion test, the possibility is remote that the Partnership will satisfy the cash-based performance requirements for conversion any earlier than in respect of the quarter ending March 31, 2002.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Thousands of dollars, except per unit amounts)

NOTE 4 - DEBT

Long-term debt comprises the following at September 30:

	2000	1999
AmeriGas Partners Senior Notes, 10.125%, due April 2007	$ 100,000	$ 100,000
Operating Partnership First Mortgage Notes:		
Series A, 9.34% - 11.71%, due April 2000 through April 2009 (including unamortized premium of $10,649 and $12,118, respectively, calculated at an 8.91% effective rate)	208,649	220,118
Series B, 10.07%, due April 2001 through April 2005 (including unamortized premium of $5,931 and $7,969, respectively, calculated at an 8.74% effective rate)	205,931	207,969
Series C, 8.83%, due April 2003 through April 2010	110,000	110,000
Series D, 7.11%, due March 2009 (including unamortized premium of $2,671 and $2,899, respectively, calculated at a 6.52% effective rate)	72,671	72,899
Series E, 8.50%, due July 2010 (including unamortized premium of $173 calculated at an 8.47% effective rate)	80,173	--
Operating Partnership Acquisition Facility	70,000	23,000
Other (including capital lease obligations of $2,751 and $3,540, respectively)	9,810	10,739
Total long-term debt	857,234	744,725
Less current maturities	(64,512)	(17,394)
Total long-term debt due after one year	$ 792,722	$ 727,331

Scheduled repayments of long-term debt for each of the next five fiscal years ending September 30 are as follows:
2001 - $64,512; 2002 - $66,509; 2003 - $59,959; 2004 - $56,709; 2005 - $56,192.

AMERIGAS PARTNERS SENIOR NOTES. The 10.125% Senior Notes of AmeriGas Partners are redeemable prior to their maturity date. A redemption premium applies until April 15, 2004. In addition, AmeriGas Partners may, under certain circumstances following the disposition of assets or a change of control, be required to offer to prepay the Senior Notes.

FIRST MORTGAGE NOTES. The Operating Partnership's First Mortgage Notes are collateralized by substantially all of its assets. The General Partner and Petrolane are co-obligors of the Series A, B, and C First Mortgage Notes, and the General Partner is co-obligor of the Series D and E First Mortgage Notes. The Operating Partnership may prepay the First Mortgage Notes, in whole or in part. These prepayments include a make whole premium. Following the disposition of assets or a change of control, the Operating Partnership may be required to offer to prepay the First Mortgage Notes, in whole or in part.

BANK CREDIT AGREEMENT. The Operating Partnership's Bank Credit Agreement consists of a Revolving Credit Facility and an Acquisition Facility. The Operating Partnership's obligations under the Bank Credit Agreement are collateralized by substantially all of its assets. The General Partner and Petrolane are co-obligors of amounts outstanding under the Bank Credit Agreement.

Under the Revolving Credit Facility, the Operating Partnership may borrow up to $100,000 (including a $35,000 sublimit for letters of credit) subject to restrictions in the 10.125% Senior Notes of AmeriGas Partners (see "Restrictive Covenants" below). The Revolving Credit Facility expires September 15, 2002, but may be extended for additional one-year periods with the consent of the participating banks representing at least 80% of the commitments thereunder. The Revolving Credit Facility permits the Operating Partnership to borrow at various prevailing interest rates, including the Base Rate, defined as the higher of the Federal Funds Rate plus 0.50% or the agent bank's reference rate (9.50% at September 30, 2000), or at two-week, one-, two-, three-, or six-month offshore interbank offering rates ("IBOR"), plus a margin. The margin on IBOR borrowings (which ranges from 0.50% to 1.75%) and the Revolving Credit Facility commitment fee rate are dependent upon the Operating Partnership's ratio of funded debt to earnings before interest expense, income taxes, depreciation and amortization ("EBITDA"), each as defined in the Bank Credit Agreement. The Operating Partnership had borrowings under the Revolving Credit Facility totaling $30,000 at September 30, 2000 and $22,000 at September 30, 1999, which we classify as bank loans. The weighted-average interest rates on the bank loans outstanding were 8.11% as of September 30, 2000 and 6.26% as of September 30, 1999. Issued and outstanding letters of credit under the Revolving Credit Facility totaled $1,500 at September 30, 2000 and $5,855 at September 30, 1999.

The Acquisition Facility provides the Operating Partnership with the ability to borrow up to $75,000 to finance the purchase of propane businesses or propane business assets. The Acquisition Facility operates as a revolving facility through September 15, 2002, at which time amounts then outstanding are immediately due and payable. The Acquisition Facility permits the Operating Partnership to borrow at the Base Rate or at two-week, one-, two-, three-, or six-month IBOR, plus a margin. The margin on IBOR borrowings and the Acquisition

Facility commitment fee rate are dependent upon the Operating Partnership's ratio of funded debt to EBITDA, as defined. The weighted-average interest rates on Acquisition Facility loans outstanding were 8.12% as of September 30, 2000 and 6.02% as of September 30, 1999.

GENERAL PARTNER FACILITY. The Operating Partnership also has a revolving credit agreement with the General Partner under which it may borrow up to $20,000 to fund working capital, capital expenditures, and interest and distribution payments. This agreement is coterminous with, and generally comparable to, the Operating Partnership's Revolving Credit Facility except that borrowings under the General Partner Facility are unsecured and subordinated to all senior debt of the Partnership. Interest rates on borrowings are based upon one-month IBOR. Commitment fees are determined in the same manner as fees under the Revolving Credit Facility. UGI Corporation ("UGI") has agreed to contribute up to $20,000 to the General Partner to fund such borrowings.

RESTRICTIVE COVENANTS. The 10.125% Senior Notes of AmeriGas Partners restrict the ability of the Partnership to, among other things, incur additional indebtedness, make investments, incur liens, issue preferred interests, prepay subordinated indebtedness, and effect mergers, consolidations and sales of assets. Under the Senior Notes Indenture, AmeriGas Partners is generally permitted to make cash distributions equal to available cash, as defined, as of the end of the immediately preceding quarter, if certain conditions are met. These conditions include:

1. no event of default exists or would exist upon making such distributions and

2. the Partnership's consolidated fixed charge coverage ratio, as defined, is greater than 1.75-to-1.

If the ratio in item 2 above is less than or equal to 1.75-to-1, the Partnership may make cash distributions in a total amount not to exceed $24,000 less the total amount of distributions made during the immediately preceding 16 fiscal quarters. At September 30, 2000, such ratio was 2.14-to-1.

The Bank Credit Agreement and the First Mortgage Notes restrict the incurrence of additional indebtedness and also restrict certain liens, guarantees, investments, loans and advances, payments, mergers, consolidations, sales of assets and other transactions. They also require the ratio of total indebtedness, as defined, to EBITDA, as defined (calculated on a rolling four-quarter basis or eight-quarter basis divided by two), to be less than or equal to 5.25-to-1. In addition, the Bank Credit Agreement requires that the Operating Partnership maintain a ratio of EBITDA to interest expense, as defined, of at least 2.25-to-1 on a rolling four-quarter basis. Generally, as long as no default exists or would result, the Operating Partnership is permitted to make cash distributions not more frequently than quarterly in an amount not to exceed available cash, as defined, for the immediately preceding calendar quarter. At September 30, 2000, the Partnership was in compliance with its financial covenants.

NOTE 5 - EMPLOYEE RETIREMENT PLANS

The General Partner sponsors a 401(k) savings plan for eligible employees. Participants in the savings plan may contribute a portion of their compensation on a before-tax basis. We match employee contributions on a dollar-for-dollar basis up to 5% of eligible compensation. The cost of benefits under our savings plan was $4,741 in 2000, $3,713 in 1999, and $4,101 in 1998.

We provide postretirement health care benefits to a closed group of retired employees, and we also provide limited life insurance benefits to nearly all active employees and certain retired employees. The cost of postretirement medical and life insurance benefits for 2000, 1999 and 1998, and the related accumulated benefit obligations as of the end of such periods, were not material.

NOTE 6 - INVENTORIES

Inventories comprise the following at September 30:

	2000	1999
Propane gas	$45,570	$37,135
Materials, supplies and other	15,556	12,162
Appliances for sale	4,363	4,158
	$65,489	$53,455

In addition to inventories on hand, we also enter into contracts to purchase propane to meet a portion of our supply requirements. Generally, such contracts have terms of less than one year and call for payment based on either fixed prices or market prices at date of delivery.

NOTE 7 - PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment comprise the following at September 30:

	2000	1999
Land	$ 54,238	$ 52,064
Buildings and improvements	55,250	53,376
Transportation equipment	64,221	59,832

Storage facilities	66,936	64,343
Equipment, primarily cylinders and tanks	463,168	436,481
Capital leases	4,216	3,116
Other	5,880	2,961
Gross property, plant and equipment	713,909	672,173
Less accumulated depreciation and amortization	(277,790)	(236,628)
Net property, plant and equipment	$ 436,119	$ 435,545

(Thousands of dollars, except per unit amounts)

NOTE 8 - PARTNERS' CAPITAL AND INCENTIVE COMPENSATION PLANS

During the Subordination Period as defined in the Partnership Agreement, we may issue up to 9,400,000 additional Common Units (excluding Common Units issued in connection with (1) employee benefit plans and (2) the conversion of Subordinated Units into Common Units) or an equivalent number of securities ranking on a parity with the Common Units without the approval of a majority of the Common Unitholders. We may issue an unlimited number of additional Common Units or parity securities without Common Unitholder approval if:

1. such issuance occurs in connection with acquisitions, including, in certain circumstances, the repayment of debt incurred in connection with an acquisition or

2. such issuance is for the repayment of up to $150,000 of long-term indebtedness of the Partnership.

After the Subordination Period, the General Partner may, in its sole discretion, cause the Partnership to issue an unlimited number of additional Common Units and other equity securities of the Partnership ranking on a parity with the Common Units.

In June 1998, the General Partner revised its estimate of the tax basis of certain assets contributed to the Partnership in conjunction with the Partnership's formation. The change in estimate resulted in the following adjustments to the Consolidated Balance Sheet: (1) a $27,227 decrease in partners' capital; (2) a $279 decrease in minority interest; (3) a $17,945 decrease in goodwill; and (4) a $9,561 decrease in excess reorganization value.

On December 13, 1999, the General Partner adopted the AmeriGas Propane, Inc. 2000 Long-Term Incentive Plan ("2000 Long-Term Plan"). Under the 2000 Long-Term Plan, the General Partner may grant to key employees the rights to receive a total of 500,000 AmeriGas Partners Common Units, or cash generally equivalent to the fair market value of such Common Units, upon the achievement of objective performance goals. In addition, the 2000 Long-Term Plan provides that grants may provide for the crediting of Partnership distribution equivalents to participants' accounts. Distribution equivalents will be paid in cash, and such payment may, at the participant's request, be deferred. Generally, each grant, unless paid, will terminate when the participant ceases to be employed by the General Partner. At September 30, 2000, no grants had been made under this Plan.

Under the AmeriGas Propane, Inc. 1997 Long-Term Incentive Plan ("1997 Propane Incentive Plan"), the General Partner could grant to key employees the right to receive AmeriGas Partners Common Units, or cash generally equivalent to their fair market value on the payment date. In addition, the 1997 Propane Incentive Plan provided for the crediting of Partnership distribution equivalents to participants' accounts. The actual number of Common Units (or their cash equivalent) awarded, and the amount of the distribution equivalent, depended upon when the cash generation-based requirements for early conversion of Subordinated Units were met. Because such requirements were achieved at March 31, 1999, 81,226 Common Units were issued, and $1,110 in cash payments were made, in May 1999. We recorded compensation expense for the 1997 Propane Incentive Plan of $1,052 in 1999 and $164 in 1998.

In October 2000, subsequent to the Partnership's year end, the Partnership issued 2,300,000 Common Units in a public offering. The net proceeds from the Common Unit offering and related capital contributions from the General Partner of approximately $40,600 were used to reduce Bank Credit Agreement indebtedness and for working capital purposes. The Common Units were issued under a shelf registration statement covering 9,000,000 Common Units filed with the U.S. Securities and Exchange Commission which was declared effective September 22, 2000.

NOTE 9 - COMMITMENTS AND CONTINGENCIES

We lease various buildings and transportation, computer, and office equipment under operating leases. Certain of the leases contain renewal and purchase options and also contain escalation clauses. Our aggregate rental expense for such leases was $28,990 in 2000, $30,449 in 1999, and $29,026 in 1998.

Minimum future payments under noncancelable capital and operating leases are as follows:

	Capital Leases	Operating Leases
Year ending September 30,		
2001	$ 985	$ 28,382
2002	2,235	23,106
2003	-	17,874
2004	-	14,814
2005	-	12,414
Thereafter	-	27,438
Total minimum lease obligations	3,220	$124,028
Less imputed interest	(469)	
Present value of capital lease obligations	$ 2,751	

The Partnership has succeeded to certain lease guarantee obligations of Petrolane relating to Petrolane's divestiture of nonpropane operations before its 1989 acquisition by QFB Partners. Future lease payments under these leases total approximately $32,000 at September 30, 2000. The leases expire through 2010, and some of them are currently in default. The Partnership has succeeded to the indemnity agreement of Petrolane by which Texas Eastern Corporation ("Texas Eastern"), a prior owner of Petrolane, agreed to indemnify Petrolane against any liabilities arising out of the conduct of businesses that do not relate to, and are not a part of, the propane business, including lease guarantees. To date, Texas Eastern has directly satisfied defaulted lease obligations without the Partnership's having to honor its guarantee.

In addition, the Partnership has succeeded to Petrolane's agreement to indemnify Shell Petroleum N.V. ("Shell") for various scheduled claims, including claims related to antitrust actions, that were pending against Tropigas de Puerto Rico ("Tropigas"). Petrolane had entered into this indemnification agreement in conjunction with its sale of the international operations of Tropigas to Shell in 1989. The Partnership also succeeded to Petrolane's right to seek indemnity on these claims first from International Controls Corp., which sold Tropigas to Petrolane, and then from Texas Eastern. To date, neither the Partnership nor Petrolane has paid any sums under this indemnity. In 1999, a case brought by an unsuccessful entrant into the Puerto Rican propane market was dismissed by the Supreme Court of Puerto Rico for lack of subject matter jurisdiction, with the Court concluding that the Public Service Commission of Puerto Rico has exclusive jurisdiction over the matter. In the only pending litigation, the Supreme Court of Puerto Rico denied the motion of the defendants to dismiss, remanding the matter to the trial court for proceedings consistent with its ruling. In this case the plaintiff seeks treble damages in excess of $11,700.

We believe that the probability that we will be required to directly satisfy the lease obligations and the remaining claim subject to the indemnification agreements is remote.

In addition to these matters, there are other pending claims and legal actions arising in the normal course of our business. We cannot predict with certainty the final results of these matters. However, it is reasonably possible that some of them could be resolved unfavorably to us. Management believes, after consultation with counsel, that damages or settlements, if any, recovered by the plaintiffs in such claims or actions will not have a material adverse effect on our financial position but could be material to our operating results or cash flows in future periods depending on the nature and timing of future developments with respect to these matters and the amounts of future operating results and cash flows.

NOTE 10 - RELATED PARTY TRANSACTIONS

Under the Partnership Agreement, the General Partner is entitled to reimbursement for all direct and indirect expenses incurred or payments it makes on behalf of the Partnership. These costs, which totaled $192,910 in 2000, $189,112 in 1999, and $184,917 in 1998, include employee compensation and benefit expenses of employees of the General Partner and general and administrative expenses. UGI provides certain financial and administrative services to the General Partner. UGI bills the General Partner for these direct and indirect corporate expenses, and the General Partner is reimbursed by the Partnership for these expenses. Such corporate expenses totaled $3,985 in 2000, $5,496 in 1999, and $5,935 in 1998. In addition, UGI and certain of its subsidiaries provide office space and general liability, automobile and workers' compensation insurance to the Partnership. These expenses totaled $1,155 in 2000, $2,528 in 1999, and $2,501 in 1998.

During 1998, the Partnership, in conjunction with a propane business acquisition, issued 45,586 Common Units to the General Partner having a fair value of $1,211.

NOTE 11 - OTHER CURRENT LIABILITIES

Other current liabilities comprise the following at September 30:

	2000	1999
Self-insured property and casualty liability	$ 8,132	$ 7,768
Insured property and casualty liability	1,568	4,568
Taxes other than income taxes	5,267	4,517
Other	5,997	4,865
Total other current liabilities	$20,964	$21,718

NOTE 12 - FINANCIAL INSTRUMENTS

The carrying amounts of financial instruments included in current assets and current liabilities (excluding current maturities of long-term debt) approximate their fair values because of their short-term nature. We estimate the fair values of our long-term debt to be $883,000 at September 30, 2000 and $761,000 at September 30, 1999. We make these estimates by using current market prices and by discounting future cash flows using rates available for similar type debt.

We have financial instruments such as trade accounts receivable which could expose us to concentrations of credit risk. The credit risk from trade accounts receivable is limited because we have a large customer base which extends across many different U.S. markets. At September 30, 2000 and 1999, we had no significant concentrations of credit risk.

We utilize derivative instruments to hedge market risk resulting from changes in the price of propane and changes in interest rates. We attempt to minimize our credit risk with our counterparties through the application of credit policies.

At September 30, 2000 and 1999, we were a party to an interest rate protection agreement covering $50,000 of long-term debt to be issued in fiscal 2001. The counterparty to this agreement is a large financial institution. The estimated fair value of this agreement was $2,467 at September 30, 2000 and $3,242 at September 30, 1999.

(Thousands of dollars, except per unit amounts)

At September 30, 2000 and 1999, we were a party to propane price swap and option agreements with private counterparties with total notional amounts of $74,800 and $12,900, respectively. These agreements mature through March 2001. The total estimated fair values of these agreements were $6,545 and $2,911 at September 30, 2000 and 1999, respectively.

NOTE 13 - OTHER INCOME, NET

	2000	1999	1998
Gain on sale of fixed assets	$(3,577)	$(2,190)	$(1,411)
Finance charges	(1,889)	(1,346)	(1,708)
Interest income	(269)	(315)	(22)
Loss on interest rate protection agreements	--	--	4,000
Other	(2,798)	(1,541)	(1,604)
Total other income, net	$(8,533)	$(5,392)	$ (745)

NOTE 14 - ACQUISITIONS

During 2000, we acquired four retail propane businesses, including the West Coast propane operations of All Star Gas Corporation, for total cash consideration of $55,640. The excess of the purchase price over the fair value of net assets acquired of approximately $38,000 is being amortized over forty years. In conjunction with these acquisitions, liabilities in the amount of $2,861 were assumed. The pro forma effect of these transactions was not material to the Partnership's results of operations.

During 1999, we made several retail propane business acquisitions for total cash consideration of $3,898. During 1998, we made several retail propane business acquisitions for $8,076 in cash and the issuance of 45,586 Common Units. In conjunction with these acquisitions, liabilities of $2,814 and $3,453, respectively, were assumed. The pro forma effect of these transactions was not material to the Partnership's results of operations.

These business acquisitions have been accounted for using the purchase method of accounting. Their results of operations are included in our consolidated results of operations from their respective dates of acquisition.

NOTE 15 - QUARTERLY DATA (UNAUDITED)

The following quarterly data includes all adjustments (consisting only of normal recurring adjustments) which we consider necessary for a fair presentation. Our quarterly results fluctuate because of the seasonal nature of our propane business.

	December 31,		March 31,		June 30,		September 30,	
	1999	1998	2000	1999	2000	1999	2000	1999
Revenues	$ 301,048	$ 237,784	$ 388,876	$ 304,925	$ 209,670	$ 161,944	$ 220,462	$ 167,882
Operating income (loss)	37,720	34,792	67,245	72,246	(3,005)	(2,252)	(11,753)	(12,140)
Net income (loss)	19,199	17,655	49,007	55,391	(21,246)	(18,477)	(31,764)	(28,934)
Net income (loss) per limited partner unit	0.45	0.42	1.16	1.31	(0.50)	(0.44)	(0.75)	(0.68)

GENERAL PARTNER'S REPORT

The Partnership's consolidated financial statements and other financial information contained in this Annual Report are prepared by the management of the General Partner, AmeriGas Propane, Inc., which is responsible for their fairness, integrity and objectivity. The consolidated financial statements and related information were prepared in accordance with accounting principles generally accepted in the United States and include amounts that are based on management's best judgements and estimates.

The General Partner has established a system of internal controls. Management of the General Partner believes the system provides reasonable assurance that assets are safeguarded and that transactions are executed in accordance with management's authorization and are properly recorded to permit the preparation of reliable financial information. There are limits in all systems of internal control, based on the recognition that the cost of the system should not exceed the benefits to be derived. We believe that the internal control system is cost effective and provides reasonable assurance that material errors or irregularities will be prevented or detected within a timely period. The internal control system and compliance therewith are monitored by UGI Corporation's internal audit staff.

The Audit Committee of the Board of Directors of the General Partner is composed of two members, neither of whom is an employee of the General Partner. This Committee is responsible for overseeing the financial reporting process and the adequacy of controls, and for monitoring the independence of the Partnership's independent public accountants and the performance of the independent accountants and internal audit staff. The Committee recommends to the Board of Directors the engagement of the independent public accountants to conduct the annual audit of the Partnership's consolidated financial statements. The Committee is also responsible for maintaining direct channels of communication between the Board of Directors and both the independent public accountants and internal auditors.

The independent public accountants, who are appointed by the Board of Directors of the General Partner, perform certain procedures, including an evaluation of internal controls to the extent required by auditing standards generally accepted in the United States, in order to express an opinion on the consolidated financial statements and to obtain reasonable assurance that such financial statements are free of material misstatement.

/s/ Eugene V. N. Bissell

Eugene V. N. Bissell
Chief Executive Officer

/s/ Martha B. Lindsay

Martha B. Lindsay
Chief Financial Officer

/s/ Richard R. Eynon

Richard R. Eynon
Chief Accounting Officer

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

TO THE PARTNERS OF AMERIGAS PARTNERS, L.P. AND THE
BOARD OF DIRECTORS OF AMERIGAS PROPANE, INC.:

We have audited the accompanying consolidated balance sheets of AmeriGas Partners, L.P. and subsidiaries as of September 30, 2000 and 1999, and the related consolidated statements of operations, partners' capital and cash flows for each of the three years in the period ended September 30, 2000. These financial statements are the responsibility of the management of AmeriGas Propane, Inc. Our responsibility is to express an opinion on these financial statements based upon our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of AmeriGas Partners, L.P. and subsidiaries as of September 30, 2000 and 1999, and the results of their operations and their cash flows for each of the three years in the period ended September 30, 2000, in conformity with accounting principles generally accepted in the United States.

/s/ Arthur Andersen LLP

Philadelphia, Pennsylvania
November 10, 2000

Exhibit (23)

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

To AmeriGas Partners, L.P.:

As independent public accountants, we hereby consent to the incorporation of our reports included or incorporated by reference in this Form 10-K, into this Partnership's previously filed S-3 Registration Statement No. 333-45902.

Arthur Andersen LLP
Philadelphia, Pennsylvania
December 22, 2000

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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM (A) THE CONDENSED CONSOLIDATED BALANCE SHEET AND INCOME STATEMENT OF AMERIGAS PARTNERS, L.P. AS OF AND FOR THE YEAR ENDED SEPTEMBER 30, 2000 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH (B) FINANCIAL STATEMENTS IN AMERIGAS PARTNERS' ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED SEPTEMBER 30, 2000.

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AMERIGAS PARTNERS, L.P.
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YEAR
SEP-30-2000
OCT-01-1999
SEP-30-2000
10,795
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103,905
6,529
65,489
188,845
713,909
277,790
1,258,220
267,013
792,722
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155,971
1,258,220
1,120,056
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628,281
628,281
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5,476
74,764
15,443
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15,196
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15,196
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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM (A) THE BALANCE SHEET OF AMERIGAS PARTNERS, L.P. AS OF SEPTEMBER 30, 2000 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH (B) BALANCE SHEET INCLUDED IN AMERIGAS PARTNERS' ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED SEPTEMBER 30, 2000.

0000945792
AMERIGAS FINANCE CORP.
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YEAR
SEP-30-2000
OCT-01-1999
SEP-30-2000
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