SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A AMENDMENT NO. 1

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

For the quarterly period ended December 31, 2002

OR

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

For the transition period from __________ to __________

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

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

(Exact name of registrants as specified in their charters)

Delaware	23-2787918
Delaware	23-2800532
Delaware	23-3074434
Delaware	23-3077318
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

460 North Gulph Road, King of Prussia, PA 19406
(Address of principal executive offices) (Zip Code)

(610) 337-7000
(Registrants' telephone number, including area code)

Indicate by check mark whether the 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 | |

At January 31, 2003, the registrants had units and shares of common stock outstanding as follows:

AmeriGas Partners, L.P. -	49,432,358 Common Units
AmeriGas Finance Corp. -	100 shares
AmeriGas Eagle Finance Corp. -	100 shares
AP Eagle Finance Corp. -	100 shares

Explanatory Note

This Form 10-Q/A is being filed solely for the purpose of (1) adjusting the December 31, 2002 Condensed Consolidated Balance Sheet included in Item 1., Financial Statements, to properly include in current maturities of long-term debt, rather than in long-term debt, the $85,000,000 of AmeriGas Partners 10 1/8% Senior Notes redeemed on January 6, 2003, as described in Note 5 to Condensed Consolidated Financial Statements, and (2) making a corresponding change in the amount of current maturities of long-term debt at December 31, 2002 in Item 2., Management's Discussion and Analysis of Financial Condition and Results of Operations, under the caption "Financial Condition."

AMERIGAS PARTNERS, L.P.

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AMERIGAS PARTNERS, L.P.

CONDENSED CONSOLIDATED BALANCE SHEETS

(Thousands of dollars)

	December 31, 2002 Restated-See Note 7 (unaudited)	September 30, 2002	December 31, 2001 (unaudited)
ASSETS			
Current assets:			
Cash and cash equivalents	$ 110,504	$ 47,400	$ 19,158
Accounts receivable (less allowances for doubtful accounts of $8,851, $7,588 and $12,100, respectively)	165,802	83,274	134,668
Accounts receivable - related parties	4,245	6,862	6,774
Inventories	74,867	62,496	72,346
Prepaid expenses and other current assets	31,523	31,238	17,087
Total current assets	386,941	231,270	250,033
Property, plant and equipment (less accumulated depreciation and amortization of $424,981, $408,590 and $362,788, respectively)	609,533	611,550	625,329
Goodwill and excess reorganization value	591,116	589,923	589,878
Intangible assets (less accumulated amortization of $9,437, $8,651 and $6,275, respectively)	22,202	22,586	25,959
Other assets	19,138	17,289	23,004
Total assets	$ 1,628,930	$ 1,472,618	$ 1,514,203
LIABILITIES AND PARTNERS' CAPITAL			
Current liabilities:			
Current maturities of long-term debt	$ 145,576	$ 60,398	$ 66,534
Bank loans	37,000	10,000	8,000
Accounts payable - trade	133,257	81,891	108,042
Accounts payable - related parties	2,362	5,003	4,006
Customer deposits and advances	36,774	53,177	42,527
Other current liabilities	86,017	97,355	99,350
Total current liabilities	440,986	307,824	328,459
Long-term debt	890,075	885,386	902,106
Other noncurrent liabilities	47,962	44,810	42,791
Commitments and contingencies (note 6)			
Minority interests	6,405	6,232	5,876
Partners' capital	243,502	228,366	234,971
Total liabilities and partners' capital	$ 1,628,930	$ 1,472,618	$ 1,514,203

See accompanying notes to consolidated financial statements.

AMERIGAS PARTNERS, L.P.

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

	Three Months Ended December 31, 2002	Three Months Ended December 31, 2001
Revenues:		
Propane	$ 410,580	$ 339,148
Other	34,451	32,237
	445,031	371,385
Costs and expenses:		
Cost of sales - propane	228,294	185,639
Cost of sales - other	15,072	13,548
Operating and administrative expenses	120,946	113,116
Depreciation and amortization	17,491	16,186
Equity investee (income)	(250)	(230)
Other (income) expense, net	(936)	1,146
	380,617	329,405
Operating income	64,414	41,980
Interest expense	(22,699)	(22,746)
Income before income taxes	41,715	19,234
Income tax expense	(258)	(538)
Minority interests	(545)	(299)
Net income	$ 40,912	$ 18,397
General partner's interest in net income	$ 409	$ 184
Limited partners' interest in net income	$ 40,503	$ 18,213
Net income per limited partner unit - basic and diluted	$ 0.82	$ 0.38
Average limited partner units outstanding:		
Basic	49,432	47,408
Diluted	49,475	47,482

See accompanying notes to consolidated financial statements.

AMERIGAS PARTNERS, L.P.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)
(Thousands of dollars)

	Three Months Ended December 31,	
	2002	2001
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 40,912	$ 18,397
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	17,491	16,186
Other, net	3,693	(1,491)
Net change in:		
Accounts receivable	(83,016)	(36,372)
Inventories	(12,347)	726
Accounts payable	48,726	34,036
Other current assets and liabilities	(24,067)	(23,039)
Net cash (used) provided by operating activities	(8,608)	8,443
CASH FLOWS FROM INVESTING ACTIVITIES:		
Expenditures for property, plant and equipment	(15,561)	(14,569)
Proceeds from disposals of assets	2,038	2,415
Acquisition of business, net of cash acquired	(2,175)	--
Net cash used by investing activities	(15,698)	(12,154)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Distributions	(27,463)	(26,112)
Minority interest activity	(388)	(15)
Increase in bank loans	27,000	8,000
Issuance of long-term debt	89,100	--
Repayment of long-term debt	(839)	(36,417)
Proceeds from issuance of Common Units	--	44,475
Capital contributions from General Partner	--	449
Net cash provided (used) by financing activities	87,410	(9,620)
Cash and cash equivalents increase (decrease)	$ 63,104	$ (13,331)
CASH AND CASH EQUIVALENTS:		
End of period	$ 110,504	$ 19,158
Beginning of period	47,400	32,489
Increase (decrease)	$ 63,104	$ (13,331)

See accompanying notes to consolidated financial statements.

AMERIGAS PARTNERS, L.P.

CONDENSED CONSOLIDATED STATEMENT OF PARTNERS' CAPITAL
(unaudited)
(Thousands, except unit data)

	Number of units						
	Common	Subordinated	Common	Subordinated	General partner	Accumulated other comprehensive income	Total partners' capital
BALANCE SEPTEMBER 30, 2002	39,541,286	9,891,072	$ 201,660	$ 17,846	$ 2,214	$ 6,646	$ 228,366
Net income			39,124	1,379	409		40,912
Net gains on derivative instruments						7,963	7,963
Reclassification of net gains on derivative instruments						(6,276)	(6,276)
Comprehensive income						1,687	42,599
Distributions			(21,748)	(5,440)	(275)		(27,463)
Conversion of Subordinated Units to Common Units	9,891,072	(9,891,072)	13,785	(13,785)			--
BALANCE DECEMBER 31, 2002	49,432,358	--	$ 232,821	$ --	$ 2,348	$ 8,333	$ 243,502

See accompanying notes to consolidated financial statements.

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

1. BASIS OF PRESENTATION

The condensed consolidated financial statements include the accounts of AmeriGas Partners, L.P. ("AmeriGas Partners") and its principal operating subsidiaries AmeriGas Propane, L.P. ("AmeriGas OLP") and AmeriGas OLP's subsidiary, AmeriGas Eagle Propane, L.P. ("Eagle OLP"). AmeriGas Partners, AmeriGas OLP and Eagle OLP are Delaware limited partnerships. AmeriGas OLP and Eagle OLP are collectively referred to herein as "the Operating Partnerships," and AmeriGas Partners, the Operating Partnerships and all of their subsidiaries are collectively referred to herein as "the Partnership" or "we." We eliminate all significant intercompany accounts and transactions when we consolidate. We account for AmeriGas Propane, Inc.'s (the "General Partner's") 1.01% interest in AmeriGas OLP and an unrelated third party's 0.1% limited partner interest in Eagle OLP as minority interests in the condensed consolidated financial statements.

The accompanying condensed consolidated financial statements are unaudited and have been prepared in accordance with the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). They include all adjustments which we consider necessary for a fair statement of the results for the interim periods presented. Such adjustments consisted only of normal recurring items unless otherwise disclosed. These financial statements should be read in conjunction with the financial statements and related notes included in our Annual Report on Form 10-K for the year ended September 30, 2002 ("2002 Annual Report"). Weather significantly impacts demand for propane and profitability because many customers use propane for heating purposes. Due to the seasonal nature of the Partnership's propane business, the results of operations for interim periods are not necessarily indicative of the results to be expected for a full year.

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. Potentially dilutive Common Units included in the diluted net income per unit calculations result from Common Unit awards issued under AmeriGas Propane, Inc. incentive compensation plans.

COMPREHENSIVE INCOME. The following table presents the components of comprehensive income for the three months ended December 31, 2002 and 2001:

	Three Months Ended December 31, 2002	Three Months Ended December 31, 2001
Net income	$ 40,912	$18,397
Other comprehensive income (loss)	1,687	(5,743)
Comprehensive income	$ 42,599	$12,654

(Thousands of dollars, except per unit)

Other comprehensive income (loss) is principally the result of changes in the fair value of propane commodity derivative instruments and interest rate protection agreements, net of reclassifications of net gains and losses to net income.

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 ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees" ("APB 25"), in recording compensation expense for grants of equity instruments to employees. We recorded stock-based compensation expense of $330 and $119 during the three months ended December 31, 2002 and 2001, respectively. Our stock-based compensation expense under the provisions of APB 25 for all periods presented was not materially different from amounts determined under the provisions of SFAS 123.

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.

RECLASSIFICATIONS. In order to more appropriately classify direct costs associated with the Partnership's Prefilled Propane Xchange ("PPX(R)") program, for the three months ended December 31, 2002 certain costs previously reflected in operating and administrative expenses have been included in cost of sales. We have reclassified $2,752 of such costs incurred in the prior-year period to conform to the current-period presentation.

2. INTANGIBLE ASSETS

The Partnership's intangible assets comprise the following:

	December 31, 2002	September 30, 2002
Subject to amortization:		
Customer relationships and noncompete agreements	$ 31,639	$ 31,237
Accumulated amortization	(9,437)	(8,651)
	$ 22,202	$ 22,586
Not subject to amortization:		
Goodwill	$ 497,796	$ 496,603
Excess reorganization value	93,320	93,320
	$ 591,116	$ 589,923

The increases in intangible assets during the three months ended December 31, 2002 were the result of a Partnership business acquisition.

Amortization expense of intangible assets for the three months ended December 31, 2002 and 2001 was $787 and $911, respectively. Our expected aggregate amortization expense of intangible assets for the next five fiscal years is as follows: Fiscal 2003 - $2,932; Fiscal 2004 - $2,765; Fiscal 2005 - $2,527; Fiscal 2006 - $2,120; Fiscal 2007 - $1,489.

3. CONVERSION OF SUBORDINATED UNITS

In December 2002, the General Partner determined that the cash-based performance and distribution requirements for the conversion of the remaining 9,891,072 Subordinated Units, all of which were held by the General Partner, had been met in respect of the quarter ended September 30, 2002. As a result, these Subordinated Units were converted to a like number of Common Units effective November 18, 2002. The conversion of the Subordinated Units did not result in an increase in the total number of AmeriGas Partners limited partner units outstanding.

4. RELATED PARTY TRANSACTIONS

Pursuant to the Second Amended and Restated Agreement of Limited Partnership of AmeriGas Partners and a Management Services Agreement between AmeriGas Eagle Holdings, Inc., the general partner of Eagle OLP, and the General Partner, 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 totaled $71,892 and $68,771 during the three months ended December 31, 2002 and 2001, respectively.

UGI Corporation ("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 $1,617 and $1,254 during the three months ended December 31, 2002 and 2001, respectively. UGI and certain of its subsidiaries also provide office space, and during the three months ended December 31, 2002, automobile liability insurance, to the Partnership. These expenses totaled $431 and $354 during the three months ended December 31, 2002 and 2001, respectively.

The Partnership purchases propane on behalf of Atlantic Energy. Atlantic Energy reimburses AmeriGas OLP for its purchases plus interest as Atlantic Energy sells such propane to third parties or to the Partnership itself. The total dollar value of propane purchased on behalf of Atlantic Energy was $2,784 and $3,142 during the three months ended December 31, 2002 and 2001, respectively. Purchases of propane by AmeriGas

OLP from Atlantic Energy during the three months ended December 31, 2002 and 2001 totaled $5,761 and $3,971, respectively.

The General Partner also provides other services to Atlantic Energy including accounting, insurance and other administrative services and is reimbursed for the related costs. Such costs were not material during the three months ended December 31, 2002 or 2001. In addition, AmeriGas OLP enters into product cost hedging contracts on behalf of Atlantic Energy. When these contracts are settled, AmeriGas OLP is reimbursed the cost of any losses, or distributes the proceeds of any gains, to Atlantic Energy.

Amounts due from Atlantic Energy at December 31, 2002, September 30, 2002 and December 31, 2001 totaled $2,826, $5,243 and $6,198, respectively, which amounts are included in accounts receivable - related parties in the Condensed Consolidated Balance Sheets.

5. LONG-TERM DEBT

On December 3, 2002, AmeriGas Partners issued $88,000 face amount of 8.875% Senior Notes due 2011 at an effective interest rate of 8.30%. The proceeds, net of underwriters' fees, of approximately $89,100 were used on January 6, 2003, subsequent to the end of the quarter, to redeem prior to maturity AmeriGas Partners' $85,000 face amount of 10.125% Senior Notes due 2007 at a redemption price of 102.25%, plus accrued interest. The Partnership will recognize a loss of approximately $3,000 in the quarter ending March 31, 2003 related to the redemption premium and other associated costs and expenses.

6. COMMITMENTS AND CONTINGENCIES

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 $19,000 at December 31, 2002. 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. In December 1999, Texas Eastern filed for dissolution under the Delaware General Corporation Law. In May 2001, Petrolane filed a declaratory judgment action in the Delaware Chancery Court seeking confirmation of Texas Eastern's indemnification obligations and judicial supervision of Texas Eastern's dissolution to ensure that its indemnification obligations to Petrolane are paid or adequately provided for in accordance with law. Those proceedings are pending. In a Liquidation and Winding Up Agreement dated September 17, 2002, PanEnergy Corporation ("PanEnergy"), Texas Eastern's sole stockholder, agreed to assume all of Texas Eastern's liabilities as of

December 20, 2002, to the extent of the value of Texas Eastern's assets transferred to PanEnergy as of that date (which is expected to exceed $94,000), and to the extent that such liabilities arise within ten years from Texas Eastern's date of dissolution. Notwithstanding the dissolution proceeding, and based on Texas Eastern previously having satisfied directly defaulted lease obligations without the Partnership's having to honor its guarantee, we believe that the probability that the Partnership will be required to directly satisfy the lease obligations subject to the indemnification agreement is remote.

On August 21, 2001, AmeriGas Partners, through AmeriGas OLP, acquired the propane distribution businesses of Columbia Energy Group (the "2001 Acquisition") pursuant to the terms of a purchase agreement (the "2001 Acquisition Agreement") by and among Columbia Energy Group ("CEG"), Columbia Propane Corporation ("CPC"), Columbia Propane, L.P. ("CPLP"), CP Holdings, Inc. ("CPH," and together with CPC and CPLP, the "Company Parties"), AmeriGas Partners, AmeriGas OLP and the General Partner (together with AmeriGas Partners and AmeriGas OLP, the "Buyer Parties"). As a result of the 2001 Acquisition, AmeriGas OLP acquired all of the stock of CPC and CPH and substantially all of the partnership interests of CPLP. Under the terms of an earlier acquisition agreement (the "1999 Acquisition Agreement"), the Company Parties agreed to indemnify the former general partners of National Propane Partners, L.P. (a predecessor company of the Columbia Propane businesses) and an affiliate (collectively, "National General Partners") against certain income tax and other losses that they may sustain as a result of the 1999 acquisition by CPLP of National Propane Partners, L.P. (the "1999 Acquisition") or the operation of the business after the 1999 Acquisition ("National Claims"). At December 31, 2002, the potential amount payable under this indemnity by the Company Parties was approximately $71,000. These indemnity obligations will expire on the date that CPH acquires the remaining outstanding partnership interest of CPLP, which is expected to occur on or after July 19, 2009.

Under the terms of the 2001 Acquisition Agreement, CEG agreed to indemnify the Buyer Parties and the Company Parties against any losses that they sustain under the 1999 Acquisition Agreement and related agreements ("Losses"), including National Claims, to the extent such claims are based on acts or omissions of CEG or the Company Parties prior to the 2001 Acquisition. The Buyer Parties agreed to indemnify CEG against Losses, including National Claims, to the extent such claims are based on acts or omissions of the Buyer Parties or the Company Parties after the 2001 Acquisition. CEG and the Buyer Parties have agreed to apportion certain losses resulting from National Claims to the extent such losses result from the 2001 Acquisition itself.

We also have other contingent liabilities, 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.

7. RESTATEMENT OF BALANCE SHEET

The Company is restating the December 31, 2002 Condensed Consolidated Balance Sheet to properly include in current maturities of long-term debt, rather than in long-term debt, the $85,000 of AmeriGas Partners 10 1/8% Senior Notes redeemed on January 6, 2003 as described in Note 5 to Condensed Consolidated Financial Statements.

AMERIGAS FINANCE CORP.
(a wholly owned subsidiary of AmeriGas Partners, L.P.)

BALANCE SHEETS

	December 31, 2002 (unaudited)	September 30, 2002
ASSETS		
Cash	$ 1,000	$ 1,000
Total assets	$ 1,000	$ 1,000
STOCKHOLDER'S EQUITY		
Common stock, $.01 par value; 100 shares authorized, issued and outstanding	$ 1	$ 1
Additional paid-in capital	999	999
Total stockholder's equity	$ 1,000	$ 1,000

See accompanying note to balance sheets.

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

NOTE TO BALANCE SHEETS

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 and AmeriGas Finance jointly and severally issued $100,000,000 face value of 10.125% Senior Notes due April 2007 (Notes). In November 2001, AmeriGas Partners redeemed prior to maturity $15,000,000 face value of the Notes at a redemption price of 103.375%. In January 2003, AmeriGas Partners redeemed prior to maturity, the remaining $85,000,000 face value of the Notes at a redemption price of 102.25%.

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

AMERIGAS EAGLE FINANCE CORP.
(a wholly owned subsidiary of AmeriGas Partners, L.P.)

BALANCE SHEETS

	December 31, 2002 (unaudited)	September 30, 2002
ASSETS		
Cash	$ 1,000	$ 1,000
Total assets	$ 1,000	$ 1,000
STOCKHOLDER'S EQUITY		
Common stock, without par value; 100 shares authorized, issued and outstanding	$ --	$ --
Additional paid-in capital	1,000	1,000
Total stockholder's equity	$ 1,000	$ 1,000

See accompanying note to balance sheets.

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

NOTE TO BALANCE SHEETS

AmeriGas Eagle Finance Corp. (Eagle Finance), a Delaware corporation, was formed on February 22, 2001 and is a wholly owned subsidiary of AmeriGas Partners, L.P. (AmeriGas Partners).

On April 4, 2001, AmeriGas Partners and Eagle Finance jointly and severally issued $60,000,000 face value of 10% Senior Notes due April 2006.

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

AP EAGLE FINANCE CORP.
(a wholly owned subsidiary of AmeriGas Partners, L.P.)

BALANCE SHEETS

	December 31, 2002 (unaudited)	September 30, 2002
ASSETS		
Cash	$ 1,000	$ 1,000
Total assets	$ 1,000	$ 1,000
STOCKHOLDER'S EQUITY		
Common stock, without par value; 100 shares authorized, issued and outstanding	$ --	$ --
Additional paid-in capital	1,000	1,000
Total stockholder's equity	$ 1,000	$ 1,000

See accompanying note to balance sheets.

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

NOTE TO BALANCE SHEETS

AP Eagle Finance Corp. (AP Eagle Finance), a Delaware corporation, was formed on April 12, 2001 and is a wholly owned subsidiary of AmeriGas Partners, L.P. (AmeriGas Partners).

On August 21, 2001, AmeriGas Partners and AP Eagle Finance jointly and severally issued $200,000,000 face value of 8.875% Series A Senior Notes due May 2011. On December 20, 2001, AmeriGas Partners and AP Eagle Finance exchanged $199,985,000 face value of 8.875% Series A Senior Notes due May 2011 for a like amount of AmeriGas Partners and AP Eagle Finance 8.875% Series B Senior Notes due May 2011 pursuant to a registered exchange offer. On May 3, 2002, AmeriGas Partners and AP Eagle Finance jointly and severally issued an additional $40,000,000 face value of 8.875% Senior Notes due May 2011. On December 3, 2002, AmeriGas Partners and AP Eagle Finance jointly and severally issued an additional $88,000,000 face value of 8.875% Senior Notes due May 2011.

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

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following analyses compare the Partnership's results of operations for the three months ended December 31, 2002 ("2002 three-month period") with the three months ended December 31, 2001 ("2001 three-month period"). AmeriGas Finance Corp., AmeriGas Eagle Finance Corp., and AP Eagle Finance Corp. have nominal assets and do not conduct any operations. Accordingly, discussions of the results of operations and financial condition and liquidity of these entities are not presented.

2002 THREE-MONTH PERIOD COMPARED WITH 2001 THREE-MONTH PERIOD

Three Months Ended December 31,	2002	2001	Increase	
(Dollars in millions)				
Gallons sold (millions):				
Retail	306.6	265.6	41.0	15.4%
Wholesale	89.3	83.2	6.1	7.3%
	395.9	348.8	47.1	13.5%
Revenues:				
Retail propane	$ 361.8	$ 298.8	$ 63.0	21.1%
Wholesale propane	48.8	40.4	8.4	20.8%
Other	34.4	32.2	2.2	6.8%
	$ 445.0	$ 371.4	$ 73.6	19.8%
Total margin (a)	$ 201.7	$ 172.2	$ 29.5	17.1%
EBITDA (b)	$ 81.7	$ 57.9	$ 23.8	41.1%
Operating income	$ 64.4	$ 42.0	$ 22.4	53.3%
Heating degree days - % colder (warmer) than normal (c)	1.1	(15.3)	--	--

(a) Total margin represents total revenues less cost of sales.

(b) EBITDA (earnings before interest expense, income taxes, depreciation and amortization, equity investee income and minority interests) 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 accounting principles generally accepted in the United States. EBITDA is included to provide additional information for evaluating (1) the Partnership's ability to declare and pay the Minimum Quarterly Distribution and (2) its performance. The Partnership's definition of EBITDA may be different from that used by other companies.

(c) Deviation from average heating degree days based upon national weather statistics provided by the National Oceanic and Atmospheric Administration ("NOAA") for 335 airports in the continental United States.

Nationwide temperatures based upon heating degree day statistics provided by NOAA were 1.1% colder than normal in the 2002 three-month period compared with temperatures that were 15.3% warmer than normal in the prior-year three-month period. Retail gallons sold increased 15.4% principally as a result of the colder 2002 three-month period weather. Commercial and industrial sales in both three-month periods were negatively affected by a sluggish U.S. economy. Low margin wholesale volumes increased 6.1 million gallons primarily reflecting the effects of the colder 2002 three-month period weather.

Retail propane revenues were $361.8 million in the 2002 three-month period, an increase of $63.0 million, reflecting a $46.1 million increase as a result of the greater retail volumes sold and a $16.9 million increase as a result of higher average selling prices. Wholesale propane revenues increased $8.4 million reflecting higher average wholesale selling prices and the previously mentioned increase in wholesale volumes sold. The higher average retail and wholesale selling prices in the 2002 three-month period reflect higher propane commodity prices. Total cost of sales increased $44.2 million reflecting the effects of the greater retail and wholesale volumes sold and the increase in the commodity price of propane.

Total margin increased $29.5 million principally as a result of the weather-related increase in retail gallons sold during the 2002 three-month period and, to a lesser extent, a $4.4 million increase in margin from PPX(R). The increase in PPX(R) margin reflects higher volumes, and greater unit margins to fund the purchase of grill cylinder overfill protection devices ("OPDs") in order to meet National Fire Protection Association ("NFPA") guidelines. These guidelines require that propane grill cylinders refilled after April 1, 2002, be fitted with OPDs. The extent to which this greater level of PPX(R) margin is sustainable will depend upon a number of factors including the continuing rate of OPD valve replacement and competitive market conditions.

The $23.8 million increase in EBITDA (earnings before interest expense, income taxes, depreciation and amortization, minority interests and income from equity investees) in the 2002 three-month period principally reflects the previously mentioned higher total margin and a $2.1 million increase in other income partially offset by a $7.8 million increase in the Partnership's operating and administrative expenses. Although EBITDA is not a measure of performance or financial condition under accounting principles generally accepted in the United States, it is included in this analysis to provide additional information for evaluating the Partnership's ability to pay and declare the Minimum Quarterly Distribution of $0.55 ("MQD") and for evaluating the Partnership's performance. The Partnership's definition of EBITDA may be different from the definition of EBITDA used by other companies. Notwithstanding the significant increase in retail volumes sold in the 2002 three-month period, payroll and benefits expense increased only $2.0 million principally reflecting the full-period benefit of the consolidation of 90 Columbia Propane and AmeriGas Propane districts. In addition, 2002 three-month period operating and administrative expenses reflect higher provisions for doubtful accounts due in large part to the increased sales; greater general insurance and litigation expense; and an increase in delivery vehicle expenses due in large part to the greater retail volumes delivered during the 2002 three-month period. Other income in the prior-year three-month period was reduced by a $2.1 million loss from declines in the value of propane commodity option contracts. Operating income increased less than the increase in EBITDA principally as a result of higher depreciation expense associated with OPDs.

FINANCIAL CONDITION AND LIQUIDITY

FINANCIAL CONDITION

The Partnership's long-term debt outstanding at December 31, 2002 totaled $1,035.7 million (including current maturities of $145.6 million) compared to $945.8 million of long-term debt (including current maturities of $60.4 million) at September 30, 2002. On December 3, 2002, AmeriGas Partners issued $88 million face amount of 8.875% Senior Notes due 2011 at an effective interest rate of 8.30%. The net proceeds of approximately $89.1 million, which are included in cash and cash equivalents at December 31, 2002, were used on January 6, 2003, subsequent to the end of the quarter, to redeem prior to maturity AmeriGas Partners' $85 million face amount of 10.125% Senior Notes due 2007 at a redemption price of 102.25%, plus accrued interest. The Partnership will recognize a loss of approximately $3.0 million in the quarter ending March 31, 2003 relating to the redemption premium and other associated costs and expenses.

AmeriGas OLP's Second Amended and Restated Bank Credit Agreement consists of a $100 million Revolving Credit Facility and a $75 million Acquisition Facility. At December 31, 2002, there was $37 million outstanding under the Revolving Credit Facility. Issued and outstanding letters of credit under the Revolving Credit Facility, which reduce available borrowing capacity, totaled $22.2 million at December 31, 2002.

During the three months ended December 31, 2002, the Partnership declared and paid the MQD on all limited partner units for the quarter ended September 30, 2002. The MQD for the quarter ended December 31, 2002 will be paid on February 18, 2003 to holders of record on February 10, 2003. Effective November 18, 2002, the 9,891,072 Subordinated Units held by the General Partner were converted to Common Units (see "Conversion of Subordinated Units" below). The ability of the Partnership to declare and pay the MQD on limited partner units in the future 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

In December 2002, the General Partner determined that the cash-based performance and distribution requirements for the conversion of the remaining 9,891,072 Subordinated Units, all of which were held by the General Partner, had been met in respect of the quarter ended September 30, 2002. As a result, these Subordinated Units were converted to a like number of Common Units effective November 18, 2002. The conversion of the Subordinated Units did not result in an increase in the total number of AmeriGas Partners limited partner units outstanding.

CASH FLOWS

The Partnership had cash and cash equivalents totaling $110.5 million at December 31, 2002 compared to $47.4 million at September 30, 2002. The significantly higher cash balances at December 31, 2002 include the proceeds from the previously mentioned December 3, 2002 issuance of $88 million face amount of 8.875% AmeriGas Partners Senior Notes. Due to the seasonal nature of the propane business, cash flows from operating activities are generally strongest during the second and third fiscal quarters when customers pay for propane purchased during the heating season and are generally at their lowest levels during the first and fourth fiscal quarters. Accordingly, cash flows from operating activities during the three months ended December 31, 2002 are not necessarily indicative of cash flows to be expected for a full year.

OPERATING ACTIVITIES. Cash used by operating activities was $8.6 million during the 2002 three-month period compared to cash provided by operating activities of $8.4 million in the prior-year three-month period. Cash required to fund changes in operating working capital during the 2002 three-month period was $70.7 million, a significant increase from the $24.6 million required in the prior-year three-month period, reflecting the effects of the higher propane volumes sold and higher propane commodity costs. Cash flow from operating activities before changes in working capital was $62.1 million in the 2002 three-month period compared to $33.1 million in the prior-year three-month period reflecting the significant improvement in 2002 three-month period operating results.

INVESTING ACTIVITIES. We spent $15.6 million for property, plant and equipment (including maintenance capital expenditures of $5.7 million) during the three months ended December 31, 2002 compared to $14.6 million (including maintenance capital expenditures of $6.5 million) during the prior-year three-month period. Proceeds from asset disposals were lower in the 2002 three-month period principally due to lower sales of Columbia Propane excess assets. During the three months ended December 31, 2002, the Partnership acquired a propane distribution business for $2.2 million.

FINANCING ACTIVITIES. The Partnership declared and paid the MQD on all limited partner units and the general partner interests during each of the 2002 and 2001 three-month periods. AmeriGas OLP Revolving Credit Agreement borrowings increased $27.0 million during the 2002 three-month period compared to an increase of $8.0 million in the prior-year period reflecting higher cash needs to fund operating working capital. In December 2002, AmeriGas Partners received $89.1 million of net proceeds from the issuance of $88 million face amount of 8.875% Senior Notes due 2011. On January 6, 2003, subsequent to the end of the quarter, the net proceeds were used to repay prior to maturity the remaining $85 million face amount of 10.125% Senior Notes at a redemption price of 102.25%, plus accrued interest. During the prior-year three-month period, the Partnership sold 350,000 Common Units to the General Partner and 1,843,047 Common Units to the public in conjunction with an underwritten public offering. The net proceeds of these sales and related capital contributions from the General Partner totaling approximately $45 million were contributed to AmeriGas OLP and used to reduce Bank Credit Agreement borrowings and for working capital. Also during the 2001 three-month period, AmeriGas Partners redeemed prior to maturity $15 million of its 10.125% Senior Notes and AmeriGas OLP repaid $20 million of Acquisition Facility borrowings.

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

The Financial Accounting Standards Board ("FASB") recently issued SFAS No. 148, "Accounting for Stock-Based Compensation - Transition and Disclosure" ("SFAS 148"); SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities" ("SFAS 146"); and FASB Interpretation No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others" ("FIN 45").

SFAS 148 amends SFAS No. 123, "Accounting for Stock-Based Compensation" ("SFAS 123"), to provide alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. In addition, SFAS 148 amends the disclosure requirements of SFAS 123 to require prominent disclosures in both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. As permitted by SFAS 123, we currently apply the provisions of Accounting Principles Board ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees" ("APB 25"), in recording compensation expense for grants of stock, stock options, and other equity instruments to employees. We adopted the disclosure provisions of SFAS 148 during the quarter ended December 31, 2002 (see Note 1 to Condensed Consolidated Financial Statements).

SFAS 146 addresses accounting for costs associated with exit or disposal activities and replaces the guidance in Emerging Issues Task Force ("EITF") No. 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity." Generally, SFAS 146 requires that a liability for costs associated with an exit or disposal activity, including contract termination costs, employee termination benefits and other associated costs, be recognized when the liability is incurred. Under EITF No. 94-3, a liability was recognized at the date an entity committed to an exit plan. SFAS 146 became effective for disposal activities initiated after December 31, 2002. The initial adoption of the provisions of SFAS 146 did not affect our financial position or results of operations.

FIN 45 expands the existing disclosure requirements for guarantees and requires that companies recognize, at the inception of a guarantee, a liability for the fair value of the obligations undertaken when issuing the guarantee. The initial recognition and initial measurement provisions of FIN 45 are effective for guarantees issued or modified after December 31, 2002. The disclosure requirements of FIN 45 are included in Note 6 to Condensed Consolidated Financial Statements. We do not believe the application of FIN 45 will have a material effect on our financial position or results of operations.

AMERIGAS PARTNERS, L.P.

PART II OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) List of Exhibits:

99 Certification by the Chief Executive Officer and Chief Financial Officer relating to the Registrants' Reports on Form 10-Q for the quarter ended December 31, 2002 as amended by Amendment No. 1 on Form 10-Q/A.

(b) The following Current Reports on Form 8-K were filed during the fiscal quarter ended December 31, 2002:

DATE	ITEM NUMBER	CONTENT
November 1, 2002	5	Notice of Fourth Quarter and Year End Earnings Conference Call Webcast
November 22, 2002	5	Notice of Fourth Quarter and Year End Earnings; and Announcement relating to the 10 1/8% Senior Notes Redemption.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report on Form 10-Q/A to be signed on their behalf by the undersigned thereunto duly authorized.

AmeriGas Partners, L.P.

(Registrant)

By: AmeriGas Propane, Inc.,
as General Partner

Date: April 11, 2003

By: /s/ Martha B. Lindsay

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

AmeriGas Finance Corp.

(Registrant)

Date: April 11, 2003

By: /s/ Martha B. Lindsay

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

AmeriGas Eagle Finance Corp.

(Registrant)

Date: April 11, 2003

By: /s/ Martha B. Lindsay

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

AP Eagle Finance Corp.

(Registrant)

Date: April 11, 2003

By: /s/ Martha B. Lindsay

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

CERTIFICATIONS

I, Eugene V.N. Bissell, certify that:

1. I have reviewed this Amendment No. 1 on Form 10-Q/A to the quarterly report on Form l0-Q for the quarter ended December 31, 2002 (as amended, the "quarterly report") of AmeriGas Partners, L.P., AmeriGas Finance Corp., AmeriGas Eagle Finance Corp. and AP Eagle Finance Corp.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report; and

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrants as of, and for, the periods presented in this quarterly report.

Date: April 11, 2003

/s/ Eugene V.N. Bissell

Eugene V.N. Bissell
President and Chief Executive Officer
AmeriGas Propane, Inc.
AmeriGas Finance Corp.
AmeriGas Eagle Finance Corp.
AP Eagle Finance Corp.

I, Martha B. Lindsay, certify that:

1. I have reviewed this Amendment No. 1 on Form 10-Q/A to the quarterly report on Form 10-Q for the quarter ended December 31, 2002 (as amended, the "quarterly report") of AmeriGas Partners, L.P., AmeriGas Finance Corp., AmeriGas Eagle Finance Corp. and AP Eagle Finance Corp.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report; and

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrants as of, and for, the periods presented in this quarterly report.

Date: April 11, 2003

/s/ Martha B. Lindsay

Martha B. Lindsay
Vice President - Finance and Chief Financial Officer
AmeriGas Propane, Inc.
AmeriGas Finance Corp.
AmeriGas Eagle Finance Corp.
AP Eagle Finance Corp.

AMERIGAS PARTNERS, L.P.

EXHIBIT INDEX

99	Certification by the Chief Executive Officer and the Chief Financial Officer relating to the Registrants' amended Report on Form 10-Q for the quarter ended December 31, 2002.

EXHIBIT 99

CERTIFICATION BY THE CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER RELATING TO A PERIODIC REPORT CONTAINING FINANCIAL STATEMENTS

I, Eugene V. N. Bissell, Chief Executive Officer, and I, Martha B. Lindsay, Chief Financial Officer, of each of AmeriGas Propane, Inc., a Pennsylvania corporation and the General Partner of AmeriGas Partners, L.P., a Delaware limited partnership (the "Partnership"), AmeriGas Finance Corp. ("Finance Corp."), AmeriGas Eagle Finance Corp. ("Eagle Finance Corp.") and AP Eagle Finance Corp. ("AP Finance Corp. and collectively with the Partnership, Finance Corp. and Eagle Finance Corp., the "Registrant") hereby certify that:

(1) The Registrant's periodic report on Form 10-Q for the period ended December 31, 2002 as amended by Amendment No. 1 on Form 10-Q/A (the "Form 10-Q") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

* * *

CHIEF EXECUTIVE OFFICER	CHIEF FINANCIAL OFFICER
/s/ Eugene V. N. Bissell	/s/ Martha B. Lindsay
Eugene V. N. Bissell	Martha B. Lindsay
Date: April 11, 2003	Date: April 11, 2003