

FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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

FOR THE QUARTERLY PERIOD ENDED MAY 31, 1997

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 1-11727

HERITAGE PROPANE PARTNERS, L.P.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of
incorporation or organization)

73-1493906

(I.R.S. Employer
Identification No.)

8801 SOUTH YALE AVENUE, SUITE 310

TULSA, OKLAHOMA 74137

(Address of principal
executive offices
and zip code)

(918) 492-7272

(Registrant's telephone number, including area code)

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 ☒ No ☐

At June 30, 1997, the registrant had units outstanding as follows:

Heritage Propane Partners, L.P.	4,285,000	Common Units
	3,702,943	Subordinated Units

FORM 10-Q
HERITAGE PROPANE PARTNERS, L.P.

TABLE OF CONTENTS

	Pages

PART I FINANCIAL INFORMATION	
Item 1. Financial Statements	
Heritage Propane Partners, L.P. and Subsidiaries	
Consolidated Balance Sheets as of May 31, 1997 and August 31, 1996	1
Consolidated Statements of Operations for the three and nine months ended May 31, 1997 and May 31,1996 (Predecessor)	2
Consolidated Statements of Cash Flows for the nine months ended May 31, 1997 and May 31,1996 (Predecessor)	3
Notes to Consolidated Financial Statements	4
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	5
PART II OTHER INFORMATION	
Item 6. Exhibits and Reports on Form 8-K	9
Signatures	

FORM 10-Q
PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

HERITAGE PROPANE PARTNERS, L.P. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS, EXCEPT UNIT DATA)

ASSETS	May 31, 1997 ----- (unaudited)	August 31, 1996 -----
CURRENT ASSETS:		
Cash	\$ 1,696	\$ 1,170
Accounts receivable, net	11,568	10,859
Inventories	8,452	11,115
Prepaid expenses	1,183	870
	-----	-----
Total current assets	22,899	24,014
PROPERTY, PLANT AND EQUIPMENT, net	112,038	110,342
INVESTMENT IN AFFILIATES	4,205	4,882
INTANGIBLES AND OTHER ASSETS, net	49,923	48,612
	-----	-----
Total assets	\$189,065	\$187,850
	=====	=====
LIABILITIES AND PARTNERS' CAPITAL		
CURRENT LIABILITIES:		
Working capital facilities	\$ 300	\$ 5,600
Accounts payable	9,767	13,155
Accrued and other current liabilities	8,960	5,730
Current maturities of long-term debt	360	243
	-----	-----
Total current liabilities	19,387	24,728
LONG-TERM DEBT, less current maturities	139,293	132,521
	-----	-----
Total liabilities	158,680	157,249
	-----	-----
PARTNERS' CAPITAL:		
Common unit holders (4,285,000 units outstanding)	16,277	16,392
Subordinated unit holders (3,702,943 units outstanding)	13,803	13,902
General Partner	305	307
	-----	-----
Total partners' capital	30,385	30,601
	-----	-----
Total liabilities and partners' capital	\$189,065	\$187,850
	=====	=====

THE ACCOMPANYING NOTES ARE AN INTEGRAL
PART OF THESE CONSOLIDATED BALANCE SHEETS.

HERITAGE PROPANE PARTNERS, L.P. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
(IN THOUSANDS, EXCEPT UNIT DATA)
(UNAUDITED)

	Three Months Ended May 31, 1997		Nine Months Ended May 31, 1997	
	(Predecessor)		(Predecessor)	
REVENUES				
Retail	\$ 26,438	\$ 24,800	\$ 113,664	\$ 90,729
Wholesale	10,898	8,334	49,080	36,365
Other	3,576	3,589	13,551	13,111
Total revenues	40,912	36,723	176,295	140,205
COST AND EXPENSES				
Cost of products sold	24,453	21,739	113,519	85,550
Depreciation and amortization	2,848	2,373	8,165	6,969
Selling, general and administrative	1,342	1,147	3,978	3,061
Operating expenses	9,812	8,672	31,323	27,526
Total costs and expenses	38,455	33,931	156,985	123,106
OPERATING INCOME	2,457	2,792	19,310	17,099
GAIN (LOSS) ON DISPOSAL OF ASSETS	(44)	31	267	146
OTHER INCOME (EXPENSE)	21	(131)	(10)	(66)
EQUITY IN EARNINGS OF AFFILIATES	111	41	562	409
INTEREST EXPENSE	(2,961)	(3,195)	(8,911)	(9,974)
INCOME (LOSS) BEFORE MINORITY INTEREST	(416)	(462)	11,218	7,614
PROVISION FOR INCOME TAXES	(4)	228	(24)	(3,313)
MINORITY INTEREST	(71)	(38)	(493)	(355)
NET INCOME (LOSS)	\$ (491)	\$ (272)	\$ 10,701	\$ 3,946
GENERAL PARTNER'S INTEREST IN NET INCOME (LOSS)	(5)		108	
LIMITED PARTNERS' INTEREST IN NET INCOME (LOSS)	\$ (486)		\$ 10,593	
NET INCOME (LOSS) PER LIMITED PARTNER UNIT	\$ (0.06)		\$ 1.33	
WEIGHTED AVERAGE NUMBER OF UNITS OUTSTANDING	7,987,943		7,987,943	

THE ACCOMPANYING NOTES ARE AN INTEGRAL
PART OF THESE CONSOLIDATED STATEMENTS

CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN THOUSANDS)
(UNAUDITED)

	For the Nine Months Ended	
	May 31, 1997	May 31, 1996
	-----	-----
	(Predecessor)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income	\$ 10,701	\$ 3,946
Reconciliation of net Income to net cash provided by operating activities---		
Depreciation and amortization	8,165	6,969
Provision for losses on accounts receivable	492	216
Gain on disposal of assets	(267)	(146)
Other	---	173
Increase in deferred income taxes	---	3,278
Undistributed earnings of affiliates	(519)	(417)
Changes in assets and liabilities, net of effect of acquisitions:		
Accounts receivable	(775)	(2,304)
Inventories	2,868	4,445
Prepaid expenses	(26)	(1,591)
Intangibles and other assets	(301)	(655)
Accounts payable	(3,495)	143
Accrued and other current liabilities	3,127	74
	-----	-----
Net cash provided by operating activities	19,970	14,131
	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES:		
Cash paid for acquisitions, net of cash acquired	(3,941)	(8,367)
Capital expenditures	(5,566)	(5,842)
Proceeds from asset sales	1,360	258
	-----	-----
Net cash used in investing activities	(8,147)	(13,951)
	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from borrowings	45,013	36,745
Principal payments on debt	(45,393)	(35,465)
Unit distribution to partners	(10,917)	---
Other	---	28
	-----	-----
Net cash provided by (used in) financing activities	(11,297)	1,308
	-----	-----
INCREASE IN CASH	526	1,488
CASH, beginning of period	1,170	1,237
	-----	-----
CASH, end of period	\$ 1,696	\$ 2,725
	=====	=====
NONCASH FINANCING ACTIVITIES:		
Notes payable incurred on noncompete agreements	\$ 1,294	\$ 500
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the period for Interest	\$ 6,561	\$ 10,140

THE ACCOMPANYING NOTES ARE AN INTEGRAL
PART OF THESE CONSOLIDATED STATEMENTS.

HERITAGE PROPANE PARTNERS, L.P. AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(IN THOUSANDS, EXCEPT UNIT DATA)

1. GENERAL:

The accompanying unaudited consolidated financial statements have been prepared by Heritage Propane Partners, L.P. (the Partnership) and should be read in conjunction with the Partnership's consolidated financial statements as of August 31, 1996 and the notes thereto included in the Partnership's consolidated financial statements included in Form 10-K as filed with the Securities and Exchange Commission. The foregoing financial statements include only normal recurring accruals and all adjustments which the Partnership considers necessary for a fair presentation.

2. DETAILS TO CONSOLIDATED BALANCE SHEETS:

Inventories are valued at the lower of cost or market. The cost of fuel inventories is determined using average cost while the cost of appliances, parts and fittings is determined by the first-in, first-out method. Inventories consist of the following:

	MAY 31, 1997	AUG. 31, 1996
	-----	-----
	(UNAUDITED)	
Fuel	\$ 5,190	\$ 7,735
Appliances, parts and fittings	3,262	3,380
	-----	-----
	\$ 8,452	\$ 11,115
	=====	=====

3. INCOME OR LOSS PER LIMITED PARTNER UNIT:

Income or loss per limited partner unit is computed by dividing net income or loss, after considering the General Partner's one percent interest, by the weighted average number of Common and Subordinated Units outstanding.

4. CASH DISTRIBUTIONS:

A cash distribution of \$2,820, or \$.353 per Common and Subordinated unit, was paid on October 15, 1996 to Unitholders of record on October 1, 1996 and \$58 was distributed to the General Partner. Cash distributions of \$3,993 or \$.50 per Common and Subordinated unit, were paid on January 14, 1997 and on April 14, 1997 to Unitholders of record on January 2, 1997 and April 2, 1997 respectively. The General Partner received \$82 from each of these distributions.

5. RECLASSIFICATIONS:

Certain prior quarter amounts have been reclassified to conform with the current quarter presentations. These reclassifications have no impact on net income or loss.

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

ANALYSIS OF UNAUDITED HISTORICAL RESULTS OF OPERATIONS

On June 28, 1996, Heritage Propane Partners, L.P. (the Partnership) acquired certain assets of Heritage Holdings, Inc. (the Company) and completed an initial public offering. The following discussion reflects for the periods indicated the results of operations and operating data for the Partnership and its predecessor, the Company. Since May 31, 1996, the Company/Partnership has consummated nine acquisitions which affect the comparability of prior period financial results as they are, for the most part included in all nine months for the period ending May 31, 1997 and the three months then ended, yet the acquisition volumes were not included in the comparable periods of the prior year. Amounts discussed below reflect 100% of the results of operations of M-P Oils Partnership, a general partnership in which the Partnership owns a 60% interest. Because M-P Oils Partnership is primarily engaged in lower-margin wholesale propane distribution, its contribution to the Partnership's net income and EBITDA is not significant.

The Partnership's results of operations are, and the Company's results of operations were, dependent in a large part on weather conditions in their service areas. Because a substantial portion of the Partnership's propane is used in the heating-sensitive residential and commercial markets, the temperatures realized in the Partnership's areas of operations, have a significant effect on the financial performance of the Partnership. As a result, volumes of propane sold are highest during the peak heating season of November through March. Warmer than normal weather during this peak season will tend to have a negative effect on the volumes of propane sold.

The retail propane business is a "margin-based" business in which gross profits depend on the excess of sales price over propane supply costs. The market price of propane is often subject to volatile changes as a result of supply or other market conditions over which the Partnership has no control. Since rapid increases in the wholesale cost of propane, as was seen during the current heating season, may not be immediately passed on to retail customers, such increases could reduce the Partnership's gross profits.

Nine Months Ended May 31, 1997 Compared to Nine Months Ended May 31, 1996.

Volume. During the nine months ended May 31, 1997, the Partnership sold 107.0 million retail gallons, an increase of 6.1 million retail gallons or 6.0 % from the 100.9 million retail gallons sold in the nine months ended May 31, 1996. This increase was primarily attributable both to the effect of acquisitions and internal growth, but was offset by warmer than normal weather in the Partnership's southeast and southwest areas of operation.

The Partnership also sold approximately 97.8 million wholesale gallons in the nine months ended May 31, 1997, an increase of 3.1 million wholesale gallons or 3.3% from the 94.7 million wholesale gallons in the nine months ended May 31, 1996. The increase in wholesale volumes was mainly attributable to the increased wholesale volumes in the foreign operations of M-P Oils Partnership.

Revenues. Total revenues increased \$36.1 million or 25.7% to \$176.3 million for the nine months ended May 31, 1997, as compared to \$140.2 million for the nine month period ended May 31, 1996. Domestic revenues increased \$25.7 million or 22.9% to \$138.0 million for the nine months ended May 31, 1997, as compared to \$112.3 million for the nine months ended May 31, 1996. Foreign revenues increased \$10.4 million or 37.3% to \$38.3 million for the nine months ended May 31, 1997, as compared to \$27.9 million for the comparable nine month period last year. The increase in foreign revenues was mainly attributable to increased selling prices whereas the increased domestic revenues were due to higher selling prices and greater volumes associated with acquisitions and internal growth.

Cost of Sales. Total cost of sales increased \$27.9 million or 32.6% to \$113.5 million for the nine months ended May 31, 1997, as compared to \$85.6 million for the nine months ended May 31, 1996. Domestic cost of sales increased \$17.6 million or 30.1% to \$76.1 million for the nine months ended May 31, 1997, as compared to \$58.5 million for the comparable nine month period last year. Foreign cost of sales increased \$10.3 million or 38.0% to \$37.4 million for the nine months ended May 31, 1997, as compared to \$27.1 million for the nine months ended May 31, 1996. The increases in domestic and foreign cost of sales were primarily attributable to higher propane costs, domestic being an average of \$.116 per gallon over last year and foreign an average of \$.119 per gallon, and the increase in retail gallons.

Gross Profit. Gross profit increased \$8.2 million or 15.0% to \$62.8 million for the nine months ended May 31, 1997, as compared to \$54.6 million for the same nine month period last year. This increase was mainly attributable to an increase in retail volumes sold and an increase in domestic and foreign margins.

Operating Expenses. Operating expenses increased \$3.8 million or 13.8% to \$31.3 million in the nine months ended May 31, 1997, as compared to \$27.5 million in the nine months ended May 31, 1996. The majority of this increase was attributable to an increase in wages and plant operations resulting from acquisitions. Vehicle expenses also contributed to this increase due to higher own use vehicle fuel costs associated with higher propane prices and volumes.

Selling, General and Administrative. Selling, general and administrative expenses were \$4.0 million for the nine months ending May 31, 1997, an increase of \$1.0 million or 33.3% as compared to \$3.0 million for the nine months ending May 31, 1996. This increase resulted from costs associated with being a public entity as well as master limited partnership.

Depreciation and Amortization. Depreciation and amortization increased approximately \$1.2 million or 17.1% to \$8.2 million in the nine months ended May 31, 1997, as compared to \$7.0 million for the same period last year. This increase was the result of additional depreciation and amortization associated with acquisitions.

Operating Income. Operating income increased \$2.2 million or 12.9% to \$19.3 million for the nine months ending May 31, 1997, as compared to \$17.1 million for the nine months ended May 31, 1996. This increase was primarily due to greater volumes related to acquisitions and internal growth partially offset by the associated increases in operating expenses.

Net Income. Net income increased \$6.8 million or 174.4% to \$10.7 million for the nine months ending May 31, 1997, as compared to \$3.9 million for the nine months ended May 31, 1996. This increase is the result of higher operating income and lower interest expense in the nine months ending May 31, 1997, and the elimination of an income tax provision in 1997 as a result of converting to a partnership form versus the \$3.3 million income tax provision that the Company recorded for the nine months ended May 31, 1996.

EBITDA. Earnings before interest, taxes, depreciation, and amortization increased \$3.7 million or 15.0% to \$28.3 million in the nine months ended May 31, 1997, as compared to \$24.6 million for the same period last year. This increase was due to increased domestic margins and volumes related to acquisitions and internal growth partially offset by the related increase in operating expenses.

Three Months Ended May 31, 1997 Compared to Three Months Ended May 31, 1996.

Volume. During the three months ended May 31, 1997, the Partnership sold 26.6 million retail gallons, a slight decrease of .7 million retail gallons or 2.6% from the 27.3 million retail gallons sold in the three months ended May 31, 1996. This decrease was primarily attributable to warmer weather in the Partnership's areas of operations during the three months ended May 31, 1997 as compared to the same

period of the prior year. The peak month of the three month period ending May 31, 1997 being March, was the month most adversely affected by warmer than normal weather and warmer weather than the same period last year.

The Partnership also sold approximately 29.1 million wholesale gallons in the three months ended May 31, 1997, an increase of 8.1 million wholesale gallons or 38.6% from the 21.0 million wholesale gallons in the three months ended May 31, 1996. The increase in wholesale volumes was mainly attributable to the increased wholesale volumes in the foreign operations of M-P Oils Partnership.

Revenues. Total revenues increased \$4.2 million or 11.4% to \$40.9 million for the three months ended May 31, 1997, as compared to \$36.7 million for the same three month period last year. Domestic revenues increased \$1.6 million or 5.2% to \$32.2 million for the three months ended May 31, 1997, as compared to \$30.6 million for the three months ended May 31, 1996. Foreign revenues increased \$2.6 million or 42.6% to \$8.7 million for the three months ended May 31, 1997, as compared to \$6.1 million for the same three month period last year. The increase in foreign revenues was attributable to increased volumes whereas the increased domestic revenues resulted from higher selling prices and offset by the decrease in volumes due to warmer weather.

Cost of Sales. Total cost of sales increased \$2.7 million or 12.4% to \$24.4 million for the three months ended May 31, 1997, as compared to \$21.7 million for the three months ended May 31, 1996. Domestic cost of sales increased \$.2 million or 1.3% to \$15.9 million for the three months ended May 31, 1997, as compared to \$15.7 million for the comparable three month period last year. Foreign cost of sales increased \$2.5 million or 41.7% to \$8.5 million for the three months ended May 31, 1997, as compared to \$6.0 million for the same three month period last year. The increase in foreign cost of sales was primarily attributable to increased volumes. The peak selling month of the three month period ending May 31, 1997 being March was affected by the higher propane costs coming out of winter and decreased volumes due to the warm weather leaving the Partnership with high priced inventory that carried through to the end of the quarter. The increase in domestic cost of sales was due to the higher propane costs but was offset by the decrease in retail volumes.

Gross Profit. Gross profit increased \$1.5 million or 10.0% to \$16.5 million for the three months ended May 31, 1997, as compared to \$15.0 million for the same three month period last year. This increase was attributable to an increase in foreign volumes sold and an increase in domestic margins.

Operating Expenses. Operating expenses increased \$1.1 million or 12.6% to \$9.8 million in the three months ended May 31, 1997, as compared to \$8.7 million in the three months ended May 31, 1996. This increase was primarily attributable to costs associated with acquisitions.

Selling, General and Administrative. Selling, general and administrative expenses were \$1.3 million for the three months ending May 31, 1997, an increase of \$.2 million or 18.2% as compared to \$1.1 million for the three months ending May 31, 1996. This increase resulted from costs associated with being a public entity as well as a master limited partnership.

Depreciation and Amortization. Depreciation and amortization increased approximately \$.5 million or 20.8% to \$2.9 million in the three months ended May 31, 1997, as compared to \$2.4 million for the same three month period last year. This increase was the result of additional depreciation and amortization associated with acquisitions.

Operating Income. Operating income decreased \$0.3 million or 10.7% to \$2.5 million for the three months ending May 31, 1997, as compared to \$2.8 million for the three months ended May 31, 1996. This decrease was primarily due to the acquisition associated increases in operating expenses and the impact of warmer weather.

Net Income. Net income decreased \$0.2 million or 66.7% to \$(0.5) million for the three months ending May 31, 1997, as compared to \$(0.3) million for the three months ended May 31, 1996. This

decrease is the result of lower operating income.

EBITDA. Earnings before interest, taxes, depreciation, and amortization increased \$0.4 million or 7.7% to \$5.6 million in the three months ended May 31, 1997, as compared to \$5.2 million for the prior year three month period. This increase was due to increased gross profit offset by the acquisition related increase in operating expenses.

LIQUIDITY AND CAPITAL RESOURCES

Cash Flows

Cash provided by operating activities during the nine months ended May 31, 1997, was \$20.0 million compared to \$14.1 million during the nine months ended May 31, 1996. The cash flows from operations during the nine months ended May 31, 1997, consisted primarily of net income of \$10.7 million and noncash charges of \$7.9 million, principally depreciation and amortization. Cash flows from operating activities are greatest during the third quarter when customers are paying for propane purchased during the heating season of the first and second quarters.

Cash used in investing activities during the nine months ended May 31, 1997 included capital expenditures for acquisitions amounting to \$3.9 million, net of cash received plus \$5.6 million spent for maintenance needed to sustain operations at current levels, new customer tanks to support growth of operations and other miscellaneous capitalized items. These amounts were partially offset by the proceeds from asset sales of \$1.4 million.

Cash used by financing activities during the nine months ended May 31, 1997 of \$11.3 million reflects cash distributions to unit holders of \$10.9 million plus net working capital borrowings of \$.4 million for operating purposes under the credit facilities available to the Partnership.

Financing and Sources of Liquidity

The Partnership has a Bank Credit Facility, which includes a Working Capital Facility, a revolving credit facility providing for up to \$15.0 million of borrowings to be used for working capital and other general partnership purposes, and an Acquisition Facility, a revolving credit facility providing for up to \$25.0 million of borrowings to be used for acquisitions and improvements.

The Partnership uses almost all of its cash provided by operating and financing activities to fund acquisition, maintenance and growth capital expenditures. Acquisition capital expenditures, which include expenditures related to the acquisition of retail propane operations and intangibles associated with such acquired businesses, were \$3.9 million for the nine months ended May 31, 1997, as compared to \$8.4 million during the nine months ended May 31, 1996.

The assets utilized in the propane business do not typically require lengthy manufacturing process time nor complicated, high technology components. Accordingly, the Partnership does not have any significant financial commitments for capital expenditures. In addition, the Partnership has not experienced any significant increases attributable to inflation in the cost of these assets.

The ability of the Partnership to satisfy its obligations will depend on its future performance, which will be subject to prevailing economic, financial, business and weather conditions and other factors, many of which are beyond its control. Future capital needs of the Partnership are expected to be provided by future operations, existing cash balances and the Working Capital Facility. The Partnership may incur additional indebtedness or issue additional Units to fund possible future acquisitions.

FORM 10-Q
PART II -- OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS OF FORM 8-K

- (a) The following exhibits are filed as part of this Report. Exhibits required by Item 601 of Regulation S-K, but which are not listed below, are not applicable.

Exhibit Number -----	Description -----
21.1.1	List of Subsidiaries
27.1	Financial Data Schedule - Filed with EDGAR version only

- (b) No reports on Form 8-K have been filed by the registrant for the quarter for which this report is filed.

SIGNATURES

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

HERITAGE PROPANE PARTNERS, L.P.

By: Heritage Holdings, Inc., General Partner

Date: July 14, 1997

By: /s/ H. Michael Krimbill

H. Michael Krimbill
(Chief Accounting Officer and
officer duly authorized to sign
on behalf of the registrant)

INDEX TO EXHIBITS

EXHIBIT NUMBER - - - - -	DESCRIPTION - - - - -
21.1.1	List of Subsidiaries
27.1	Financial Data Schedule - Filed with EDGAR version only

SUBSIDIARIES

1. Heritage Operating, L.P., a Delaware limited partnership, which does business under the following names:

- * Balgas
- * Baremore's Propane
- * Carolane Propane Gas
- * Fairway Propane
- * Gas Service Co.
- * Greer Gas Co.
- * Harris Propane Gas
- * Heritage Propane
- * Holton's L.P. Gas
- * Horizon Gas
- * Horizon Gas of Palm Bay
- * Ikard & Newsom
- * Jerry's Propane Service
- * Kingston Propane
- * Liberty Propane Gas
- * Meyers Propane Service
- * New Mexico Propane
- * Northern Energy
- * Northwestern Propane
- * Sante Fe Gas
- * Sawyer Gas
- * Spring Lake Super Flame
- * Tri-Gas of Benzie
- * Turner Propane
- * Wakulla L. P. G.

2. Heritage - Bi State, L. L. C., a Delaware limited liability company holding a partnership interest in the following:

- * Bi-State Propane (Bi-State Propane also transacts business under the name Turner Propane)

3. Heritage Service Corp., a Delaware corporation holding a direct or indirect interest in the following:

- * M-P Oils Ltd.
- * M-P Oils Partnership

4. Guilford Gas Service, Inc.

3-MOS			9-MOS		
AUG-31-1997			AUG-31-1997		
MAR-01-1997			SEP-01-1996		
MAY-31-1997			MAY-31-1997		
		1,696			1,696
	0			0	
	11,904			11,904	
	336			336	
	8,452			8,452	
	22,899			22,899	
	138,917			138,917	
	26,879			26,879	
	189,065			189,065	
19,387			19,387		
	139,293			139,293	
0			0		
	0			0	
	30,385			30,385	
	0			0	
189,065		189,065			
	40,912			176,295	
	24,453			113,519	
	38,455			156,985	
	(17)			(326)	
	0			0	
	2,961			8,911	
	(416)			11,218	
	4			24	
(491)			10,701		
	0			0	
	0			0	
	0			0	
	(491)			10,701	
	(.06)			1.33	
	0			0	