

STAR GAS PARTNERS LP  
Form 10-Q/A  
August 01, 2002

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM 10-Q/A**

(Mark One)

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

For the quarterly period ended June 30, 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: 33-98490

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**STAR GAS PARTNERS, L.P.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

06-1437793  
(I.R.S. Employer  
Identification No.)

2187 Atlantic Street, Stamford, Connecticut 06902  
(Address of principal executive office)

(203) 328-7300  
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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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

Indicate the number of shares outstanding of each issuer's classes of common stock, as of July 25, 2002:

27,130,446	Common Units
3,134,110	Senior Subordinated Units
345,364	Junior Subordinated Units
325,729	General Partner Units

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**PART II OTHER INFORMATION**

**Item 6. Exhibits and Reports on Form 8-K**

**(a) Exhibits Included Within:**

99.1 Certification of Chief Executive Officer

99.2 Certification of Chief Financial Officer

**(b) Reports on Form 8-K:**

6/5/02 This Form 8-K consists of a copy of the underwriting agreement for a firm commitment public offering of up to 1,800,000 common units (plus a 15% over-allotment option) of the registrant that were previously registered pursuant to a shelf registration statement on Form S-3 (SEC File No. 333-57994)

6/6/02 This Form 8-K consists of the following historical press release: Star Gas Partners, L.P. (the Partnership) (NYSE: SGU, SGH), a diversified energy distributor and services provider specializing in heating oil, propane, natural gas and electricity, announced today that Fitch Rating Service has reaffirmed its (BBB) rating on the First Mortgage Notes issued by Star's subsidiary Star Gas Propane. At the same time, Fitch has placed on rating watch negative its (BBB) rating of the Senior Secured Notes of Star's subsidiary, Petro.

**SIGNATURE**

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

STAR GAS PARTNERS, L.P.

By:           /s/ STAR GAS LLC (GENERAL PARTNER)

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>          /s/ AMI TRAUBER</u> <b>Ami Trauber</b>	Chief Financial Officer Star Gas LLC (Principal Financial Officer)	August 1, 2002
<u>          /s/ JAMES J. BOTTIGLIERI</u> <b>James J. Bottiglieri</b>	Vice President Star Gas LLC	August 1, 2002

**Exhibit List**

- 99.1 Certification of Chief Executive Officer
- 99.2 Certification of Chief Financial Officer