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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

(AMENDMENT NO. 2)

CURRENT REPORT

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

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED) : JUNE 30, 2002

COMMISSION FILE NO. 1-10403

TEPPCO PARTNERS, L.P.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	76-0291058
(STATE OF INCORPORATION OR ORGANIZATION)	(I.R.S. EMPLOYER IDENTIFICATION NUMBER)

2929 ALLEN PARKWAY
P.O. BOX 2521
HOUSTON, TEXAS 77252-2521
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES, INCLUDING ZIP CODE)

(713) 759-3636
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

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ITEM 5. OTHER INFORMATION

On June 30, 2002, TEPPCO Partners, L.P. (the "Partnership") purchased the Val Verde Gathering System from Burlington Resources Gathering Inc., a subsidiary of Burlington Resources Inc., for $443.6 million. That acquisition was reported in the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission (the "SEC") on July 2, 2002 (the "Form 8-K"). Such Form 8-K was amended by the Registrant's Current Report on Form 8-K/A filed with the Commission on August 12, 2002, to include historical financial statements of the acquired company and pro forma financial statements of the Registrant as more specifically identified therein, including interim financial statements for the three month periods ended March 31, 2002 and 2001, all as required by Regulation S-X of the SEC.

The purpose of this filing is to amend the Form 8-K/A filed on August 12, 2002, to include interim financial statements of the acquired company for the six month periods ended June 30, 2002 and 2001 and pro forma financial statements of the Registrant for those periods, thereby allowing such financial statements to be incorporated by reference in certain filings made and to be made by the Registrant and its affiliates under the Securities Act of 1933, as amended. Accordingly, included in this filing are historical combined financial statements of Burlington Resources Gathering Inc. Val Verde Gathering and Processing System as of and for the years ended December 31, 2001 and 2000 and as of and for the six months ended June 30, 2002 and 2001. Unaudited pro forma financial information for the Partnership has been provided to reflect updated purchase price allocations for the Val Verde Gathering and Processing System and subsequent proceeds received from the issuance of limited partner units and the related general partner contributions to repay a portion of debt incurred to finance the acquisition. Pro forma financial information is being provided for the six months ended June 30, 2002 and for the year ended December 31, 2001.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(a) FINANCIAL STATEMENTS OF BUSINESS ACQUIRED:

Val Verde System (as defined in the Purchase and Sale Agreement between Burlington Resources Gathering Inc. as Seller and TEPPCO Partners, L.P., as Buyer):

Burlington Resources Gathering Inc. Val Verde Gathering and Processing System Combined Financial Statements as of and For the Years Ended December 31, 2001 and 2000 and as of and For the Six Months Ended June 30, 2002 and 2001:

Report of Independent Accountants.......... F-1
Combined Balance Sheets as of June 30, 2002 (unaudited), and December 31, 2001 and 2000....... F-2
Combined Statements of Operations and Owner's Net Investment For the Six Months Ended June 30, 2002 and 2001 (unaudited) and For the Years Ended December 31, 2001 and 2000.......... F-3
Combined Statements of Cash Flows For the Six Months Ended June 30, 2002 and 2001 (unaudited) and For the Years Ended December 31, 2001 and 2000............ F-4
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(b) PRO FORMA FINANCIAL INFORMATION:

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Unaudited Pro Forma Condensed Combined Statement of Income For the Year Ended December 31, 2001.. F-12
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(c) EXHIBITS:

23.1*	Consent of PricewaterhouseCoopers LLP
99.1	Purchase and Sale Agreement between Burlington Resources Gathering Inc. as Seller and TEPPCO Partners, L.P., as Buyer, dated May 24, 2002 (Filed as Exhibit 99.1 to Form 8-K of TEPPCO Partners, L.P., (Commission File No. 1-10403) dated as of July 2, 2002 and incorporated herein by reference).
99.2	Credit Agreement among TEPPCO Partners, L.P., as Borrower, SunTrust Bank, as Administrative Agent and Certain Lenders, as Lenders dated as of June 27, 2002 ($200,000,000 Term Facility) (Filed as Exhibit 99.2 to Form 8-K of TEPPCO Partners, L.P. (Commission File No. 1-10403) dated as of July 2, 2002 and incorporated herein by reference).
99.3	Amendment, dated as of June 27, 2002 to the Amended and Restated Credit Agreement among TEPPCO Partners, L.P., as Borrower, SunTrust Bank, as Administrative Agent, and Certain Lenders, dated as of March 28, 2002 ($500,000,000 Revolving Credit Facility) (Filed as Exhibit 99.3 to Form 8-K of TEPPCO Partners, L.P. (Commission File No. 1-10403) dated as of July 2, 2002 and incorporated herein by reference).
99.4	Amendment 1, dated as of June 27, 2002 to the Credit Agreement among TEPPCO Partners, L.P., as Borrower, SunTrust Bank, as Administrative Agent and Certain Lenders, dated as of March 28, 2002 ($200,000,000 Revolving Credit Facility) (Filed as Exhibit 99.4 to Form 8-K of TEPPCO Partners, L.P. (Commission File No. 1-10403) dated as of July 2, 2002 and incorporated herein by reference).

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* Filed herewith

SIGNATURE

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

TEPPCO Partners, L.P.
(Registrant)

By: Texas Eastern Products Pipeline Company, LLC
General Partner

/s/ CHARLES H. LEONARD

Charles H. Leonard
Senior Vice President and
Chief Financial Officer

Date: October 8, 2002

REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors and Shareholder of
Burlington Resources Gathering Inc. and TEPPCO Partners, L.P.

In our opinion, the accompanying combined balance sheets and the related combined statements of operations and owner's net investment and of cash flows present fairly, in all material respects, the financial position of Burlington Resources Gathering Inc. Val Verde Gathering and Processing System (the Val Verde System) at December 31, 2001 and 2000, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of Burlington Resources Gathering Inc. management and management of the Val Verde System; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which 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, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As described in Note 3 to the combined financial statements, the Val Verde System has significant transactions and relationships with affiliated entities. Because of these relationships, it is possible that the terms of these transactions are not the same as those that would result from transactions among wholly unrelated parties.

/s/ PricewaterhouseCoopers LLP

August 7, 2002
Houston, Texas

BURLINGTON RESOURCES GATHERING INC.
VAL VERDE GATHERING AND PROCESSING SYSTEM
COMBINED BALANCE SHEETS

(in thousands)	JUNE 30, 2002 (UNAUDITED)	DECEMBER 31, 2001	DECEMBER 31, 2000
ASSETS			
Current assets:			
Accounts receivable - trade	$ 5,985	$ 6,026	$ 10,097
Accounts receivable - trade affiliated	2,827	3,013	3,837
Total current assets	8,812	9,039	13,934
Property, plant and equipment	286,712	287,500	288,870
Accumulated depreciation	(158,403)	(150,108)	(133,880)
	128,309	137,392	154,990
Total assets	$ 137,121	$ 146,431	$ 168,924
LIABILITIES AND OWNER'S NET INVESTMENT			
Current liabilities:			
Accounts payable	$ 3,388	$ 2,209	$ 6,493
Income taxes payable	4,771	3,265	5,941
Taxes other than income taxes	565	685	721
Total current liabilities	8,724	6,159	13,155
Deferred income taxes	19,629	20,004	20,320

Commitments and contingencies (Note 7)

Owner's net investment (Note 3)	108,768	120,268	135,449
Total liabilities and owner's net investment	$ 137,121	$ 146,431	$ 168,924

The accompanying notes are an integral part of these combined financial statements.

BURLINGTON RESOURCES GATHERING INC.
VAL VERDE GATHERING AND PROCESSING SYSTEM
COMBINED STATEMENTS OF OPERATIONS AND OWNER'S NET INVESTMENT

	SIX MONTHS ENDED JUNE 30, 2002 (UNAUDITED)	SIX MONTHS ENDED JUNE 30, 2001 (UNAUDITED)	YEAR ENDED DECEMBER 31, 2001	YEAR ENDED DECEMBER 31, 2000
Revenues	$ 37,785	$ 42,203	$ 79,812	$ 90,225
Expenses:				
Operation and maintenance	8,537	8,989	18,693	22,713
Depreciation	9,029	8,391	16,759	16,762
Taxes other than income taxes	1,280	1,459	2,409	2,443
General and administrative	1,306	1,375	2,593	3,197
Total expenses	20,152	20,214	40,454	45,115
Income from operations	17,633	21,989	39,358	45,110
Other (income) expense:				
Interest income - affiliated	(4,156)	(6,715)	(11,954)	(14,899)
Loss on disposal of assets	312	--	1,881	--
Other income, net	(3,844)	(6,715)	(10,073)	(14,899)
Net income before income taxes	21,477	28,704	49,431	60,009
Income tax expense (benefit):				
Current	8,953	11,544	20,059	24,356

Deferred
(375) (80)
(316) (389) -
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----- -------
-- ---------
8,578 11,464
19,743 23,967
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--- ---------
Net income $
12,899 $
17,240 $
29,688 $
36,042
=========
=========
=========
=========
Owner's net
investment -
beginning of
period $
120,268 $
135,449 $
135,449 $
151,115 Net
income 12,899
17,240 29,688
36,042 Net
cash
distributions
to owner
(24,399)
(23,112)
(44,869)
(51,708) ----
----- -------
-- ---------

Owner's net
investment -
end of period
$ 108,768 $
129,577 $
120,268 $
135,449
=========
=========
=========
=========

The accompanying notes are an integral part of these combined financial statements.

BURLINGTON RESOURCES GATHERING INC.
VAL VERDE GATHERING AND PROCESSING SYSTEM
COMBINED STATEMENTS OF CASH FLOWS

(in thousands)

	SIX MONTHS ENDED JUNE 30, 2002 (UNAUDITED)	SIX MONTHS ENDED JUNE 30, 2001 (UNAUDITED)	YEAR ENDED DECEMBER 31, 2001	YEAR ENDED DECEMBER 31, 2000
Cash flows from operating activities:				
Net income	$ 12,899	$ 17,240	$ 29,688	$ 36,042
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation	9,029	8,391	16,759	16,762
Deferred income taxes	(375)	(80)	(316)	(389)
Loss on disposition of assets	312	-	1,881	-
Changes in net assets and liabilities:				
Accounts receivable - trade	41	(406)	4,071	676
Accounts receivable - trade affiliated	186	714	824	25
Accounts payable	1,221	(756)	(3,347)	(817)
Income taxes payable	1,506	(642)	(2,676)	152
Taxes other than income taxes	(120)	(54)	(36)	(25)
Net cash provided by operating activities	24,699	24,407	46,848	52,426
Cash flows used in investing activities:				
Capital				

expenditures
(568)
(1,295)
(2,303)
(718)
Proceeds
from
disposition
of assets
268 - 324 -
-------- ---
----- ------
-- --------
Net cash
used in
investing
activities
(300)
(1,295)
(1,979)
(718) ------
-- --------
-------- ---
----- Cash
flows used
in financing
activities:
Distributions
to parent
(24,399)
(23,112)
(44,869)
(51,708) ---
----- ------
-- --------
-------- Net
cash used in
financing
activities
(24,399)
(23,112)
(44,869)
(51,708) ---
----- ------
-- --------
-------- Net
change in
cash and
cash
equivalents
- - - - Cash
and cash
equivalents
at beginning
of year ----
---- -------
- -------- -
------- Cash
and cash
equivalents
at end of
year $ - $ -
$ - $ -
========
========
========
========
Supplemental
disclosure
information:-
Cash paid
during the
period for:
Income taxes
$ 22,735 $
24,205
========
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The accompanying notes are an integral part of these combined
financial statements.

1. DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

DESCRIPTION OF BUSINESS

The Burlington Resources Gathering Inc. Val Verde Gathering and Processing System (the Val Verde System) is located in San Juan and Rio Arriba counties, New Mexico and consists of a gathering system (the Gathering System) and an amine treating plant (the Val Verde Plant). The Gathering system gathers coal bed methane gas produced in the San Juan Basin located in New Mexico and southern Colorado for delivery to the Val Verde Plant. The Val Verde Plant is an amine treating plant designed to dehydrate and remove excess carbon dioxide from the natural gas delivered to the plant. The Val Verde Plant consists of eight trains and can process and treat up to 800 million cubic feet of natural gas per day.

BASIS OF PRESENTATION

The accompanying combined financial statements present, in conformity with accounting principles generally accepted in the United States of America, the assets, liabilities, revenues and expenses related to the historical operations of the Val Verde System of Burlington Resources Gathering Inc. (BRGI).

The accompanying combined financial statements have been prepared from BRGI's historical accounting records and are presented on a carve-out basis to include the historical operations applicable to the Val Verde System. All assets and liabilities specifically identified with the Val Verde System have been included in the balance sheet except those specifically excluded pursuant to the Purchase and Sale Agreement (PSA) between BRGI and TEPPCO Partners, L.P. (TEPPCO). The owner's net investment in the Val Verde System has been presented in lieu of stockholder's equity in the combined financial statements. The combined financial information included herein includes certain allocations based on historical activity levels to reflect the combined financial statements in accordance with accounting principles generally accepted in the United States of America and may not necessarily reflect the financial position, results of operations and cash flows of the Val Verde System in the future or as if it had existed as a separate, stand-alone business during the periods presented. The allocations consist of general and administrative expenses (employee payroll and related benefit costs among other items) incurred on behalf of the Val Verde System by BRGI or its affiliates. This allocation has been made on a reasonable basis.

The combined financial statements for the six months ended June 30, 2002 and 2001 presented herein are unaudited and do not contain all information required by generally accepted accounting principles to be included in a full set of financial statements. In the opinion of management, all material adjustments necessary to present fairly the results of operations have been included. All such adjustments are of a normal, recurring nature. The results of operations for any interim period are not necessarily indicative of the results of operations for the entire year.

2. SIGNIFICANT ACCOUNTING POLICIES

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consists of plants, pipelines and related equipment and is recorded at historical cost. Depreciation is computed on a straight-line basis over the estimated useful life of the respective assets. Repair and maintenance costs are charged to expense as incurred while renewals and betterments are capitalized as additions to the related assets in the period incurred. Gains or losses from the disposal of property, plant and equipment are recorded in the period incurred. The carrying values of long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The asset is written down to its realizable value if estimated future undiscounted cash flows attributable to the asset is less than the recorded value of that asset. The impairment recorded is based on a comparison of discounted estimated future net cash flows to the net carrying value of the related asset.

IMBALANCES

Gathering imbalances occur when customers take more or less natural gas gathering volumes from the gathering system than they are entitled. If the customers take more natural gas gathering volumes than they are entitled, the Val Verde System records a receivable reflecting the amount due from customers but also records an accounts payable for the same amount reflecting the amounts due to connecting pipeline transporters. The result is reversed, and a payable is recorded, if the customers take less natural gas gathering volumes than they are entitled. At December 31, 2001 and 2000 and June 30, 2002, gathering imbalances totaling approximately $549 thousand, $3 million and $584 thousand, respectively. Each were recorded in accounts payable with a corresponding amount recorded in accounts receivable.

ENVIRONMENTAL COSTS

Environmental expenditures are expensed or capitalized, as appropriate, depending on their future economic benefit. Expenditures that relate to an existing condition caused by past operations, and do not have future economic benefit, are expensed. Liabilities related to future costs are recorded on an undiscounted basis when environmental assessments and/or remediation activities are probable and the costs can be reasonably estimated.

REVENUE RECOGNITION

Gathering and treating revenues are recognized in the period the services are provided.

INCOME TAXES

Deferred income taxes are provided to reflect the tax consequences in future years of differences between the financial statement and tax basis of assets and liabilities using the liability method in accordance with the provisions set forth in Statement of Financial Accounting Standards (SFAS) No. 109. Income taxes are provided based on earnings reported for tax return purposes in addition to a provision for deferred income taxes.

For all periods presented, income taxes have been calculated as if the Val Verde System had filed a separate return.

CONCENTRATION OF CREDIT RISK

Financial instruments that potentially subject the Val Verde System to concentrations of credit risk consist principally of accounts receivables that are primarily from companies in the oil and gas industry. The industry concentration has the potential to impact the Val Verde System's overall exposure to credit risk, either positively or negatively, in that the customers may be similarly affected by changes in economic, industry, market, commodity prices, or other conditions. The Val Verde System manages its exposure to credit risk through credit analysis, credit approvals, credit limits and monitoring procedures, and for certain transactions may utilize letters of credit, prepayments and guarantees.

During the year ended December 31, 2001 and 2000 and the six months ended June 30, 2002 and 2001, the Val Verde System provided gathering and processing services to a variety of customers. Two customers accounted for approximately 48% and 18% and 54% and 13%, respectively, of the Val Verde System's revenues for the year ended December 31, 2001 and 2000. These two customers also accounted for approximately 51% and 16% and 47% and 20%, respectively, of the Val Verde System's revenues for the six months ended June 30, 2002 and 2001.

FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying value of accounts receivable, accounts payable and other current liabilities approximates their fair values due to the short-term maturity of these instruments.

USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from estimates.

3. RELATED PARTY TRANSACTIONS

The Val Verde System provides gathering and processing services for an affiliate of BRGI. Revenues from these related party transactions totaled approximately $39 million, $48 million, $19 million and $20 million for the year ended December 31, 2001 and 2000 and the six months ended June 30, 2002 and 2001, respectively.

During the year ended December 31, 2001 and 2000 and six months ended June 30, 2002 and 2001, the Val Verde System recorded interest income of approximately $12 million, $15 million, $4 million and $7 million, respectively, related to cash advances made to its owner under an inter-corporate cash management arrangement. Interest is accrued on the average monthly balance using a short-term Applicable Federal Rate (4.2%, 6.1%, 2.8% and 4.9% during the year ended December 31, 2001 and 2000 and six months ended June 30, 2002 and 2001; respectively). There is no intention by the owner to repay the advances nor the accrued interest, which at December 31, 2001 and 2000 and June 30, 2002 totaled approximately $311 million, $264 million and $335 million, respectively. Accordingly, the receivable is presented as a reduction of owner's net investment in the combined balance sheet.

Management and other services are provided to the Val Verde System by BRGI or its affiliates. As a result, general and administrative costs related to these services of approximately $2.6 million, $3.2 million, $1.3 million and $1.4 million have been allocated to the Val Verde System for the year ended December 31, 2001 and 2000 and six months ended June 30, 2002 and 2001, respectively.

4. PROPERTY PLANT AND EQUIPMENT

Property, plant and equipment consisted of the following at December 31:

(in thousands)	ESTIMATED USEFUL LIVES	2001	2000
Plants and pipelines	10-20	$ 286,857	$ 288,227
Building	40	561	561
Furniture and office equipment	5-7	82	82
		287,500	288,870
Less - accumulated depreciation		(150,108)	(133,880)
		$ 137,392	$ 154,990

5. INCOME TAXES

Deferred income taxes are provided for the temporary differences between the book and tax basis of the Val Verde System's assets and liabilities. Significant components of deferred tax assets and liabilities as of December 31, are as follow:

(in thousands)	2001	2000
Deferred income tax liabilities:		
Property, plant and equipment	$17,530	$17,806
Other	3,806	3,867
	21,336	21,673
Deferred income tax assets:		
Financial accruals and other	(1,332)	(1,353)
	$20,004	$20,320

The reconciliation of the differences between the Val Verde System's tax expense for income taxes and taxes at the statutory rate is as follows.

(in thousands)	2001	2000
Income tax expense based on the U.S. statutory rate (35%)	$17,301	$21,003
Adjustments:		
Nondeductible items	2,442	2,964
Total income tax expense	$19,743	$23,967

6. RECENT ACCOUNTING PRONOUNCEMENTS

The Financial Accounting Standards Board issued SFAS No. 143, Accounting for Asset Retirement Obligations in June 2001 and SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets in August 2001.

SFAS No. 143 requires entities to record the fair value of a liability for an asset retirement obligation in the period in which it is incurred and a corresponding increase in the carrying amount of the related long-lived asset. Subsequently, the asset retirement cost should be allocated to expense using a systematic and rational method. SFAS No. 143 is effective for fiscal years beginning after June 15, 2002.

SFAS No. 144 addresses financial accounting and reporting for the impairment of long-lived assets to be disposed of. It supersedes, with exceptions, SFAS No. 121, Accounting for the Impairment of Long-Lived Assets to Be Disposed Of. The Val Verde System adopted SFAS No. 144 on January 1, 2002. Upon adoption, SFAS No. 144 had no impact on the Val Verde System's combined financial position, results of operations or cash flows.

The Val Verde System is currently assessing the impact of SFAS No. 143 and therefore, at this time, cannot reasonably estimate the effect of this statement on its combined financial position, results of operations or cash flows.

7. COMMITMENTS AND CONTINGENCIES

GAS GATHERING AND TREATING AGREEMENT

Burlington Resources Oil & Gas Company LP and Burlington Resources Trading Inc., (collectively, Burlington) affiliates of the Val Verde System, commencing with the closing of the Val Verde System PSA with TEPPCO executed a gas gathering and treating agreement (the Gathering and Treating Agreement) with TEPPCO to gather and treat natural gas beginning July 1, 2002. Pursuant to the terms of the Gathering and Treating Agreement, TEPPCO will be paid a service fee and Burlington will provide plant and field fuel. In addition, TEPPCO, at its sole option, may enter into agreements with other third parties for whom it shall perform similar gathering and treating services. Such services are and will be performed on a first-come, first-serve basis under dedicated agreements.

TRANSITION SERVICES AGREEMENT

TEPPCO, commencing with the closing of the PSA with the Val Verde System, executed a transition services agreement (the Transition Services Agreement) with BRGI to provide certain transition services, on an as requested basis, beginning July 1, 2002 through September 30, 2002 or such other period as the parties may mutually agree. BRGI and TEPPCO shall act as independent contractors under terms of the Transition Services Agreement that encompasses certain support functions at applicable market hourly rates.

ENVIRONMENTAL INDEMNITY

The Val Verde System is subject to various environmental laws and regulations. The Val Verde System may be obligated to take remedial action as a result of the enactment of laws or the issuance of new regulations. Pursuant to the terms of the PSA between BRGI and TEPPCO, TEPPCO is entitled to identification of certain environmental matters, as defined, in excess of $5 million in the aggregate up to a maximum of $35 million and limited to $50 million in the aggregate for environmental and other matters. BRGI and TEPPCO plan to enter into an environmental insurance policy to cover potential environmental issues regarding the Val Verde System and Plant.

LEASES

Rental expense under operating leases was $325 thousand, $581 thousand, $155 thousand and $134 thousand for the year ended December 31, 2001 and 2000 and the six months ended June 30, 2002 and 2001, respectively. The Val Verde System leases equipment under various noncancelable operating lease agreements with month-to-month terms.

TEPPCO PARTNERS, L.P.
UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENTS OF INCOME

The following tables reflect summary unaudited pro forma condensed combined statements of income which are presented to give effect to the purchase of all of the partnership interests of Jonah Gas Gathering Company ("Jonah"), which was completed on September 30, 2001 (please see the Registrant's current report on Form 8-K/A filed with the Securities and Exchange Commission on November 9, 2001), and the purchase of the assets of the Val Verde Gathering System ("Val Verde"), which was completed on June 30, 2002. The pro forma results of Val Verde have been adjusted from the pro forma statements of income filed on Form 8-K/A on August 12, 2002, to reflect updated purchase price allocations and the issuance of additional limited partner units and the related general partner contributions to repay a portion of debt incurred to finance a portion of the purchase price. The information was prepared based on the following assumptions:

- The purchases were accounted for pursuant to the purchase method of accounting in accordance with accounting principles generally accepted in the United States of America.

- The statements of income assume that the purchases were consummated on January 1, 2001.

- The expected cost savings through improved operating efficiencies and revenue growth are excluded from the pro forma combined financial statements.

- Jonah was acquired on September 30, 2001, therefore, pro forma information is included for the year ended December 31, 2001 to present a full year of operations.

- The Partnership financed the Val Verde acquisition by drawing down $168 million under the Three Year Facility and $72 million under its Short-term Revolver. An additional $200 million of the purchase price was funded with a $200 million Six-Month Term Loan arranged by SunTrust Bank. The remaining purchase price was funded through working capital sources of cash. In July, August and September 2002, the Partnership issued an aggregate of 7,545,000 limited partner units for net proceeds of $215.6 million and related general partner contributions of $4.4 million and repaid the $200 million Six-Month Term Loan and $20 million of the outstanding balance under its Short-term Revolver. Thus, these pro forma financial statements assume that the acquisition of Val Verde was financed by drawing down $168 million under the Three Year Facility and $52 million under the Short-term Revolver and with equity proceeds of $220 million.

The unaudited pro forma condensed combined statements of income are presented for illustration purposes only and are not necessarily indicative of the results of operations which would have occurred had the purchases been consummated on the dates indicated above, nor are they necessarily indicative of future results of operations. The unaudited pro forma condensed combined statements of income should be read in conjunction with the historical consolidated financial statements of the Partnership, as on file with the Securities and Exchange Commission, and the historical combined financial statements of Val Verde included in this report.

TEPPCO PARTNERS, L.P.
Unaudited Pro Forma Condensed Combined Statement of Income
Six months ended June 30, 2002
(in thousands, except per Unit amounts)

	Historical			Pro Forma	
	TEPPCO Partners, L.P.	Val Verde	Combined	Adjustments	Combined
Operating revenues:					
Sales of crude oil and petroleum products	$1,345,315	$ -	$1,345,315	$ -	$1,345,315
Transportation - Refined products	56,947	-	56,947		56,947
Transportation - LPGs	34,173	-	34,173		34,173
Transportation - Crude oil and NGLs	30,073	-	30,073		30,073
Gathering - Natural gas	20,974	37,785	58,759		58,759
Mont Belvieu operations	7,395	-	7,395		7,395
Other	24,589	-	24,589		24,589
Total operating revenues	1,519,466	37,785	1,557,251	-	1,557,251
Costs and expenses:					
Purchases of crude oil and petroleum products	1,321,142	-	1,321,142		1,321,142
Operating, general and administrative	66,528	9,843	76,371		76,371
Operating fuel and power	15,832	-	15,832		15,832
Depreciation and amortization	33,640	9,029	42,669	(9,029)(a) 4,653 (b) 10,592 (b)	48,885
Taxes - other than income taxes	7,979	1,280	9,259		9,259
Total costs and expenses	1,445,121	20,152	1,465,273	6,216	1,471,489
Operating income	74,345	17,633	91,978	(6,216)	85,762
Interest expense	(33,616)		(33,616)	(3,059)(c) (388)(c)	(37,063)
Interest capitalized	3,138	-	3,138		3,138
Equity earnings	5,986	-	5,986		5,986
Other income - net	1,332	3,844	5,176	(3,844)(d)	1,332
Income before minority interest and income tax provision	51,185	21,477	72,662	(13,507)	59,155
Minority interest	-		-		-
Income tax provisions	-	8,578	8,578	(8,578)(e)	-
Net income	$ 51,185	$12,899	$ 64,084	$ (4,929)	$ 59,155
Net Income Allocation:					
Limited Partner Unitholders	35,061				40,520
Class B Unitholder	3,234				3,738
General Partner	12,890				14,897
Total net income allocated	$ 51,185				$ 59,155
Basic and diluted net income per Limited Partner and Class B Unit	$ 0.84				$ 0.84
Weighted Average Limited Partner and Class B Units	45,457			7,545	53,002

See accompanying notes to unaudited pro forma condensed combined statements of income.

TEPPCO PARTNERS, L.P.
Unaudited Pro Forma Condensed Combined Statement of Income
Year ended December 31, 2001
(in thousands, except per Unit amounts)

	Historical				Pro Forma		
	TEPPCO Partners, L.P.	Jonah	Val Verde	Combined	Jonah Adjustments	Val Verde Adjustments	Combined
Operating revenues:							
Sales of crude oil and petroleum products	$ 3,219,816	$ -	$ -	$ 3,219,816	$ -	$ -	$3,219,816
Transportation - Refined products	139,315	-	-	139,315			139,315
Transportation - LPGs	77,823	-	-	77,823			77,823
Transportation - Crude oil and NGLs	44,925	-	-	44,925			44,925
Gathering - Natural gas	8,824	22,383	79,812	111,019			111,019
Mont Belvieu operations	14,116	-	-	14,116			14,116
Other	51,594	888	-	52,482			52,482
Total operating revenues	3,556,413	23,271	79,812	3,659,496	-	-	3,659,496
Costs and expenses:							
Purchases of crude oil and petroleum products	3,173,607	-	-	3,173,607			3,173,607
Operating, general and administrative	135,253	6,386	21,286	162,925			162,925
Operating fuel and power	36,575	-	-	36,575			36,575
Depreciation and amortization	45,899	7,165	16,759	69,823	(7,165)(f) 9,645 (g) 4,255 (g)	(16,759)(a) 21,184 (b) 9,307 (b)	90,290
Taxes - other than income taxes	14,090	-	2,409	16,499			16,499
Loss on sale of property and equipment	-	(1,155)	-	(1,155)	1,155 (i)		-
Total costs and expenses	3,405,424	12,396	40,454	3,458,274	7,890	13,732	3,479,896
Operating income	150,989	10,875	39,358	201,222	(7,890)	(13,732)	179,600
Interest expense	(66,057)	-	-	(66,057)	(9,801)(h) (1,025)(h)	(6,118)(c) (776)(c)	(83,777)
Interest capitalized	4,000	-	-	4,000			4,000
Equity earnings	17,398	-	-	17,398			17,398
Other income - net	3,601	50	10,073	13,724	1,155 (i)	(11,954)(d)	2,925
Income before minority interest and income tax provision	109,931	10,925	49,431	170,287	(17,561)	(32,580)	120,146
Minority interest	(800)	-	-	(800)	39 (j)	(99)(j)	(860)
Income tax provision	-		19,743	19,743		(19,743)(e)	-
Net income	$ 109,131	$ 10,925	$ 29,688	$ 149,744	$ (17,522)	$ (12,936)	$ 119,286
Net Income Allocation:							
Limited Partner Unitholders	76,986						84,150
Class B Unitholder	8,642						9,446
General Partner	23,503						25,690
Total net income allocated	$ 109,131						$ 119,286
Basic and diluted net income per Limited Partner and Class B Unit	$ 2.18						$ 2.00
Weighted Average Limited Partner and Class B Units	39,258					7,545	46,803

See accompanying notes to unaudited pro forma condensed combined statements of income.

The Val Verde acquisition was accounted for using the purchase method of accounting. Under this method of accounting, the Partnership recorded the assets and liabilities of the acquired entities at the estimated fair market value as of the date of closing. The acquisitions of Jonah and Val Verde are reflected in the historical TEPPCO Partners, L.P. balance sheet.

The following notes set forth the explanations and assumptions used in the preparation of the unaudited pro forma condensed combined statements of income. The pro forma adjustments have been updated and are based on the best estimate of the Partnership using information currently available. The Partnership is in the process of completing the final purchase priced allocation of Val Verde. Consequently, the final purchase price allocation may be different from the pro forma purchase price allocation included herein. However, the Partnership does not currently anticipate that the difference will be material to the pro forma financial position or results of operations included herein.

The updated pro forma allocation of the purchase price paid for Val Verde and the financing of the acquisition are summarized as follows (in thousands):

Updated purchase price paid:

Proceeds from draw down under the Partnership's credit facilities	$ 220,000
Proceeds from the issuance of limited partner units and related general partner contributions	220,000
Cash and cash equivalents	2,950
Estimated acquisition costs	1,200
	444,150
Property, plant and equipment, net	226,469
Intangible assets	218,326
Accrued property taxes	(645)
Total allocation	$ 444,150

The following adjustments were made to the unaudited pro forma condensed combined statements of income pursuant to the purchase method of accounting:

(a) To reverse the historical depreciation expense of Val Verde.

(b) To record pro forma depreciation expense and amortization expense on the Val Verde purchase price allocation to depreciable and amortizable assets. Intangibles for production contracts are to be amortized over the expected lives of the contracts (approximately 20 years) and property, plant, and equipment over an estimated remaining life of 25 years. Amortization for contracts is recorded over the expected lives of the contracts in proportion to the timing of expected contractual volumes, while depreciation of property, plant and equipment is recorded on a straight line basis.

(c) To reflect the increase in interest expense resulting from borrowings under the Partnership's Three Year Facility and Short-term Revolver to finance a portion of the purchase price of Val Verde and the related estimated debt issue costs on the two facilities. The interest rate on the borrowings under the Three Year Facility and the Short-term Revolver used to finance a portion of the purchase price is 2.8%. Debt issue costs related to the two credit facilities of approximately $1.8 million are being amortized over the terms of the related facilities. For purposes of the pro forma financial information, the debt incurred to acquire Val Verde is assumed to remain outstanding for the periods presented. However, if the debt incurred to acquire Val Verde remains outstanding for the periods presented, the Partnership could potentially violate debt covenants and would need to obtain waivers of those covenants. Assuming market interest rates change by 1/8 percent, the potential annual change in interest expense is approximately $0.3 million.

(d) To reverse interest income from affiliates as the Partnership is not assuming this amount.

(e) To eliminate Val Verde's income tax provision as the Partnership is not a taxable entity.

(f) To reverse the historical depreciation expense and amortization expense of Jonah.

(g) To record pro forma depreciation and amortization expense on the Jonah purchase price allocation to depreciable and amortizable assets. Intangibles for production contracts are to be amortized over the expected lives of the contracts (approximately 16 years) and property, plant, and equipment over an estimated remaining life of 25 years. Amortization for contracts is recorded over the expected lives of the contracts in proportion to the timing of expected contractual volumes, while depreciation of property, plant and equipment is recorded on a straight line basis. In accordance with Statement of Financial Accounting Standards No. 141, Business Combinations, goodwill associated with the Jonah acquisition is not being amortized.

(h) To reflect the increase in interest expense resulting from borrowings under the credit agreement for the purchase of Jonah and the related estimated debt issuance costs. The interest rate on the credit agreement is 3.63%. Debt issue costs of approximately $1.0 million are being amortized over the anticipated life of the credit agreement, which is nine months. For purposes of the pro forma financial information the debt incurred to acquire Jonah is assumed to remain outstanding for the year ended December 31, 2001. Assuming market interest rates change by 1/8 percent, the potential annual change in interest expense is approximately $0.5 million. This credit agreement was terminated by the Partnership in February 2002.

(i) To reclassify loss on sale of property, plant and equipment to other income - net.

(j) To record the effect of the pro forma statement of income adjustments on minority interest expense.

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
23.1*	Consent of PricewaterhouseCoopers LLP
99.1	Purchase and Sale Agreement between Burlington Resources Gathering Inc. as Seller and TEPPCO Partners, L.P., as Buyer, dated May 24, 2002 (Filed as Exhibit 99.1 to Form 8-K of TEPPCO Partners, L.P., (Commission File No. 1-10403) dated as of July 2, 2002 and incorporated herein by reference).
99.2	Credit Agreement among TEPPCO Partners, L.P., as Borrower, SunTrust Bank, as Administrative Agent and Certain Lenders, as Lenders dated as of June 27, 2002 ($200,000,000 Term Facility) (Filed as Exhibit 99.2 to Form 8-K of TEPPCO Partners, L.P. (Commission File No. 1-10403) dated as of July 2, 2002 and incorporated herein by reference).
99.3	Amendment, dated as of June 27, 2002 to the Amended and Restated Credit Agreement among TEPPCO Partners, L.P., as Borrower, SunTrust Bank, as Administrative Agent, and Certain Lenders, dated as of March 28, 2002 ($500,000,000 Revolving Credit Facility) (Filed as Exhibit 99.3 to Form 8-K of TEPPCO Partners, L.P. (Commission File No. 1-10403) dated as of July 2, 2002 and incorporated herein by reference).
99.4	Amendment 1, dated as of June 27, 2002 to the Credit Agreement among TEPPCO Partners, L.P., as Borrower, SunTrust Bank, as Administrative Agent and Certain Lenders, dated as of March 28, 2002 ($200,000,000 Revolving Credit Facility) (Filed as Exhibit 99.4 to Form 8-K of TEPPCO Partners, L.P. (Commission File No. 1-10403) dated as of July 2, 2002 and incorporated herein by reference).

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* Filed herewith

EXHIBIT 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (File No. 33-81976) and Form S-8 (File No. 333-82892) of TEPPCO Partners, L.P. of our report dated August 7, 2002 relating to the combined financial statements of the Burlington Resources Gathering Inc. Val Verde Gathering and Processing System for the years ended December 31, 2001 and 2000, which appears in the Current Report on Form 8-K/A of TEPPCO Partners, L.P. filed October 8, 2002.

/s/ PricewaterhouseCoopers LLP

Houston, Texas
October 8, 2002