

HENRY SCHEIN INC  
Form 11-K  
June 27, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

(Mark One)

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

For the fiscal year ended December 31, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1943

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Commission File Number:** 0-27078

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Henry Schein, Inc. 401(k) Savings Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Henry Schein, Inc.

135 Duryea Road

Melville, New York 11747

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HENRY SCHEIN, INC. 401(k) SAVINGS PLAN

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Supplemental schedule as of and for the year ended December 31, 2015:	
<u>Form 5500, Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)</u>	12
<u>Signature</u>	15
Exhibits:	
Consent of Independent Registered Public Accounting Firm	Exhibit 23.1
<p>All other schedules required by Section 2520.103-10 of the U.S. Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.</p>	

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Plan Administrator of the

Henry Schein Inc. 401(k) Savings Plan

Melville, NY

We have audited the accompanying statements of net assets available for benefits of the Henry Schein Inc. 401(k) Savings Plan (the "Plan") as of December 31, 2015 and 2014, and the related statements of changes in net assets available for benefits for the years ended December 31, 2015 and 2014. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also 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, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2015 and 2014, and the changes in net assets available for benefits for the years ended December 31, 2015 and 2014, in conformity with accounting principles generally accepted in the United States of America.

The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2015 has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental schedule is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental schedule reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental schedule. In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, including its form and content, is presented in conformity with the Department of Labor's Rules and

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Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental schedule is fairly stated, in all material respects, in relation to the financial statements as a whole.

/s/ BDO USA, LLP

New York, New York

June 24, 2016

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## HENRY SCHEIN, INC. 401(k) SAVINGS PLAN

## STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2015	December 31, 2014
Assets		
Investments, at fair value (Notes 4 and 5):		
Money market accounts	\$ 42,609,895	\$ 37,321,274
Mutual funds	670,137,078	641,472,351
Common stock	115,420,011	107,567,758
Total investments	828,166,984	786,361,383
Receivables:		
Notes receivable from participants	19,047,311	18,549,926
Employer's contribution (Note 1(b))	23,639,748	21,209,309
Other	36,574	238,117
Total receivables	42,723,633	39,997,352
Total Assets	870,890,617	826,358,735
Liabilities		
Benefits claims payable	1,390	845
Net assets available for benefits	\$ 870,889,227	\$ 826,357,890

See accompanying Notes to Financial Statements

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**HENRY SCHEIN, INC. 401(k) SAVINGS PLAN**

## STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Years Ended	
	December 31, 2015	December 31, 2014
Additions:		
Investment income:		
Interest and dividends:		
Money market fund and mutual funds	\$27,694,208	\$29,064,488
Net appreciation (depreciation) in fair value of investments:		
Depreciation and amortization	23,906	26,304
Loss on debt extinguishment	507	
Other, net	6,424	1,916
Changes in assets and liabilities:		
Accounts receivable	4,152	(22,685)
Inventories	13,576	7,331
Other current and noncurrent assets	(1,644)	3,679
Accounts payable	(11,147)	(7,466)
Accrued employment and benefit costs	(10,580)	(7,296)
Customer deposits and advances	(20,842)	(31,411)
Accrued insurance	(1,177)	(3,339)
Other current and noncurrent liabilities	6,593	6,150
Net cash provided by operating activities	73,250	109,841
Cash flows from investing activities:		
Capital expenditures	(14,384)	(17,241)
Acquisition of business		(3,195)
Proceeds from sale of property, plant and equipment	2,367	5,567
Net cash (used in) investing activities	(12,017)	(14,869)
Cash flows from financing activities:		
Repayments of long-term borrowings	(100,000)	
Proceeds from long-term borrowings	100,000	
Issuance costs associated with borrowings	(4,192)	
Partnership distributions	(90,790)	(90,433)
Net cash (used in) financing activities	(94,982)	(90,433)
Net (decrease) increase in cash and cash equivalents	(33,749)	4,539
Cash and cash equivalents at beginning of period	149,553	156,908

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Cash and cash equivalents at end of period	\$	115,804	\$	161,447
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The accompanying notes are an integral part of these condensed consolidated financial statements.



**Table of Contents****SUBURBAN PROPANE PARTNERS, L.P. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENT OF PARTNERS' CAPITAL****(in thousands)****(unaudited)**

	Number of Common Units	Common Unitholders	Accumulated Other Comprehensive (Loss)	Total Partners Capital	Comprehensive Income
Balance at September 24, 2011	35,429	\$ 418,134	\$ (59,916)	\$ 358,218	
Net income		63,482		63,482	\$ 63,482
Other comprehensive income:					
Unrealized losses on cash flow hedges			(2,234)	(2,234)	(2,234)
Reclassification of realized losses on cash flow hedges into earnings			2,008	2,008	2,008
Amortization of net actuarial losses and prior service credits into earnings			3,586	3,586	3,586
Comprehensive income					\$ 66,842
Partnership distributions		(90,790)		(90,790)	
Common Units issued under Restricted Unit Plans	116				
Compensation cost recognized under Restricted Unit Plans, net of forfeitures		3,260		3,260	
Balance at June 23, 2012	35,545	\$ 394,086	\$ (56,556)	\$ 337,530	

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

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**SUBURBAN PROPANE PARTNERS, L.P. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(dollars in thousands, except per unit amounts)**

**(unaudited)**

**1. Partnership Organization and Formation**

Suburban Propane Partners, L.P. (the Partnership) is a publicly traded Delaware limited partnership principally engaged, through its operating partnership and subsidiaries, in the retail marketing and distribution of propane, fuel oil and refined fuels, as well as the marketing of natural gas and electricity in deregulated markets. In addition, to complement its core marketing and distribution businesses, the Partnership services a wide variety of home comfort equipment, particularly for heating and ventilation. The publicly traded limited partner interests in the Partnership are evidenced by common units traded on the New York Stock Exchange (Common Units), with 35,544,766 Common Units outstanding at June 23, 2012. The holders of Common Units are entitled to participate in distributions and exercise the rights and privileges available to limited partners under the Third Amended and Restated Agreement of Limited Partnership (the Partnership Agreement), as amended. Rights and privileges under the Partnership Agreement include, among other things, the election of all members of the Board of Supervisors and voting on the removal of the general partner.

Suburban Propane, L.P. (the Operating Partnership), a Delaware limited partnership, is the Partnership's operating subsidiary formed to operate the propane business and assets. In addition, Suburban Sales & Service, Inc. (the Service Company), a subsidiary of the Operating Partnership, was formed to operate the service work and appliance and parts businesses of the Partnership. The Operating Partnership, together with its direct and indirect subsidiaries, accounts for substantially all of the Partnership's assets, revenues and earnings. The Partnership, the Operating Partnership and the Service Company commenced operations in March 1996 in connection with the Partnership's initial public offering.

The general partner of both the Partnership and the Operating Partnership is Suburban Energy Services Group LLC (the General Partner), a Delaware limited liability company, the sole member of which is the Partnership's Chief Executive Officer. Other than as a holder of 784 Common Units that will remain in the General Partner, the General Partner does not have any economic interest in the Partnership or the Operating Partnership.

The Partnership's fuel oil and refined fuels, natural gas and electricity and services businesses are structured as corporate entities (collectively referred to as the Corporate Entities) and, as such, are subject to corporate level federal and state income tax.

Suburban Energy Finance Corporation, a direct 100%-owned subsidiary of the Partnership, was formed on November 26, 2003 to serve as co-issuer, jointly and severally, with the Partnership of the Partnership's senior notes.

**2. Basis of Presentation**

**Principles of Consolidation.** The condensed consolidated financial statements include the accounts of the Partnership, the Operating Partnership and all of its direct and indirect subsidiaries. All significant intercompany transactions and account balances have been eliminated. The Partnership consolidates the results of operations, financial condition and cash flows of the Operating Partnership as a result of the Partnership's 100% limited partner interest in the Operating Partnership.

The accompanying condensed consolidated financial statements are unaudited and have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission (SEC). They include all adjustments that the Partnership considers necessary for a fair statement of the results for the interim periods presented. Such adjustments consist only of normal recurring items, unless otherwise disclosed. These financial statements should be read in conjunction with the financial statements included in the Partnership's Annual Report on Form 10-K for the fiscal year ended September 24, 2011. Due to the seasonal nature of the Partnership's operations, the results of operations for interim periods are not necessarily indicative of the results to be expected for a full year.

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**Fiscal Period.** The Partnership uses a 52/53 week fiscal year which ends on the last Saturday in September. The Partnership's fiscal quarters are generally 13 weeks in duration. When the Partnership's fiscal year is 53 weeks long, the corresponding fourth quarter is 14 weeks in duration.

**Revenue Recognition.** Sales of propane, fuel oil and refined fuels are recognized at the time product is delivered to the customer. Revenue from the sale of appliances and equipment is recognized at the time of sale or when installation is complete, as applicable. Revenue from repairs, maintenance and other service activities is recognized upon completion of the service. Revenue from service contracts is recognized ratably over the service period. Revenue from the natural gas and electricity business is recognized based on customer usage as determined by meter readings for amounts delivered, some of which may be unbilled at the end of each accounting period. Revenue from annually billed tank fees is deferred at the time of billing and recognized on a straight-line basis over one year.

**Fair Value Measurements.** The Partnership measures certain of its assets and liabilities at fair value, which is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in either the principal market or the most advantageous market. The principal market is the market with the greatest level of activity and volume for the asset or liability.

The common framework for measuring fair value utilizes a three-level hierarchy to prioritize the inputs used in the valuation techniques to derive fair values. The basis for fair value measurements for each level within the hierarchy is described below with Level 1 having the highest priority and Level 3 having the lowest.

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Quoted prices in active markets for similar assets or liabilities; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs are observable in active markets.

Level 3: Valuations derived from valuation techniques in which one or more significant inputs are unobservable.

**Use of Estimates.** The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ( US GAAP ) 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. Estimates have been made by management in the areas of depreciation and amortization of long-lived assets, insurance and litigation reserves, severance benefits, pension and other postretirement benefit liabilities and costs, purchase accounting, valuation of derivative instruments, asset valuation assessments, tax valuation allowances, as well as the allowance for doubtful accounts. Actual results could differ from those estimates, making it reasonably possible that a change in these estimates could occur in the near term.

### **3. Financial Instruments and Risk Management**

**Cash and Cash Equivalents.** The Partnership considers all highly liquid instruments purchased with an original maturity of three months or less to be cash equivalents. The carrying amount approximates fair value because of the short maturity of these instruments.

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**Derivative Instruments and Hedging Activities.**

*Commodity Price Risk.* Given the retail nature of its operations, the Partnership maintains a certain level of priced physical inventory to ensure its field operations have adequate supply commensurate with the time of year. The Partnership's strategy is to keep its physical inventory priced relatively close to market for its field operations. The Partnership enters into a combination of exchange-traded futures and options contracts and, in certain instances, over-the-counter options contracts (collectively, derivative instruments) to hedge price risk associated with propane and fuel oil physical inventories, as well as anticipated future purchases of propane or fuel oil to be used in its operations and to ensure adequate supply during periods of high demand. Under this risk management strategy, realized gains or losses on derivative instruments will typically offset losses or gains on the physical inventory once the product is sold. All of the Partnership's derivative instruments are reported on the condensed consolidated balance sheet at their fair values. In addition, in the course of normal operations, the Partnership routinely enters into contracts such as forward priced physical contracts for the purchase or sale of propane and fuel oil that qualify for and are designated as normal purchase or normal sale contracts. Such contracts are exempted from the fair value accounting requirements and are accounted for at the time product is purchased or sold under the related contract. The Partnership does not use derivative instruments for speculative trading purposes. Market risks associated with futures, options and forward contracts are monitored daily for compliance with the Partnership's Hedging and Risk Management Policy which includes volume limits for open positions. Priced on-hand inventory is also reviewed and managed daily as to exposures to changing market prices.

On the date that derivative instruments are entered into, the Partnership makes a determination as to whether the derivative instrument qualifies for designation as a hedge. Changes in the fair value of derivative instruments are recorded each period in current period earnings or other comprehensive income (OCI), depending on whether the derivative instrument is designated as a hedge and, if so, the type of hedge. For derivative instruments designated as cash flow hedges, the Partnership formally assesses, both at the hedge contract's inception and on an ongoing basis, whether the hedge contract is highly effective in offsetting changes in cash flows of hedged items. Changes in the fair value of derivative instruments designated as cash flow hedges are reported in OCI to the extent effective and reclassified into earnings during the same period in which the hedged item affects earnings. The mark-to-market gains or losses on ineffective portions of cash flow hedges are recognized in earnings immediately. Changes in the fair value of derivative instruments that are not designated as cash flow hedges, and that do not meet the normal purchase and normal sale exemption, are recorded within earnings as they occur. Cash flows associated with derivative instruments are reported as operating activities within the condensed consolidated statement of cash flows.

*Interest Rate Risk.* A portion of the Partnership's borrowings bear interest at prevailing interest rates based upon, at the Operating Partnership's option, LIBOR plus an applicable margin or the base rate, defined as the higher of the Federal Funds Rate plus  $\frac{1}{2}$  of 1% or the agent bank's prime rate, or LIBOR plus 1%, plus the applicable margin. The applicable margin is dependent on the level of the Partnership's total leverage (the ratio of total debt to income before deducting interest expense, income taxes, depreciation and amortization (EBITDA)). Therefore, the Partnership is subject to interest rate risk on the variable component of the interest rate. The Partnership manages part of its variable interest rate risk by entering into interest rate swap agreements. The interest rate swaps have been designated as, and are accounted for as, cash flow hedges. The fair value of the interest rate swaps are determined using an income approach, whereby future settlements under the swaps are converted into a single present value, with fair value being based on the value of current market expectations about those future amounts. Changes in the fair value are recognized in OCI until the hedged item is recognized in earnings. However, due to changes in the underlying interest rate environment, the corresponding value in OCI is subject to change prior to its impact on earnings.

*Valuation of Derivative Instruments.* The Partnership measures the fair value of its exchange-traded options and futures contracts using quoted market prices found on the New York Mercantile Exchange (Level 1 inputs), the fair value of its interest rate swaps using model-derived valuations driven by observable projected movements of the 3-month LIBOR (Level 2 inputs) and the fair value of its over-the-counter options contracts using Level 3 inputs. The Partnership's over-the-counter options contracts are valued based on an internal option model. The inputs utilized in the model are based on publicly available information as well as broker quotes. The significant unobservable inputs used in the fair value measurements of the Partnership's over-the-counter options contracts are interest rate and market volatility.

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The following summarizes the gross fair value of the Partnership's derivative instruments and their location in the condensed consolidated balance sheet as of June 23, 2012 and September 24, 2011, respectively:

Asset Derivatives	As of June 23, 2012		As of September 24, 2011	
	Location	Fair Value	Location	Fair Value
Derivatives not designated as hedging instruments:				
Commodity options	Other current assets	\$ 7,263	Other current assets	\$ 3,710
	Other assets		Other assets	612
Commodity futures	Other current assets	1,952	Other current assets	1,132
		\$ 9,215		\$ 5,454
<b>Liability Derivatives</b>				
	Location	Fair Value	Location	Fair Value
Derivatives designated as hedging instruments:				
Interest rate swaps	Other current liabilities	\$ 2,646	Other current liabilities	\$ 2,662
	Other liabilities	2,176	Other liabilities	1,934
		\$ 4,822		\$ 4,596
Derivatives not designated as hedging instruments:				
Commodity options	Other current liabilities	\$ 1,338	Other current liabilities	\$ 2,407
	Other liabilities		Other liabilities	69
		\$ 1,338		\$ 2,476

The following summarizes the reconciliation of the beginning and ending balances of assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs:

	Fair Value Measurement Using Significant Unobservable Inputs (Level 3)			
	Nine Months Ended June 23, 2012		Nine Months Ended June 25, 2011	
	Assets	Liabilities	Assets	Liabilities
Opening balance of over-the-counter options	\$ 1,780	\$ 118	\$ 1,509	\$ 29
Beginning balance realized during the period	(758)	(15)	(1,509)	(29)
Contracts purchased during the period	3,245	259	2,778	226
Change in the fair value of beginning balance	2,678	669		
Closing balance of over-the-counter options	\$ 6,945	\$ 1,031	\$ 2,778	\$ 226

As of June 23, 2012 and September 24, 2011, the Partnership's outstanding commodity-related derivatives had a weighted average maturity of approximately 3 months and 4 months, respectively.

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The effect of the Partnership's derivative instruments on the condensed consolidated statements of operations for the three and nine months ended June 23, 2012 and June 25, 2011 are as follows:

Derivatives in Cash	Three months ended June 23, 2012			Three months ended June 25, 2011		
	Gains (Losses) Recognized in OCI (Effective Portion)	Gains (Losses) from Accumulated OCI into Income (Effective Portion) Location	Reclassified Amount	Gains (Losses) Recognized in OCI (Effective Portion)	Gains (Losses) from Accumulated OCI into Income (Effective Portion) Location	Reclassified Amount
Flow Hedging Relationships						
Interest rate swap	\$ (1,856)	Interest expense	\$ (670)	\$ (1,077)	Interest expense	\$ (719)
	\$ (1,856)		\$ (670)	\$ (1,077)		\$ (719)

Derivatives Not Designated as Hedging Instruments	Location of Gains (Losses) Recognized in Income	Amount of Unrealized Gains (Losses) Recognized in Income	Location of Gains (Losses) Recognized in Income	Amount of Unrealized Gains (Losses) Recognized in Income
Commodity options	Cost of products sold	\$ 6,465	Cost of products sold	\$ (516)
Commodity futures	Cost of products sold	1,753	Cost of products sold	203
		\$ 8,218		\$ (313)

Derivatives in Cash	Nine months ended June 23, 2012			Nine months ended June 25, 2011		
	Gains (Losses) Recognized in OCI (Effective Portion)	Gains (Losses) from Accumulated OCI into Income (Effective Portion) Location	Reclassified Amount	Gains (Losses) Recognized in OCI (Effective Portion)	Gains (Losses) from Accumulated OCI into Income (Effective Portion) Location	Reclassified Amount
Flow Hedging Relationships						
Interest rate swap	\$ (2,234)	Interest expense	\$ (2,008)	\$ (851)	Interest expense	\$ (2,147)
	\$ (2,234)		\$ (2,008)	\$ (851)		\$ (2,147)

Derivatives Not Designated as Hedging Instruments	Location of Gains (Losses) Recognized in Income	Amount of Unrealized Gains (Losses) Recognized in Income	Location of Gains (Losses) Recognized in Income	Amount of Unrealized Gains (Losses) Recognized in Income
Commodity options	Cost of products sold	\$ 6,350	Cost of products sold	\$ 283
Commodity futures	Cost of products sold	820	Cost of products sold	1,954
		\$ 7,170		\$ 2,237

**Bank Debt and Senior Notes.** The fair value of the Revolving Credit Facility (defined below) approximates the carrying value since the interest rates are periodically adjusted to reflect market conditions. Based upon quoted market prices, qualifying as a Level 1 fair value input, the fair value of the Partnership's 2020 senior notes was \$262,500 and \$248,500 as of June 23, 2012 and September 24, 2011, respectively.



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Inventories are stated at the lower of cost or market. Cost is determined using a weighted average method for propane, fuel oil and refined fuels and natural gas, and a standard cost basis for appliances, which approximates average cost. Inventories consist of the following:

	<b>June 23, 2012</b>	<b>As of September 24, 2011</b>
Propane, fuel oil and refined fuels and natural gas	\$ 50,969	\$ 64,601
Appliances and related parts	1,362	1,306
	<b>\$ 52,331</b>	<b>\$ 65,907</b>

**5. Goodwill**

Goodwill represents the excess of the purchase price over the fair value of net assets acquired. Goodwill is subject to an impairment review at a reporting unit level, on an annual basis in August of each year, or when an event occurs or circumstances change that would indicate potential impairment. The Partnership assesses the carrying value of goodwill at a reporting unit level based on an estimate of the fair value of the respective reporting unit. Fair value of the reporting unit is estimated using discounted cash flow analyses taking into consideration estimated cash flows in a ten-year projection period and a terminal value calculation at the end of the projection period. If the fair value of the reporting unit exceeds its carrying value, the goodwill associated with the reporting unit is not considered to be impaired. If the carrying value of the reporting unit exceeds its fair value, an impairment loss is recognized to the extent that the carrying amount of the associated goodwill, if any, exceeds the implied fair value of the goodwill.

The carrying values of goodwill assigned to the Partnership's operating segments are as follows:

	<b>June 23, 2012</b>	<b>As of September 24, 2011</b>
Propane	\$ 265,313	\$ 265,313
Fuel oil and refined fuels	4,438	4,438
Natural gas and electricity	7,900	7,900
	<b>\$ 277,651</b>	<b>\$ 277,651</b>

**6. Net Income Per Common Unit**

Computations of basic income per Common Unit are performed by dividing net income by the weighted average number of outstanding Common Units, and restricted units granted under the restricted unit plans to retirement-eligible grantees. Computations of diluted income per Common Unit are performed by dividing net income by the weighted average number of outstanding Common Units and unvested restricted units granted under the restricted unit plans. In computing diluted net income per Common Unit, weighted average units outstanding used to compute basic net income per Common Unit were increased by 177,431 and 194,668 units for the nine months ended June 23, 2012 and June 25, 2011, respectively, to reflect the potential dilutive effect of the unvested restricted units outstanding using the treasury stock method.



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Long-term borrowings consist of the following:

	June 23, 2012	As of September 24, 2011
7.375% senior notes, due March 15, 2020, net of unamortized discount of \$1,669 and \$1,831, respectively	\$ 248,331	\$ 248,169
Revolving credit facility, due January 5, 2017	100,000	100,000
	\$ 348,331	\$ 348,169

On March 23, 2010, the Partnership and its wholly-owned subsidiary, Suburban Energy Finance Corporation, issued \$250,000 in aggregate principal amount of 7.375% senior notes due 2020 (the 2020 Senior Notes). The 2020 Senior Notes were issued at 99.136% of the principal amount. The Partnership's obligations under the 2020 Senior Notes are unsecured and rank senior in right of payment to any future subordinated indebtedness and equally in right of payment with any future senior indebtedness. The 2020 Senior Notes are structurally subordinated to, which means they rank effectively behind, any debt and other liabilities of the Operating Partnership. The 2020 Senior Notes mature on March 15, 2020 and require semi-annual interest payments in March and September. The Partnership is permitted to redeem some or all of the 2020 Senior Notes any time at redemption prices specified in the indenture governing the 2020 Senior Notes. In addition, the 2020 Senior Notes have a change of control provision that would require the Partnership to offer to repurchase the notes at 101% of the principal amount repurchased, if a change of control as defined in the indenture occurs and is followed by a rating decline (a decrease in the rating of the notes by either Moody's Investors Service or Standard and Poor's Rating Group by one or more gradations) within 90 days of the consummation of the change of control.

The Operating Partnership has a credit agreement, as amended on January 5, 2012 (the Amended Credit Agreement) that provides for a five-year \$250,000 revolving credit facility (the Revolving Credit Facility) of which, \$100,000 was outstanding as of June 23, 2012 and September 24, 2011. The Amended Credit Agreement amends the previous credit agreement to, among other things, extend the maturity date from June 25, 2013 to January 5, 2017, reduce the borrowing rate and commitment fees, and amend certain affirmative and negative covenants. Borrowings under the Revolving Credit Facility may be used for general corporate purposes, including working capital, capital expenditures and acquisitions. The Operating Partnership has the right to prepay any borrowings under the Revolving Credit Facility, in whole or in part, without penalty at any time prior to maturity.

At the time the amendment was entered into, the Operating Partnership had existing borrowings of \$100,000 under the revolving credit facility of the previous credit agreement, which borrowings have been rolled into the Revolving Credit Facility of the Amended Credit Agreement. In addition, at the time the amendment was entered into, the Operating Partnership had letters of credit issued under the revolving credit facility of the previous credit agreement primarily in support of retention levels under its self-insurance programs, all of which have been rolled into the Revolving Credit Facility of the Amended Credit Agreement. As of June 23, 2012, the Partnership had standby letters of credit issued under the Revolving Credit Facility in the aggregate amount of \$46,926 which expire periodically through April 15, 2013. Therefore, as of June 23, 2012 the Partnership had available borrowing capacity of \$103,074 under the Revolving Credit Facility.

In connection with the previous revolving credit facility, the Operating Partnership entered into an interest rate swap agreement with a notional amount of \$100,000 and an effective date of March 31, 2010 and termination date of June 25, 2013. Under the interest rate swap agreement, the Operating Partnership will pay a fixed interest rate of 3.12% to the issuing lender on the notional principal amount outstanding, effectively fixing the LIBOR portion of the interest rate at 3.12%. In return, the issuing lender will pay to the Operating Partnership a floating rate, namely LIBOR, on the same notional principal amount. The interest rate swap has been designated as a cash flow hedge.

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In connection with the Amended Credit Agreement, the Operating Partnership entered into a forward starting interest rate swap agreement with a June 25, 2013 effective date, which is commensurate with the maturity of the existing interest rate swap agreement, and a termination date of January 5, 2017. Under this forward starting interest rate swap agreement, the Operating Partnership will pay a fixed interest rate of 1.63% to the issuing lender on the notional principal amount outstanding, effectively fixing the LIBOR portion of the interest rate at 1.63%. In return, the issuing lender will pay to the Operating Partnership a floating rate, namely LIBOR, on the same notional principal amount. The forward starting interest rate swap has been designated as a cash flow hedge.

Borrowings under the Revolving Credit Facility bear interest at prevailing interest rates based upon, at the Operating Partnership's option, LIBOR plus the applicable margin or the base rate, defined as the higher of the Federal Funds Rate plus  $\frac{1}{2}$  of 1%, the agent bank's prime rate, or LIBOR plus 1%, plus in each case the applicable margin. The applicable margin is dependent upon the Partnership's ratio of total debt to EBITDA on a consolidated basis, as defined in the Revolving Credit Facility. As of June 23, 2012, the interest rate for the Revolving Credit Facility was approximately 2.7%. The interest rate and the applicable margin will be reset at the end of each calendar quarter.

The Partnership acts as a guarantor with respect to the obligations of the Operating Partnership under the Amended Credit Agreement pursuant to the terms and conditions set forth therein. The obligations under the Amended Credit Agreement are secured by liens on substantially all of the personal property of the Partnership, the Operating Partnership and their subsidiaries, as well as mortgages on certain real property.

The Amended Credit Agreement and the 2020 Senior Notes both contain various restrictive and affirmative covenants applicable to the Operating Partnership and the Partnership, respectively, including (i) restrictions on the incurrence of additional indebtedness, and (ii) restrictions on certain liens, investments, guarantees, loans, advances, payments, mergers, consolidations, distributions, sales of assets and other transactions. The Amended Credit Agreement contains certain financial covenants (a) requiring the Partnership's consolidated interest coverage ratio, as defined, to be not less than 2.5 to 1.0 as of the end of any fiscal quarter; (b) prohibiting the total consolidated leverage ratio, as defined, of the Partnership from being greater than 4.75 to 1.0 as of the end of any fiscal quarter; and (c) prohibiting the Operating Partnership's senior secured consolidated leverage ratio, as defined, from being greater than 3.0 to 1.0 as of the end of any fiscal quarter. Under the indenture governing the 2020 Senior Notes, the Partnership is generally permitted to make cash distributions equal to available cash, as defined, as of the end of the immediately preceding quarter, if no event of default exists or would exist upon making such distributions, and the Partnership's consolidated fixed charge coverage ratio, as defined, is greater than 1.75 to 1.0. The Partnership and the Operating Partnership were in compliance with all covenants and terms of the 2020 Senior Notes and the Amended Credit Agreement as of June 23, 2012.

On April 25, 2012, the Partnership received consents from the requisite lenders under the Amended Credit Agreement to enable the Partnership to incur additional indebtedness, make amendments to the Amended Credit Agreement to adjust certain covenants, and otherwise perform our obligations as contemplated by the Inergy Propane Acquisition see Note 16. Subsequent Event Acquisition of Inergy Propane for a description of further amendments to the Amended Credit Agreement and the new senior notes issued by the Partnership in connection with the Inergy Propane Acquisition.

Debt origination costs representing the costs incurred in connection with the placement of, and the subsequent amendment to, long-term borrowings are capitalized within other assets and amortized on a straight-line basis over the term of the respective debt agreements. In connection with the execution of the Amended Credit Agreement, the Partnership recognized a non-cash charge of \$507 to write-off a portion of unamortized debt origination costs associated with the previous credit agreement, and capitalized \$2,420 for origination costs incurred with the amendment. During the third quarter of fiscal 2012, the Partnership capitalized \$1,772 for origination costs incurred in connection with the issuance of new senior notes in August 2012 in connection with the Inergy Propane Acquisition. Other assets at June 23, 2012 and September 24, 2011 include debt origination costs with a net carrying amount of \$9,747 and \$7,207, respectively.

The aggregate amounts of long-term debt maturities subsequent to June 23, 2012 are as follows: fiscal 2012 through fiscal 2016: \$-0-; and thereafter: \$350,000.

**Table of Contents****8. Distributions of Available Cash**

The Partnership makes distributions to its limited partners no later than 45 days after the end of each fiscal quarter of the Partnership in an aggregate amount equal to its Available Cash for such quarter. Available Cash, as defined in the Partnership Agreement, generally means all cash on hand at the end of the respective fiscal quarter less the amount of cash reserves established by the Board of Supervisors in its reasonable discretion for future cash requirements. These reserves are retained for the proper conduct of the Partnership's business, the payment of debt principal and interest and for distributions during the next four quarters.

On July 18, 2012, the Partnership announced a quarterly distribution of \$0.8525 per Common Unit, or \$3.41 per Common Unit on an annualized basis, in respect of the third quarter of fiscal 2012, payable on August 7, 2012 to holders of record on July 31, 2012.

**9. Unit-Based Compensation Arrangements**

The Partnership recognizes compensation cost over the respective service period for employee services received in exchange for an award of equity or equity-based compensation based on the grant date fair value of the award. The Partnership measures liability awards under an equity-based payment arrangement based on remeasurement of the award's fair value at the conclusion of each interim and annual reporting period until the date of settlement, taking into consideration the probability that the performance conditions will be satisfied.

**Restricted Unit Plans.** In fiscal 2000 and fiscal 2009, the Partnership adopted the Suburban Propane Partners, L.P. 2000 Restricted Unit Plan and 2009 Restricted Unit Plan (collectively, the Restricted Unit Plans), respectively, which authorize the issuance of Common Units to executives, managers and other employees and members of the Board of Supervisors of the Partnership. The total number of Common Units authorized for issuance under the Restricted Unit Plans was 1,902,122 as of June 23, 2012. Unless otherwise stipulated by the Compensation Committee of the Board of Supervisors on or before the grant date, restricted units issued under the Restricted Unit Plans vest over time with 25% of the Common Units vesting on each of the third and fourth anniversaries of the grant date and the remaining 50% of the Common Units vesting on the fifth anniversary of the grant date. The Restricted Unit Plans participants are not eligible to receive quarterly distributions with respect to or vote their respective restricted units until vested. Because each restricted unit represents a promise to issue a Common Unit at a future date, restricted units cannot be sold or transferred prior to vesting. The fair value of the restricted unit is established by the market price of the Common Unit on the date of grant, net of estimated future distributions and forfeitures during the vesting period. Restricted units are subject to forfeiture in certain circumstances as defined in the Restricted Unit Plans. Compensation expense for the unvested awards is recognized ratably over the vesting periods and is net of estimated forfeitures.

During the nine months ended June 23, 2012, the Partnership awarded 108,674 restricted units under the Restricted Unit Plans at an aggregate grant date fair value of \$3,543. The following is a summary of activity for the Restricted Unit Plans for the nine months ended June 23, 2012:

	Units	Weighted Average Grant Date Fair Value Per Unit
<b>Outstanding September 24, 2011</b>	485,423	\$ 32.71
Awarded	108,674	32.60
Forfeited	(11,093)	(30.63)
Issued	(115,911)	(31.77)
<b>Outstanding June 23, 2012</b>	467,093	\$ 33.04

As of June 23, 2012, unrecognized compensation cost related to unvested restricted units awarded under the Restricted Unit Plans amounted to \$6,264. Compensation cost associated with unvested awards is expected to be recognized over a weighted-average period of 1.8 years. Compensation expense recognized under the Restricted Unit Plans, net of forfeitures, for the three and nine months ended June 23, 2012 was \$911 and \$3,261, respectively, and \$737 and \$3,136 for the three and nine months ended June 25, 2011, respectively.

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**Long-Term Incentive Plan.** The Partnership has a non-qualified, unfunded long-term incentive plan for officers and key employees (the LTIP ) which provides for payment, in the form of cash, of an award of equity-based compensation at the end of a three-year performance period. The level of compensation earned under the LTIP is based on the market performance of the Partnership's Common Units on the basis of total return to Unitholders ( TRU ) compared to the TRU of a predetermined peer group consisting solely of other master limited partnerships, approved by the Compensation Committee of the Board of Supervisors, over the same three-year performance period. As a result of the quarterly remeasurement of the liability for awards under the LTIP, compensation expense for the three and nine months ended June 23, 2012 was \$(49) and \$643, respectively, and \$31 and \$1,532 for the three and nine months ended June 25, 2011, respectively. As of June 23, 2012 and September 24, 2011, the Partnership had a liability included within accrued employment and benefit costs (or other liabilities, as applicable) of \$2,471 and \$5,164, respectively, related to estimated future payments under the LTIP.

### **10. Commitments and Contingencies**

**Self-Insurance.** The Partnership is self-insured for general and product, workers' compensation and automobile liabilities up to predetermined thresholds above which third party insurance applies. As of June 23, 2012 and September 24, 2011, the Partnership had accrued insurance liabilities of \$51,664 and \$52,841, respectively, representing the total estimated losses under these self-insurance programs. For the portion of the estimated self-insurance liability that exceeds insurance deductibles, the Partnership records an asset within other assets (or other current assets, as applicable) related to the amount of the liability expected to be covered by insurance which amounted to \$16,943 and \$17,513 as of June 23, 2012 and September 24, 2011, respectively.

**Legal Matters.** The Partnership's operations are subject to all operating hazards and risks normally incidental to handling, storing and delivering combustible liquids such as propane. The Partnership has been, and will continue to be, a defendant in various legal proceedings and litigation arising in the ordinary course of business, both as a result of these operating hazards and risks, and as a result of other aspects of its business. In this last regard, the Partnership currently is a defendant in suits in several states, including two putative class actions in which no class has yet been certified. The complaints allege a number of commercial claims, including as to the Partnership's pricing, fee disclosure and tank ownership, under various consumer statutes, the Uniform Commercial Code, common law and antitrust law. Based on the nature of the allegations under these commercial suits, the Partnership believes that the suits are without merit and the Partnership is contesting each of these suits vigorously. With respect to the pending commercial suits, other than for legal defense fees and expenses, based on the merits of the allegations and discovery to date, no liability for a loss contingency is required.

### **11. Guarantees**

The Partnership has residual value guarantees associated with certain of its operating leases, related primarily to transportation equipment, with remaining lease periods scheduled to expire periodically through fiscal 2019. Upon completion of the lease period, the Partnership guarantees that the fair value of the equipment will equal or exceed the guaranteed amount, or the Partnership will pay the lessor the difference. Although the fair value of equipment at the end of its lease term has historically exceeded the guaranteed amounts, the maximum potential amount of aggregate future payments the Partnership could be required to make under these leasing arrangements, assuming the equipment is deemed worthless at the end of the lease term, was \$10,119 as of June 23, 2012. The fair value of residual value guarantees for outstanding operating leases was de minimis as of June 23, 2012 and September 24, 2011.

**Table of Contents****12. Pension Plans and Other Postretirement Benefits**

The following table provides the components of net periodic benefit costs:

	<b>Pension Benefits</b>			
	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>June 23, 2012</b>	<b>June 25, 2011</b>	<b>June 23, 2012</b>	<b>June 25, 2011</b>
Interest cost	\$ 1,577	\$ 1,706	\$ 4,733	\$ 5,117
Expected return on plan assets	(1,416)	(1,574)	(4,249)	(4,721)
Recognized net actuarial loss	1,318	1,180	3,953	3,540
<b>Net periodic benefit cost</b>	<b>\$ 1,479</b>	<b>\$ 1,312</b>	<b>\$ 4,437</b>	<b>\$ 3,936</b>

	<b>Postretirement Benefits</b>			
	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>June 23, 2012</b>	<b>June 25, 2011</b>	<b>June 23, 2012</b>	<b>June 25, 2011</b>
Service cost	\$ 2	\$ 2	\$ 5	\$ 6
Interest cost	200	214	602	641
Amortization of prior service costs	(122)	(122)	(367)	(367)
Recognized net actuarial loss		(9)		(27)
<b>Net periodic benefit cost</b>	<b>\$ 80</b>	<b>\$ 85</b>	<b>\$ 240</b>	<b>\$ 253</b>

There are no projected minimum employer cash contribution requirements under ERISA laws for fiscal 2012 under our defined benefit pension plan. The projected annual contribution requirements related to the Partnership's postretirement health care and life insurance benefit plan for fiscal 2012 is \$1,669, of which \$1,062 has been contributed during the nine months ended June 23, 2012.

**13. Income Taxes**

For federal income tax purposes, as well as for state income tax purposes in the majority of the states in which the Partnership operates, the earnings attributable to the Partnership, as a separate legal entity, and the Operating Partnership are not subject to income tax at the Partnership level. Rather, the taxable income or loss attributable to the Partnership, as a separate legal entity, and to the Operating Partnership, which may vary substantially from the income before income taxes, reported by the Partnership in the condensed consolidated statement of operations, are includable in the federal and state income tax returns of the individual partners. The aggregate difference in the basis of the Partnership's net assets for financial and tax reporting purposes cannot be readily determined as the Partnership does not have access to information regarding each partner's basis in the Partnership.

As described in Note 1, the earnings of the Corporate Entities are subject to corporate level federal and state income tax. However, based upon past performance, the Corporate Entities are currently reporting an income tax provision composed primarily of alternative minimum tax. A full valuation allowance has been provided against the deferred tax assets based upon an analysis of all available evidence, both negative and positive at the balance sheet date, which, taken as a whole, indicates that it is more likely than not that sufficient future taxable income will not be available to utilize the assets. Management's periodic reviews include, among other things, the nature and amount of the taxable income and expense items, the expected timing of when assets will be used or liabilities will be required to be reported and the reliability of historical profitability of businesses expected to provide future earnings. Furthermore, management considered tax-planning strategies it could use to increase the likelihood that the deferred assets will be realized.

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### **14. Segment Information**

The Partnership manages and evaluates its operations in five operating segments, three of which are reportable segments: Propane, Fuel Oil and Refined Fuels and Natural Gas and Electricity. The chief operating decision maker evaluates performance of the operating segments using a number of performance measures, including gross margins and income before interest expense and provision for income taxes (operating profit). Costs excluded from these profit measures are captured in Corporate and include corporate overhead expenses not allocated to the operating segments. Unallocated corporate overhead expenses include all costs of back office support functions that are reported as general and administrative expenses within the condensed consolidated statements of operations. In addition, certain costs associated with field operations support that are reported in operating expenses within the condensed consolidated statements of operations, including purchasing, training and safety, are not allocated to the individual operating segments. Thus, operating profit for each operating segment includes only the costs that are directly attributable to the operations of the individual segment. The accounting policies of the operating segments are otherwise the same as those described in the summary of significant accounting policies Note in the Partnership's Annual Report on Form 10-K for the fiscal year ended September 24, 2011.

The propane segment is primarily engaged in the retail distribution of propane to residential, commercial, industrial and agricultural customers and, to a lesser extent, wholesale distribution to large industrial end users. In the residential and commercial markets, propane is used primarily for space heating, water heating, cooking and clothes drying. Industrial customers use propane generally as a motor fuel burned in internal combustion engines that power over-the-road vehicles, forklifts and stationary engines, to fire furnaces and as a cutting gas. In the agricultural markets, propane is primarily used for tobacco curing, crop drying, poultry brooding and weed control.

The fuel oil and refined fuels segment is primarily engaged in the retail distribution of fuel oil, diesel, kerosene and gasoline to residential and commercial customers for use primarily as a source of heat in homes and buildings.

The natural gas and electricity segment is engaged in the marketing of natural gas and electricity to residential and commercial customers in the deregulated energy markets of New York and Pennsylvania. Under this operating segment, the Partnership owns the relationship with the end consumer and has agreements with the local distribution companies to deliver the natural gas or electricity from the Partnership's suppliers to the customer.

Activities in the all other category include the Partnership's service business, which is primarily engaged in the sale, installation and servicing of a wide variety of home comfort equipment, particularly in the areas of heating and ventilation, and activities from the Partnership's HomeTown Hearth & Grill and Suburban Franchising subsidiaries.

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The following table presents certain relevant financial information by reportable segment and provides a reconciliation of total operating segment information to the corresponding consolidated amounts for the periods presented:

	Three Months Ended		Nine Months Ended	
	June 23, 2012	June 25, 2011	June 23, 2012	June 25, 2011
<b>Revenues:</b>				
Propane	\$ 142,681	\$ 169,258	\$ 666,796	\$ 786,968
Fuel oil and refined fuels	17,533	22,528	92,262	124,448
Natural gas and electricity	12,119	16,691	51,878	68,348
All other	7,268	8,086	26,177	29,208
Total revenues	\$ 179,601	\$ 216,563	\$ 837,113	\$ 1,008,972
<b>Operating income:</b>				
Propane	\$ 25,270	\$ 20,434	\$ 139,251	\$ 193,700
Fuel oil and refined fuels	(1,789)	(318)	4,142	14,437
Natural gas and electricity	1,416	1,789	5,759	10,409
All other	(4,029)	(3,433)	(10,358)	(8,947)
Corporate	(23,612)	(18,119)	(55,123)	(51,672)
Total operating income	(2,744)	353	83,671	157,927
Reconciliation to net income:				
Loss on debt extinguishment			507	
Interest expense, net	6,479	6,867	19,742	20,532
Provision for income taxes	100	273	(60)	737
Net income	\$ (9,323)	\$ (6,787)	\$ 63,482	\$ 136,658
<b>Depreciation and amortization:</b>				
Propane	\$ 5,142	\$ 5,011	\$ 14,997	\$ 15,326
Fuel oil and refined fuels	1,433	1,378	2,595	2,691
Natural gas and electricity	79	225	382	672
All other	19	34	72	192
Corporate	1,799	3,022	5,860	7,423
Total depreciation and amortization	\$ 8,472	\$ 9,670	\$ 23,906	\$ 26,304

	June 23, 2012	As of September 24, 2011
<b>Assets:</b>		
Propane	\$ 685,576	\$ 706,008
Fuel oil and refined fuels	38,765	44,973
Natural gas and electricity	14,599	18,675
All other	3,693	3,719
Corporate	153,431	183,084
Total assets	\$ 896,064	\$ 956,459

**15. Recently Issued Accounting Pronouncements**

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In June 2011, the FASB issued an accounting standards update to provide guidance on increasing the prominence of items reported in other comprehensive income. This update eliminates the option to present components of other comprehensive income as part of the statement of partners' capital and requires net income and the components of other comprehensive income be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. Early adoption of this updated guidance is permitted, and it becomes effective retrospectively for fiscal years beginning after December 15, 2011, which will be the first quarter of the Partnership's 2013 fiscal year. This update does not change the items that must be reported in other comprehensive income but will require the Partnership to change its historical practice of showing comprehensive income within the Statement of Partners' Capital.



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In September 2011, the FASB issued an accounting standards update allowing companies to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, as a result of the qualitative assessment, it is more likely than not that the fair value of a reporting unit is less than its carrying amount, a more detailed two-step goodwill impairment test would be performed to identify a potential goodwill impairment and measure the amount of loss to be recognized, if any. The standard is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, which will be the Partnership's 2013 fiscal year. Early adoption is permitted. The adoption of this standard is not expected to impact the Partnership's financial position, results of operations or cash flows.

**16. Subsequent Event Acquisition of Inergy Propane**

On August 1, 2012 (the Acquisition Date), the Partnership completed the acquisition of the sole membership interest in Inergy Propane, LLC, including certain wholly-owned subsidiaries of Inergy Propane LLC, and the assets of Inergy Sales and Service, Inc. (Inergy Sales). The acquired interests and assets are collectively referred to as Inergy Propane. As of the Acquisition Date, Inergy Propane consisted of the former retail propane assets and operations of Inergy, L.P. (Inergy).

The acquisition of Inergy Propane (the Inergy Propane Acquisition) was consummated pursuant to a definitive agreement dated April 25, 2012 with Inergy, Inergy GP, LLC and Inergy Sales, as amended (the Contribution Agreement). Prior to the Acquisition Date, Inergy Propane transferred its interest in certain subsidiaries, as well as all of its rights and interests in the assets and properties of its wholesale propane supply, marketing and distribution business, and its rights and interest in the assets and properties of its West Coast natural gas liquids business, to Inergy. These assets were not included as part of the Inergy Propane business at the time of the transfer of the membership interests in Inergy Propane to the Partnership and were not part of the Inergy Propane Acquisition. On the Acquisition Date, Inergy Propane and its remaining wholly-owned subsidiaries acquired became subsidiaries of the Partnership. The results of operations of Inergy Propane will be included in the Partnership's results of operations beginning on the Acquisition Date.

Pursuant to the Contribution Agreement, the Partnership agreed to issue \$600,000 in new common units in the aggregate to Inergy and Inergy Sales (the Equity Consideration). In accordance with the Contribution Agreement, the number of common units to be issued to Inergy and Inergy Sales in the aggregate is determined by dividing \$600,000 by the average of the high and low sales prices of the Partnership's common units for the twenty consecutive trading days ending on the day prior to the execution of the Contribution Agreement, which was determined to be \$43.1885, resulting in 13,893 common units.

Also pursuant to the Contribution Agreement, the Partnership and its wholly-owned subsidiary Suburban Energy Finance Corp. commenced an offer to exchange (the Exchange Offers) any and all of the outstanding unsecured 7% Senior Notes due 2018 and 8% Senior Notes due 2021 issued by Inergy and Inergy Finance Corp., which had an aggregate principal amount outstanding of \$1,200,000 (collectively, the Inergy Notes), for a combination of \$1,000,000 in aggregate principal amount of new unsecured 7<sup>1</sup>/<sub>2</sub>% Senior Notes due 2018 and 7<sup>3</sup>/<sub>8</sub>% Senior Notes due 2021 (collectively, the SPH Notes) issued by the Partnership and Suburban Energy Finance Corp. and up to \$200,000 in cash to be paid to tendering noteholders (the Exchange Offer Cash Consideration). Pursuant to the Contribution Agreement, the Partnership was required to pay Inergy the difference, if any, between \$200,000 and the actual Exchange Offer Cash Consideration paid in accordance with the terms of the Exchange Offers (such payment, the Inergy Cash Consideration). The Contribution Agreement provides that the Partnership will offer \$65,000 in aggregate cash consent payments in connection with the Exchange Offers and that Inergy will pay \$36,500 to the Partnership in cash on the Acquisition Date. The Exchange Offers expired and settled on August 1, 2012 (the Settlement Date). On the Settlement Date, the Partnership had received tenders and consents from holders representing approximately 98.09% of the total outstanding principal amount of the 2018 Inergy Notes, and tenders and consents from holders representing approximately 99.74% of the total outstanding principal amount of the 2021 Inergy Notes. Based on the results of the Exchange Offers, the Exchange Offer Cash Consideration due to tendering Inergy noteholders was \$184,761. The Inergy Cash Consideration was satisfied by the issuance of 308 common units to Inergy and therefore, when combined with the Equity Consideration, the Partnership issued 14,201 common units in the aggregate to Inergy and Inergy Sales on August 1, 2012. Inergy will subsequently distribute 14,058 of such common units to its unitholders and will retain 1% of such common units, or 143 common units.

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On April 25, 2012, the Partnership received consents from the requisite lenders under the Amended Credit Agreement to enable it to incur additional indebtedness, make amendments to the Amended Credit Agreement to adjust certain covenants, and otherwise perform our obligations as contemplated by the Inergy Propane Acquisition. On August 1, 2012, the Operating Partnership executed an amendment to the Amended Credit Agreement to, among other things, provide for (i) a \$250,000 senior secured 364-day incremental term loan facility (the 364-Day Facility ) and (ii) an increase in our revolving credit facility under the Amended Credit Agreement from \$250,000 to \$400,000. On the Acquisition Date, the Operating Partnership drew \$225,000 on the 364-Day Facility, which, together with cash received from Inergy (pursuant to the Contribution Agreement) and cash on hand, was used to pay (i) the consent fees and the Exchange Offer Cash Consideration, (ii) costs and fees related to the Exchange Offers, and (iii) costs and expenses related to the Inergy Propane Acquisition. The Partnership intends to repay such borrowings with an equity financing in the future, subject to market conditions.

The amendment to the Amended Credit Agreement also amended certain restrictive and affirmative covenants applicable to the Operating Partnership and the Partnership, as well as certain financial covenants, including (a) requiring the Partnership's consolidated interest coverage ratio, as defined in the amendment, to be not less than 2.0 to 1.0 as of the end of any fiscal quarter; (b) prohibiting the total consolidated leverage ratio, as defined in the amendment, of the Partnership from being greater than 7.0 to 1.0 as of the end of any fiscal quarter. The minimum consolidated interest coverage ratio increases over time, and commencing with the second quarter of fiscal 2015, such minimum ratio will be 2.5 to 1.0. The maximum consolidated leverage ratio decreases over time, and commencing with the first quarter of fiscal 2015, such maximum ratio will be 4.75 to 1.0.

The preliminary fair value of the purchase price for Inergy Propane was \$1,896,860, consisting of: (i) \$1,075,043 of newly issued SPH Notes (with an aggregate par value of \$1,000,000) and \$184,761 in cash to tendering Inergy noteholders pursuant to the Exchange Offers; (ii) \$65,000 in cash to the Inergy noteholders for the consent payments pursuant to the consent solicitations; (iii) \$590,027 of new Suburban common units (consisting of 14,201 common units), which will be distributed to Inergy and Inergy Sales, all but \$5,942 (consisting of 143 common units) of which will subsequently be distributed by Inergy to its unitholders; and (iv) reduced by the \$17,971 of cash received from Inergy on the Acquisition Date, pursuant to the Contribution Agreement (the cash consideration received from Inergy includes the \$36,500 discussed above, and is net of amounts owed to Inergy by the Partnership at the Acquisition Date).

The Inergy Propane Acquisition is consistent with key elements of the Partnership's strategy for operational growth, which is to focus on businesses with a relatively steady cash flow that will extend the Partnership's presence in strategically attractive markets, complement its existing business segments or provide an opportunity to diversify its operations with other energy-related assets. For the year ended September 30, 2011, Inergy Propane sold approximately 325,600 gallons of propane and 39,000 gallons of fuel oil and refined fuels to its retail customers in 33 states.

The following presents unaudited pro forma combined financial information as if the Inergy Propane Acquisition had occurred on September 26, 2010, the first day of the Partnership's 2011 fiscal year:

	For the three months ended		For the nine months ended	
	June 23, 2012	June 25, 2011	June 23, 2012	June 25, 2011
Revenues	\$ 307,679	\$ 373,168	\$ 1,582,831	\$ 1,919,357
Net (loss) income	\$ (46,428)	\$ (53,043)	\$ 61,759	\$ 203,618
(Loss) income per unit				
Basic	\$ (0.93)	\$ (1.07)	\$ 1.24	\$ 4.10
Diluted	\$ (0.93)	\$ (1.07)	\$ 1.24	\$ 4.08

The unaudited pro forma combined financial information reflect Inergy Propane's historical operating results after giving effect to adjustments directly attributable to the transaction that are expected to have a continuing effect. The unaudited pro forma combined financial information is not necessarily indicative of the results that would have occurred had the Inergy Propane Acquisition occurred on the date indicated nor is it necessarily indicative of future operating results.

In accordance with the Contribution Agreement, the Partnership and Inergy entered into a transition services agreement (the TSA ) whereby Inergy will provide certain services to the Partnership. The principal services include general business continuity, information technology, accounting, tax and administrative services. Services under the TSA will be provided through the expiration of the term relating to each service or until such time as mutually agreed by the parties. Amounts associated with the services were not material.

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

The following is a discussion of the financial condition and results of operations of the Partnership as of and for the three and nine months ended June 23, 2012. The discussion should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and the historical consolidated financial statements and notes thereto included in the Annual Report on Form 10-K for the fiscal year ended September 24, 2011.

**Executive Overview**

The following are factors that regularly affect our operating results and financial condition. In addition, our business is subject to the risks and uncertainties described in Item 1A included in the Annual Report on Form 10-K for the fiscal year ended September 24, 2011.

***Subsequent Event Acquisition of Inergy Propane***

On August 1, 2012 (the Acquisition Date), we completed the acquisition of the sole membership interest in Inergy Propane, LLC, including certain wholly-owned subsidiaries of Inergy Propane LLC, and the assets of Inergy Sales and Service, Inc. The acquired interests and assets are collectively referred to as Inergy Propane. As of the Acquisition Date, Inergy Propane consisted of the former retail propane assets and operations of Inergy, L.P. See Note 16. Subsequent Event Acquisition of Inergy Propane in Item 1.

***Product Costs and Supply***

The level of profitability in our retail propane, fuel oil, natural gas and electricity businesses is largely dependent on the difference between retail sales price and product cost. The unit cost of our products, particularly propane, fuel oil and natural gas, is subject to volatility as a result of supply and demand dynamics or other market conditions, including, but not limited to, economic and political factors impacting crude oil and natural gas supply or pricing. We enter into product supply contracts that are generally one-year agreements subject to annual renewal, and also purchase product on the open market. We attempt to reduce price risk by pricing product on a short-term basis. Our propane supply contracts typically provide for pricing based upon index formulas using the posted prices established at major supply points such as Mont Belvieu, Texas, or Conway, Kansas (plus transportation costs) at the time of delivery.

On August 1, 2012 we entered into a supply agreement with Inergy Services, a subsidiary of Inergy, L.P. to acquire propane through April 2013. The supply agreement provides for pricing based upon index formulas using posted prices established at major supply points such as those discussed above (plus transportation costs) at the time of delivery. We believe that if supplies from Inergy Services were interrupted, we would be able to secure adequate propane supplies from other sources without a material disruption of our operations.

To supplement our annual purchase requirements, we may utilize forward fixed price purchase contracts to acquire a portion of the propane that we resell to our customers, which allows us to manage our exposure to unfavorable changes in commodity prices and to assure adequate physical supply. The percentage of contract purchases, and the amount of supply contracted for under forward contracts at fixed prices, will vary from year to year based on market conditions.

Product cost changes can occur rapidly over a short period of time and can impact profitability. There is no assurance that we will be able to pass on product cost increases fully or immediately, particularly when product costs increase rapidly. Therefore, average retail sales prices can vary significantly from year to year as product costs fluctuate with propane, fuel oil, crude oil and natural gas commodity market conditions. In addition, in periods of sustained higher commodity prices, retail sales volumes can be negatively impacted by customer conservation efforts.

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### ***Seasonality***

The retail propane and fuel oil distribution businesses, as well as the natural gas marketing business, are seasonal because these fuels are primarily used for heating in residential and commercial buildings. Historically, approximately two-thirds of our retail propane volume is sold during the six-month peak heating season from October through March. The fuel oil business tends to experience greater seasonality given its more limited use for space heating and approximately three-fourths of our fuel oil volumes are sold between October and March. Consequently, sales and operating profits are concentrated in our first and second fiscal quarters. Cash flows from operations, therefore, are greatest during the second and third fiscal quarters when customers pay for product purchased during the winter heating season. We expect lower operating profits and either net losses or lower net income during the period from April through September (our third and fourth fiscal quarters). To the extent necessary, we will reserve cash from the second and third quarters for distribution to holders of our Common Units in the fourth quarter and following fiscal year first quarter.

### ***Weather***

Weather conditions have a significant impact on the demand for our products, in particular propane, fuel oil and natural gas, for both heating and agricultural purposes. Many of our customers rely heavily on propane, fuel oil or natural gas as a heating source. Accordingly, the volume sold is directly affected by the severity of the winter weather in our service areas, which can vary substantially from year to year. In any given area, sustained warmer than normal temperatures will tend to result in reduced propane, fuel oil and natural gas consumption, while sustained colder than normal temperatures will tend to result in greater consumption. We experienced unseasonably warmer than normal temperatures throughout most of our service territories during the fiscal 2012 heating season, including some of the warmest temperatures on record, which resulted in significantly reduced customer consumption and therefore, lower volumes sold during the first nine months of fiscal 2012, compared to the same period in the prior fiscal year.

### ***Hedging and Risk Management Activities***

We engage in hedging and risk management activities to reduce the effect of price volatility on our product costs and to ensure the availability of product during periods of short supply. We enter into propane forward and option agreements with third parties, and use fuel oil and crude oil futures and option contracts traded on the New York Mercantile Exchange ( NYMEX ), to purchase and sell propane, fuel oil and crude oil at fixed prices in the future. The majority of the futures, forward and option agreements are used to hedge price risk associated with our propane and fuel oil physical inventory, as well as, in certain instances, forecasted purchases of propane and fuel oil. Forward contracts are generally settled physically at the expiration of the contract whereas futures and option contracts are generally settled in cash at the expiration of the contract. Although we use derivative instruments to reduce the effect of price volatility associated with priced physical inventory and forecasted transactions, we do not use derivative instruments for speculative trading purposes. Risk management activities are monitored by an internal Commodity Risk Management Committee, made up of five members of management and reporting to our Audit Committee, through enforcement of our Hedging and Risk Management Policy.

### ***Critical Accounting Policies and Estimates***

Our significant accounting policies are summarized in Note 2, Summary of Significant Accounting Policies, included within the Notes to Consolidated Financial Statements section of our Annual Report on Form 10-K for the fiscal year ended September 24, 2011.

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Certain amounts included in or affecting our consolidated financial statements and related disclosures must be estimated, requiring management to make certain assumptions with respect to values or conditions that cannot be known with certainty at the time the financial statements are prepared. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ( US GAAP ) 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. We are also subject to risks and uncertainties that may cause actual results to differ from estimated results. Estimates are used when accounting for self-insurance and litigation reserves, pension and other post-retirement benefit liabilities and costs, valuation of derivative instruments, asset valuation assessments, depreciation and amortization of long-lived assets, asset impairment assessments, tax valuation allowances, and allowances for doubtful accounts. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Any effects on our financial position or results of operations resulting from revisions to these estimates are recorded in the period in which the facts that give rise to the revision become known to us. Management has reviewed these critical accounting estimates and related disclosures with the Audit Committee of our Board of Supervisors.

***Results of Operations and Financial Condition***

Consistent with the seasonal nature of the propane and fuel oil businesses, we typically experience a net loss in the third quarter. Net loss for the three months ended June 23, 2012 was \$9.3 million, or \$0.26 per Common Unit, compared to a net loss of \$6.8 million, or \$0.19 per Common Unit, in the prior year third quarter. Net loss for the fiscal 2012 third quarter included \$5.9 million in acquisition-related costs associated with the aforementioned acquisition of Inergy Propane. Excluding the effects of the acquisition-related costs from the fiscal 2012 third quarter, as well as the unrealized (non-cash) mark-to-market adjustments on derivative instruments used in risk management activities in both quarters, Adjusted EBITDA amounted to \$3.5 million for the fiscal 2012 third quarter, compared to Adjusted EBITDA of \$10.3 million in the prior year third quarter.

Retail propane gallons sold in the third quarter of fiscal 2012 decreased approximately 5.6 million gallons, or 10.3%, to 49.0 million gallons compared to 54.6 million gallons in the prior year third quarter. Sales of fuel oil and other refined fuels decreased approximately 1.3 million gallons, or 23.2%, to 4.3 million gallons during the third quarter of fiscal 2012, compared to 5.6 million gallons in the prior year third quarter. The most significant factor impacting volumes in both segments during the third quarter of fiscal 2012 was a near-record warm April 2012, which added to the effects of a record warm second quarter of fiscal 2012, across the Partnership's service territories. The month of April 2012 was the third warmest on record for the contiguous United States, according to the National Oceanic and Atmospheric Administration, which has been keeping records since 1895. Average temperatures (as measured by heating degree days) across all of the Partnership's service territories for the third quarter of fiscal 2012 were 16% warmer than both normal and the prior year third quarter.

Revenues of \$179.6 million decreased \$37.0 million, or 17.1%, compared to the prior year third quarter, primarily due to lower volumes sold and, to a lesser extent, lower average selling prices in the propane segment attributable to lower wholesale propane costs. Average posted prices for propane and fuel oil during the fiscal 2012 third quarter were 34.8% and 5.0% lower, respectively, compared to the prior year third quarter.

Cost of products sold for the third quarter of fiscal 2012 of \$88.8 million decreased \$36.4 million, or 29.1%, compared to \$125.2 million in the prior year third quarter. Cost of products sold in the third quarter of fiscal 2012 included an \$8.2 million unrealized (non-cash) gain attributable to the mark-to-market adjustment for derivative instruments used in risk management activities, compared to a \$0.3 million unrealized (non-cash) loss in the prior year third quarter. These unrealized gains and losses are excluded from Adjusted EBITDA for both periods in the table below.

Combined operating and general and administrative expenses of \$79.1 million for the third quarter of fiscal 2012 were \$2.3 million, or 2.8%, lower than the prior year third quarter, primarily due to continued savings in payroll and benefit related expenses and lower variable compensation attributable to lower earnings.

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Once again, we funded all working capital requirements with cash on hand without the need to borrow under our working capital facility and ended the third quarter of fiscal 2012 with \$115.8 million of cash. On July 18, 2012, we announced that our Board of Supervisors had declared a quarterly distribution of \$0.8525 per Common Unit for the three months ended June 23, 2012. On an annualized basis, this distribution rate equates to \$3.41 per Common Unit. The \$0.8525 per Common Unit distribution will be paid on August 7, 2012 to Common Unitholders of record as of July 31, 2012.

Our anticipated cash requirements for the remainder of fiscal 2012 include: (i) maintenance and growth capital expenditures of approximately \$7.6 million; (ii) interest payments of approximately \$10.5 million; and (iii) cash distributions of approximately \$30.3 million to our Common Unitholders based on the current quarterly distribution rate of \$0.8525 per Common Unit. As of June 23, 2012, there was \$115.8 million of cash on the balance sheet, and unused borrowing capacity under our Revolving Credit Facility of \$103.1 million, after considering outstanding letters of credit of \$46.9 million, but before taking into consideration the increased credit capacity under the August 1, 2012 amendment to our Amended Credit Agreement (See Note 16. Subsequent Event Acquisition of Inergy Propane in Item 1). In connection with the Inergy Propane Acquisition, on August 1, 2012 we borrowed \$225.0 million under our 364-Day Facility, which, together with approximately \$18.0 million of cash received from Inergy (pursuant to the Contribution Agreement) and approximately \$41.0 million of cash on hand, was used to pay the consent fees and the Exchange Offer Cash Consideration, (ii) costs and fees related to the Exchange Offers, and (iii) costs and expenses related to the Inergy Propane Acquisition. The Partnership intends to repay such borrowings with an equity financing in the future, subject to market conditions.

**Three Months Ended June 23, 2012 Compared to Three Months Ended June 25, 2011****Revenues**

(Dollars in thousands)	Three Months Ended		(Decrease)	Percent (Decrease)
	June 23, 2012	June 25, 2011		
Revenues				
Propane	\$ 142,681	\$ 169,258	\$ (26,577)	(15.7%)
Fuel oil and refined fuels	17,533	22,528	(4,995)	(22.2%)
Natural gas and electricity	12,119	16,691	(4,572)	(27.4%)
All other	7,268	8,086	(818)	(10.1%)
Total revenues	\$ 179,601	\$ 216,563	\$ (36,962)	(17.1%)

Total revenues decreased \$37.0 million, or 17.1%, to \$179.6 million for the third quarter of fiscal 2012 compared to \$216.6 million for the prior year third quarter primarily due to lower volumes sold, and to a lesser extent, lower propane average selling prices. The decline in sales volumes was primarily due to the unfavorable impact of warmer average temperatures during the third quarter of fiscal 2012, principally in the month of April 2012, compared to the same period in the prior year fiscal year. Average temperatures across our service territories for the third quarter of fiscal 2012 were 16% warmer than both normal and the prior year third quarter. For the month of April 2012, average temperatures across our service territories were 15% warmer than normal and 18% warmer than April 2011.

Revenues from the distribution of propane and related activities of \$142.7 million for the third quarter of fiscal 2012 decreased approximately \$26.6 million, or 15.7%, compared to \$169.3 million in the prior year third quarter, primarily due to lower volumes sold, and to a lesser extent, lower average selling prices attributable to lower wholesale product costs. Retail propane gallons sold in the third quarter of fiscal 2012 decreased 5.6 million gallons, or 10.3%, to 49.0 million gallons from 54.6 million gallons in the prior year third quarter. Average propane selling prices for the third quarter of fiscal 2012 decreased 8.5% compared to the prior year third quarter due to lower product costs. Included within the propane segment are revenues from other propane activities of \$14.6 million for the third quarter of fiscal 2012, which increased \$1.4 million compared to the prior year third quarter.

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Revenues from the distribution of fuel oil and refined fuels of \$17.5 million for the third quarter of fiscal 2012 decreased \$5.0 million, or 22.2%, from \$22.5 million in the prior year third quarter, primarily due to lower volumes sold. Fuel oil and refined fuels gallons sold in the third quarter of fiscal 2012 decreased 1.3 million gallons, or 23.3%, to 4.3 million gallons from 5.6 million gallons in the prior year third quarter. Average selling prices in our fuel oil and refined fuels segment in the third quarter of fiscal 2012 were relatively flat compared to the prior year third quarter.

Revenues in our natural gas and electricity segment decreased \$4.6 million, or 27.4%, to \$12.1 million in the third quarter of fiscal 2012 compared to \$16.7 million in the prior year third quarter as a result of lower natural gas and electricity volumes sold, which was primarily attributable to the warm weather discussed above.

*Cost of Products Sold*

(Dollars in thousands)	Three Months Ended		(Decrease) / Increase	Percent (Decrease) / Increase
	June 23, 2012	June 25, 2011		
Cost of products sold				
Propane	\$ 64,286	\$ 93,921	\$ (29,635)	(31.6%)
Fuel oil and refined fuels	14,283	16,956	(2,673)	(15.8%)
Natural gas and electricity	7,903	12,169	(4,266)	(35.1%)
All other	2,304	2,129	175	8.2%
Total cost of products sold	\$ 88,776	\$ 125,175	\$ (36,399)	(29.1%)
As a percent of total revenues	49.4%	57.8%		

The cost of products sold reported in the condensed consolidated statements of operations represents the weighted average unit cost of propane and fuel oil and refined fuels sold, including transportation costs to deliver product from our supply points to storage or to our customer service centers. Cost of products sold also includes the cost of natural gas and electricity, as well as the cost of appliances and related parts sold or installed by our customer service centers computed on a basis that approximates the average cost of the products. Unrealized (non-cash) gains or losses from changes in the fair value of derivative instruments that are not designated as cash flow hedges are recorded in each quarterly reporting period within cost of products sold. Cost of products sold is reported exclusive of any depreciation and amortization; these amounts are reported separately within the condensed consolidated statements of operations.

Given the retail nature of our operations, we maintain a certain level of priced physical inventory to ensure our field operations have adequate supply commensurate with the time of year. Our strategy has been, and will continue to be, to keep our physical inventory priced relatively close to market for our field operations. Consistent with past practices, we principally utilize futures and/or options contracts traded on the NYMEX to mitigate the price risk associated with our priced physical inventory. Under this risk management strategy, realized gains or losses on futures or options contracts, which are reported in cost of products sold, will typically offset losses or gains on the physical inventory once the product is sold (which may or may not occur in the same accounting period). We do not use futures or options contracts, or other derivative instruments, for speculative trading purposes.

Average posted prices for propane and fuel oil in the third quarter of fiscal 2012 were 34.8% and 5.0%, respectively, lower than the prior year third quarter. Total cost of products sold decreased \$36.4 million, or 29.1%, to \$88.8 million in the third quarter of fiscal 2012 compared to \$125.2 million in the prior year third quarter, primarily due to lower volumes sold and lower product costs. In addition, the net change in the fair value of derivative instruments resulted in an unrealized (non-cash) gain of \$8.2 million in the third quarter of fiscal 2012 and an unrealized (non-cash) loss of \$0.3 million in the third quarter of fiscal 2011, resulting in a decrease of \$8.5 million in cost of products sold in the third quarter of fiscal 2012 compared to the prior year third quarter. The net change in the fair value of derivative instruments during the third quarter of fiscal 2012 and 2011 had a de minimis impact on the fuel oil segment; therefore, the aforementioned changes in cost of products sold were reported in the propane segment.

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Cost of products sold associated with the distribution of propane and related activities of \$64.3 million for the third quarter of fiscal 2012 decreased \$29.6 million, or 31.6%, compared to the prior year third quarter. Lower average propane costs and lower propane volumes sold resulted in a decrease of \$12.1 million and \$9.3 million, respectively, in cost of products sold during the third quarter of fiscal 2012 compared to the prior year third quarter. Cost of products sold from other propane activities increased \$0.3 million in the third quarter of fiscal 2012 compared to the prior year third quarter.

Cost of products sold associated with our fuel oil and refined fuels segment of \$14.3 million for the third quarter of fiscal 2012 decreased \$2.7 million, or 15.8%, compared to the prior year third quarter. Lower fuel oil and refined fuels volumes sold resulted in a decrease of \$3.9 million in cost of products sold during the third quarter of fiscal 2012 compared to the prior year third quarter. The impact of the decrease in volumes sold was partially offset by higher average fuel oil and refined fuels costs as a result of higher wholesale product costs experienced in the first half of fiscal 2012, which resulted in a \$1.2 million increase in cost of products sold during the third quarter of fiscal 2012 compared to the prior year third quarter.

Cost of products sold in our natural gas and electricity segment of \$7.9 million for the third quarter of fiscal 2012 decreased \$4.3 million, or 35.1%, compared to the prior year third quarter, primarily due to lower natural gas and electricity volumes sold.

For the third quarter of fiscal 2012, total cost of products sold as a percent of total revenues decreased 8.4 percentage points to 49.4% from 57.8% in the prior year third quarter. The decrease in cost of products sold as a percentage of revenues was primarily attributable to the decline in propane wholesale product costs, as well as from the impact of the net change in the fair value of derivative instruments discussed above.

*Operating Expenses*

(Dollars in thousands)

	Three Months Ended		(Decrease)	Percent (Decrease)
	June 23, 2012	June 25, 2011		
Operating expenses	\$ 65,369	\$ 68,747	\$ (3,378)	(4.9%)
As a percent of total revenues	36.4%	31.7%		

All costs of operating our retail distribution and appliance sales and service operations are reported within operating expenses in the condensed consolidated statements of operations. These operating expenses include the compensation and benefits of field and direct operating support personnel, costs of operating and maintaining our vehicle fleet, overhead and other costs of our purchasing, training and safety departments and other direct and indirect costs of operating our customer service centers.

Operating expenses of \$65.4 million in the third quarter of fiscal 2012 decreased \$3.3 million, or 4.9%, compared to \$68.7 million in the prior year third quarter as a result of lower payroll and benefit related expenses resulting from a lower headcount and operating efficiencies, as well as lower bad debt expense and insurance costs.



**Table of Contents***General and Administrative Expenses*

(Dollars in thousands)

	Three Months Ended			Percent
	June 23, 2012	June 25, 2011	Increase	Increase
General and administrative expenses	\$ 13,778	\$ 12,618	\$ 1,160	9.2%
As a percent of total revenues	7.7%	5.8%		

All costs of our back office support functions, including compensation and benefits for executives and other support functions, as well as other costs and expenses to maintain finance and accounting, treasury, legal, human resources, corporate development and the information systems functions are reported within general and administrative expenses in the condensed consolidated statements of operations.

General and administrative expenses of \$13.8 million for third quarter of fiscal 2012 increased \$1.2 million compared to \$12.6 million in the prior year third quarter, primarily due to higher professional services and other fees principally related to our Tri-Annual Meeting of Unitholders in May 2012.

*Acquisition-related Costs*

During the third quarter of fiscal 2012 we recorded acquisition-related costs of \$5.9 million related to the acquisition of Inergy Propane (See Note 16. Subsequent Event Acquisition of Inergy Propane). These costs were primarily attributable to investment banker, legal, accounting and other consulting fees.

*Depreciation and Amortization*

(Dollars in thousands)

	Three Months Ended			Percent
	June 23, 2012	June 25, 2011	(Decrease)	(Decrease)
Depreciation and amortization	\$ 8,472	\$ 9,670	\$ (1,198)	(12.4%)
As a percent of total revenues	4.7%	4.5%		

Depreciation and amortization expense of \$8.5 million for the third quarter of fiscal 2012 decreased \$1.2 million compared to \$9.7 million in the prior year third quarter, primarily as a result of accelerated depreciation expense recorded in the prior year third quarter for vehicles taken out of service.

*Interest Expense, net*

(Dollars in thousands)

	Three Months Ended			Percent
	June 23, 2012	June 25, 2011	(Decrease)	(Decrease)
Interest expense, net	\$ 6,479	\$ 6,867	\$ (388)	(5.7%)
As a percent of total revenues	3.6%	3.2%		

Net interest expense of \$6.5 million for the third quarter of fiscal 2012 decreased \$0.4 million compared to \$6.9 million in the prior year third quarter, primarily due to a decrease in the interest rate on borrowings under our revolving credit facility as a result of the amendment to the credit agreement that was executed on January 5, 2012. See Liquidity and Capital Resources below for additional discussion on the amendment to the credit agreement.

**Table of Contents***Net Loss and EBITDA*

Net loss for the third quarter of fiscal 2012 amounted to \$9.3 million, or \$0.26 per Common Unit, compared to net loss of \$6.8 million, or \$0.19 per Common Unit, in the prior year third quarter. Earnings before interest, taxes, depreciation and amortization ( EBITDA ) for the third quarter of fiscal 2012 amounted to \$5.7 million, compared to \$10.0 million in the prior year third quarter. Adjusted EBITDA, as calculated below, amounted to \$3.5 million for the third quarter of fiscal 2012 compared to \$10.3 million in the prior year third quarter.

EBITDA represents income before deducting interest expense, income taxes, depreciation and amortization. Adjusted EBITDA represents EBITDA excluding certain items as provided in the table below. Our management uses EBITDA as a measure of liquidity and we disclose it because we believe that it provides our investors and industry analysts with additional information to evaluate our ability to meet our debt service obligations and to pay our quarterly distributions to holders of our Common Units. In addition, certain of our incentive compensation plans covering executives and other employees utilize Adjusted EBITDA as the performance target. Moreover, our revolving credit agreement requires us to use Adjusted EBITDA as a component in calculating our leverage and interest coverage ratios. EBITDA and Adjusted EBITDA are not recognized terms under US GAAP and should not be considered as an alternative to net income or net cash provided by operating activities determined in accordance with US GAAP. Because EBITDA and Adjusted EBITDA as determined by us excludes some, but not all, items that affect net income, they may not be comparable to EBITDA and Adjusted EBITDA or similarly titled measures used by other companies.

The following table sets forth (i) our calculations of EBITDA and Adjusted EBITDA and (ii) a reconciliation of Adjusted EBITDA, as so calculated, to our net cash provided by operating activities:

(Dollars in thousands)	Three Months Ended	
	June 23, 2012	June 25, 2011
Net (loss)	\$ (9,323)	\$ (6,787)
Add:		
Provision for income taxes	100	273
Interest expense, net	6,479	6,867
Depreciation and amortization	8,472	9,670
EBITDA	5,728	10,023
Unrealized (non-cash) (gains) losses on changes in fair value of derivatives	(8,218)	313
Acquisition-related costs	5,950	
Adjusted EBITDA	3,460	10,336
Add (subtract):		
Provision for income taxes	(100)	(273)
Interest expense, net	(6,479)	(6,867)
Unrealized (non-cash) gains (losses) on changes in fair value of derivatives	8,218	(313)
Acquisition-related costs	(5,950)	
Compensation cost recognized under Restricted Unit Plans	911	737
(Gain) loss on disposal of property, plant and equipment, net	(35)	67
Changes in working capital and other assets and liabilities	56,177	56,316
Net cash provided by operating activities	\$ 56,202	\$ 60,003

**Table of Contents*****Nine Months Ended June 23, 2012 Compared to Nine Months Ended June 25, 2011****Revenues*

(Dollars in thousands)	Nine Months Ended			Percent
	June 23, 2012	June 25, 2011	(Decrease)	(Decrease)
Revenues				
Propane	\$ 666,796	\$ 786,968	\$ (120,172)	(15.3%)
Fuel oil and refined fuels	92,262	124,448	(32,186)	(25.9%)
Natural gas and electricity	51,878	68,348	(16,470)	(24.1%)
All other	26,177	29,208	(3,031)	(10.4%)
 Total revenues	 \$ 837,113	 \$ 1,008,972	 \$ (171,859)	 (17.0%)

Total revenues decreased \$171.9 million, or 17.0%, to \$837.1 million for the first nine months of fiscal 2012 compared to \$1,009.0 million for the first nine months of the prior year due to lower volumes sold. The decline in sales volumes was primarily due to the unfavorable impact of significantly warmer average temperatures during the first nine months of fiscal 2012 compared to the first nine months of the prior year, coupled with the negative impact of customer conservation efforts attributable to the high commodity price environment and ongoing sluggish economic conditions. Average temperatures across our service territories for the first nine months of fiscal 2012 were 14% warmer than both normal and the comparable period in the prior year. Record warm temperatures were experienced throughout much of the northeast and significantly warmer than normal temperatures were reported throughout the east coast. Average temperatures in the northeast and southeast regions for the first nine months of fiscal 2012 were 18% and 27%, respectively, warmer than the first nine months of the prior year.

Revenues from the distribution of propane and related activities of \$666.8 million for the first nine months of fiscal 2012 decreased \$120.2 million, or 15.3%, compared to \$787.0 million for the first nine months of the prior year, primarily due to lower volumes sold. Retail propane gallons sold in the first nine months of fiscal 2012 decreased 41.7 million gallons, or 16.4%, to 213.2 million gallons from 254.9 million gallons in the first nine months of the prior year. The volume decline was more pronounced within our residential customer base as the impact of weather has a greater effect on our residential customers' propane consumption since the primary use of propane during the winter is for space heating. Average propane selling prices for the first nine months of fiscal 2012 were flat compared to the first nine months of the prior year. Included within the propane segment are revenues from other propane activities of \$55.7 million for the first nine months of fiscal 2012, which decreased \$3.3 million compared to the first nine months of the prior year.

Revenues from the distribution of fuel oil and refined fuels of \$92.3 million for the first nine months of fiscal 2012 decreased \$32.2 million, or 25.9%, from \$124.4 million in the first nine months of the prior year, primarily due to lower volumes sold, partially offset by higher average selling prices associated with higher wholesale product costs. Fuel oil and refined fuels gallons sold in the first nine months of fiscal 2012 decreased 10.7 million gallons, or 32.1%, to 22.6 million gallons from 33.3 million gallons in the first nine months of the prior year. Average selling prices in our fuel oil and refined fuels segment in the first nine months of fiscal 2012 increased 8.8% compared to the first nine months of the prior year due to higher product costs.

Revenues in our natural gas and electricity segment decreased \$16.4 million, or 24.1%, to \$51.9 million in the first nine months of fiscal 2012 compared to \$68.3 million in the first nine months of the prior year as a result of lower natural gas and electricity volumes sold, which was primarily attributable to the unseasonably warm weather in the northeast, discussed above.

**Table of Contents***Cost of Products Sold*

(Dollars in thousands)	Nine Months Ended		(Decrease) /	Percent
	June 23, 2012	June 25, 2011	Increase	(Decrease) / Increase
Cost of products sold				
Propane	\$ 364,793	\$ 425,808	\$ (61,015)	(14.3%)
Fuel oil and refined fuels	72,435	88,433	(15,998)	(18.1%)
Natural gas and electricity	35,411	49,803	(14,392)	(28.9%)
All other	8,112	7,467	645	8.6%
 Total cost of products sold	 \$ 480,751	 \$ 571,511	 \$ (90,760)	 (15.9%)
 As a percent of total revenues	 57.4%	 56.6%		

Average posted prices for propane for the first nine months of fiscal 2012 were 11.5% lower than the comparable period in the prior year, and average fuel oil prices for the first nine months of fiscal 2012 were 9.8%, higher than the comparable period in prior year. Total cost of products sold decreased \$90.7 million, or 15.9%, to \$480.8 million in the first nine months of fiscal 2012 compared to \$571.5 million in the first nine months of the prior year due to lower volumes sold, and to a lesser extent, lower propane average product costs, partially offset by higher fuel oil average product costs. The net change in the fair value of derivative instruments resulted in unrealized (non-cash) gains reported in cost of product sold of \$7.2 million and \$2.2 million during the first nine months of fiscal 2012 and 2011, respectively, resulting in a decrease of \$5.0 million in cost of products sold in the first nine months of fiscal 2012 compared to the first nine months of the prior year (\$6.5 million decrease and \$1.5 million increase in cost of products sold reported in the propane segment and fuel oil and refined fuels segment, respectively).

Cost of products sold associated with the distribution of propane and related activities of \$364.8 million for the first nine months of fiscal 2012 decreased \$61.0 million, or 14.3%, compared to the first nine months of the prior year. Lower propane volumes sold resulted in a decrease of \$65.1 million in cost of products sold during the first nine months of fiscal 2012 compared to the first nine months of the prior year. The impact of the decrease in volumes sold was partially offset by higher average propane costs, which resulted in an \$11.2 million increase in cost of products sold during the first nine months of fiscal 2012 compared to the first nine months of the prior year. Cost of products sold from other propane activities decreased \$0.6 million in the first nine months of fiscal 2012 compared to the first nine months of the prior year.

Cost of products sold associated with our fuel oil and refined fuels segment of \$72.4 million for the first nine months of fiscal 2012 decreased \$16.0 million, or 18.1%, compared to the first nine months of the prior year. Lower fuel oil and refined fuels volumes sold resulted in a decrease of \$26.9 million in cost of products sold during the first nine months of fiscal 2012 compared to the first nine months of the prior year. The impact of the decrease in volumes sold was partially offset by higher average fuel oil and refined fuels costs, which resulted in a \$9.4 million increase in cost of products sold during the first nine months of fiscal 2012 compared to the first nine months of the prior year.

Cost of products sold in our natural gas and electricity segment of \$35.4 million for the first nine months of fiscal 2012 decreased \$14.4 million, or 28.9%, compared to the first nine months of the prior year, primarily due to lower natural gas and electricity volumes sold.

For the first nine months of fiscal 2012, total cost of products sold as a percent of total revenues increased 0.8 percentage points to 57.4% from 56.6% in the first nine months of the prior year. The increase in cost of products sold as a percentage of revenues was primarily attributable to sales volume mix as the more weather-sensitive higher margin residential customer base was the primary contributor to lower volumes sold.

**Table of Contents***Operating Expenses*

(Dollars in thousands)

	<b>Nine Months Ended</b>			<b>Percent</b>
	<b>June 23, 2012</b>	<b>June 25, 2011</b>	<b>(Decrease)</b>	<b>(Decrease)</b>
<b>Operating expenses</b>	<b>\$ 202,604</b>	<b>\$ 213,831</b>	<b>\$ (11,227)</b>	<b>(5.3%)</b>
As a percent of total revenues	24.2%	21.2%		

Operating expenses of \$202.6 million for the first nine months of fiscal 2012 decreased \$11.2 million, or 5.3%, compared to \$213.8 million in the first nine months of the prior year as a result of lower payroll and benefit related expenses resulting from a lower headcount and operating efficiencies, as well as lower bad debt expense and insurance costs. These savings were partially offset by an increase in fuel costs for operating our fleet.

*General and Administrative Expenses*

(Dollars in thousands)

	<b>Nine Months Ended</b>			<b>Percent</b>
	<b>June 23, 2012</b>	<b>June 25, 2011</b>	<b>Increase</b>	<b>Increase</b>
<b>General and administrative expenses</b>	<b>\$ 40,231</b>	<b>\$ 37,399</b>	<b>\$ 2,832</b>	<b>7.6%</b>
As a percent of total revenues	4.8%	3.7%		

General and administrative expenses of \$40.2 million for the first nine months of fiscal 2012 increased approximately \$2.8 million compared to \$37.4 million in the first nine months of the prior year. General and administrative expenses for the first nine months of fiscal 2012 included a \$2.1 million non-cash charge from a loss on disposal of an asset used in our natural gas and electricity business. General and administrative expenses for the first nine months of fiscal 2011 included a \$2.5 million gain on sale of assets. Excluding the impact of these items, general and administrative expenses decreased \$1.8 million primarily due to lower variable compensation associated with lower earnings.

*Acquisition-related Costs*

During the first nine months of fiscal 2012 we recorded acquisition-related costs of \$5.9 million related to the acquisition of Inergy Propane (See Note 16. Subsequent Event Acquisition of Inergy Propane). These costs were primarily attributable to investment banker, legal, accounting and other consulting fees.

*Severance Charges*

During the first nine months of fiscal 2011 we recorded severance charges of \$2.0 million related to the realignment of our regional operating footprint in response to the persistent and foreseeable challenges affecting the industry as a whole. The steps taken were made possible as a result of our technology infrastructure and the talent within the organization.

**Table of Contents***Depreciation and Amortization*

(Dollars in thousands)

	Nine Months Ended		(Decrease)	Percent (Decrease)
	June 23, 2012	June 25, 2011		
Depreciation and amortization	\$ 23,906	\$ 26,304	\$ (2,398)	(9.1%)
As a percent of total revenues	2.9%	2.6%		

Depreciation and amortization expense of \$23.9 million for the first nine months of fiscal 2012 decreased \$2.4 million compared to \$26.3 million in the first nine months of the prior year, primarily as a result of accelerated depreciation expense recorded in the prior year period for vehicles taken out of service.

*Interest Expense, net*

(Dollars in thousands)

	Nine Months Ended		(Decrease)	Percent (Decrease)
	June 23, 2012	June 25, 2011		
Interest expense, net	\$ 19,742	\$ 20,532	\$ (790)	(3.8%)
As a percent of total revenues	2.4%	2.0%		

Net interest expense of \$19.7 million for the first nine months of fiscal 2012 decreased \$0.8 million compared to \$20.5 million in the first nine months of the prior year, primarily due to a decrease in the interest rate on borrowings under our revolving credit facility as a result of the amendment to the credit agreement that was executed on January 5, 2012. See Liquidity and Capital Resources below for additional discussion on the amendment to the credit agreement.

*Loss on Debt Extinguishment*

In connection with the execution of the amendment of our credit agreement, we recognized a non-cash charge of \$0.5 million to write-off a portion of unamortized debt origination costs during the first nine months of fiscal 2012. See Liquidity and Capital Resources below for additional discussion on the amendment to the credit agreement.

*Net Income and EBITDA*

Net income for the first nine months of fiscal 2012 amounted to \$63.5 million, or \$1.78 per Common Unit, compared to net income of \$136.7 million, or \$3.85 per Common Unit, in the first nine months of the prior year. EBITDA for the first nine months of fiscal 2012 and 2011 amounted to \$107.1 million and \$184.2 million, respectively. Adjusted EBITDA for the first nine months of fiscal 2012 and 2011 amounted to \$108.4 million and \$184.0 million, respectively.

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The following table sets forth (i) our calculations of EBITDA and Adjusted EBITDA and (ii) a reconciliation of Adjusted EBITDA, as so calculated, to our net cash provided by operating activities:

(Dollars in thousands)	Nine Months Ended	
	June 23, 2012	June 25, 2011
Net income	\$ 63,482	\$ 136,658
Add:		
(Benefit from) provision for income taxes	(60)	737
Interest expense, net	19,742	20,532
Depreciation and amortization	23,906	26,304
<b>EBITDA</b>	<b>107,070</b>	<b>184,231</b>
Unrealized (non-cash) (gains) on changes in fair value of derivatives	(7,170)	(2,237)
Loss on debt extinguishment	507	
Loss on asset disposal	2,078	
Severance charges		2,000
Acquisition-related costs	5,950	
<b>Adjusted EBITDA</b>	<b>108,435</b>	<b>183,994</b>
Add (subtract):		
Benefit from (provision for) income taxes	60	(737)
Interest expense, net	(19,742)	(20,532)
Unrealized (non-cash) gains on changes in fair value of derivatives	7,170	2,237
Severance charges		(2,000)
Acquisition-related costs	(5,950)	
Compensation cost recognized under Restricted Unit Plans	3,261	3,136
(Gain) on disposal of property, plant and equipment, net	(246)	(2,844)
Changes in working capital and other assets and liabilities	(19,738)	(53,413)
<b>Net cash provided by operating activities</b>	<b>\$ 73,250</b>	<b>\$ 109,841</b>

**Liquidity and Capital Resources***Analysis of Cash Flows*

*Operating Activities.* Net cash provided by operating activities for the first nine months of fiscal 2012 was \$73.3 million, compared to net cash provided by operating activities of \$109.8 million for the first nine months of the prior year. The decrease in net cash provided by operating activities was primarily attributable to a decrease in earnings in the first nine months of fiscal 2012 compared to the first nine months of the prior year, partially offset by a reduction in working capital requirements as a result of the decline in sales volumes.

*Investing Activities.* Net cash used in investing activities of \$12.0 million for the first nine months of fiscal 2012 consisted of capital expenditures of \$14.4 million (including \$7.9 million for maintenance expenditures and \$6.5 million to support the growth of operations), partially offset by \$2.4 million in net proceeds from the sale of property, plant and equipment. Net cash used in investing activities of \$14.9 million for the first nine months of fiscal 2011 consisted of capital expenditures of \$17.2 million (including \$7.4 million for maintenance expenditures and \$9.8 million to support the growth of operations), and a business acquisition of \$3.2 million, partially offset by \$5.5 million in net proceeds from the sale of property, plant and equipment.

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*Financing Activities.* Net cash used in financing activities for the first nine months of fiscal 2012 of \$95.0 million reflects the quarterly distribution to Common Unitholders at a rate of \$0.8525 per Common Unit paid in respect of the fourth quarter of fiscal 2011, and the first and second quarters of fiscal 2012. With the execution of the amendment of our credit agreement on January 5, 2012, we rolled the \$100.0 million then-outstanding under the revolving credit facility of the previous credit agreement into the Revolving Credit Facility (defined below) of the Amended Credit Agreement (defined below). This resulted in the repayment of the \$100.0 million then-outstanding under the Revolving Credit Facility of the previous credit agreement with proceeds from borrowings under the Revolving Credit Facility of the amended credit agreement. In addition, financing activities for the first nine months of fiscal 2012 also reflects the payment of \$4.2 million in debt origination costs, consisting of \$2.4 million in debt origination costs associated with the aforementioned credit agreement amendment and \$1.8 million in debt origination costs associated with the issuance of new senior notes in connection with the acquisition of Inergy Propane. See Summary of Long-Term Debt Obligations and Revolving Credit Lines below for additional discussion.

Net cash used in financing activities for the first nine months of fiscal 2011 of \$90.4 million reflects the quarterly distribution to Common Unitholders at a rate of \$0.850 per Common Unit paid in respect of the fourth quarter of fiscal 2010 and \$0.8525 per Common Unit paid in respect of the first and second quarters of fiscal 2011.

**Summary of Long-Term Debt Obligations and Revolving Credit Lines**

As of June 23, 2012, our debt obligations consisted of \$250.0 million in aggregate principal amount of 7.375% senior notes due 2020 (the 2020 Senior Notes), and at our Operating Partnership level, an amended credit agreement (the Amended Credit Agreement) that provides for a five-year \$250.0 million revolving credit facility (the Revolving Credit Facility) of which, \$100.0 million was outstanding as of June 23, 2012. On January 5, 2012, our Operating Partnership executed an amendment to the previously outstanding credit agreement. The Amended Credit Agreement amended the previously outstanding credit agreement to, among other things, extend the maturity date from June 25, 2013 to January 5, 2017, reduce the borrowing rate and commitment fees, and amend certain affirmative and negative covenants. At the time the amendment was entered into, our Operating Partnership rolled the \$100.0 million then outstanding under the revolving credit facility of the previous credit agreement into the Revolving Credit Facility of the Amended Credit Agreement.

The 2020 Senior Notes mature on March 15, 2020 and require semi-annual interest payments in March and September. We are permitted to redeem some or all of the 2020 Senior Notes any time at redemption prices specified in the indenture governing the notes. In addition, the 2020 Senior Notes have a change of control provision that would require us to offer to repurchase the notes at 101% of the principal amount repurchased, if the change of control is followed by a rating decline (a decrease in the rating of the notes by either Moody's Investors Service or Standard and Poor's Rating group by one or more gradations) within 90 days of the consummation of the change of control.

Borrowings under the Revolving Credit Facility may be used for general corporate purposes, including working capital, capital expenditures and acquisitions. Our Operating Partnership has the right to prepay loans under the Revolving Credit Facility, in whole or in part, without penalty at any time prior to maturity. We have standby letters of credit issued under the Revolving Credit Facility in the aggregate amount of \$46.9 million primarily in support of retention levels under our self-insurance programs, which expire periodically through April 15, 2013. Therefore, as of June 23, 2012 we had available borrowing capacity of \$103.1 million under the Revolving Credit Facility.

Borrowings under the Revolving Credit Facility bear interest at prevailing interest rates based upon, at our Operating Partnership's option, LIBOR plus the applicable margin or the base rate, defined as the higher of the Federal Funds Rate plus  $\frac{1}{2}$  of 1%, the agent bank's prime rate, or LIBOR plus 1%, plus in each case the applicable margin. The applicable margin is dependent upon our ratio of total debt to EBITDA on a consolidated basis, as defined in the Revolving Credit Facility. As of June 23, 2012, the interest rate for the Revolving Credit Facility was approximately 2.7%. The interest rate and the applicable margin will be reset at the end of each calendar quarter.

The Operating Partnership has an interest rate swap agreement with a notional amount of \$100.0 million and a termination date of June 25, 2013. Under the interest rate swap agreement, the Operating Partnership will pay a fixed interest rate of 3.12% to the issuing lender on the notional principal amount outstanding, effectively fixing the LIBOR portion of the interest rate at 3.12%. In return, the issuing lender will pay to the Operating Partnership a floating rate, namely LIBOR, on the same notional principal amount.



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In connection with the Amended Credit Agreement, our Operating Partnership entered into a forward starting interest rate swap agreement with a June 25, 2013 effective date, which is commensurate with the maturity of the existing interest rate swap agreement, and termination date of January 5, 2017. Under the forward starting interest rate swap agreement, our Operating Partnership will pay a fixed interest rate of 1.63% to the issuing lender on the notional principal amount outstanding, effectively fixing the LIBOR portion of the interest rate at 1.63%. In return, the issuing lender will pay to our Operating Partnership a floating rate, namely LIBOR, on the same notional principal amount. The forward starting interest rate swap has been designated as a cash flow hedge.

The Amended Credit Agreement and the 2020 Senior Notes both contain various restrictive and affirmative covenants applicable to the Operating Partnership and the Partnership, respectively, including (i) restrictions on the incurrence of additional indebtedness, and (ii) restrictions on certain liens, investments, guarantees, loans, advances, payments, mergers, consolidations, distributions, sales of assets and other transactions. The Amended Credit Agreement contains certain financial covenants (a) requiring the consolidated interest coverage ratio, as defined, at the Partnership level to be not less than 2.5 to 1.0 as of the end of any fiscal quarter; (b) prohibiting the total consolidated leverage ratio, as defined, at the Partnership level from being greater than 4.75 to 1.0 as of the end of any fiscal quarter; and (c) prohibiting the senior secured consolidated leverage ratio, as defined, of the Operating Partnership from being greater than 3.0 to 1.0 as of the end of any fiscal quarter. Under the 2020 Senior Note indenture, we are generally permitted to make cash distributions equal to available cash, as defined, as of the end of the immediately preceding quarter, if no event of default exists or would exist upon making such distributions, and the Partnership's consolidated fixed charge coverage ratio, as defined, is greater than 1.75 to 1.0. We were in compliance with all covenants and terms of the 2020 Senior Notes and the Amended Credit Agreement as of June 23, 2012.

See Note 16. Subsequent Event Acquisition of Inergy Propane in Item 1 for a description of further amendments to the Amended Credit Agreement and the new senior notes issued by the Partnership in connection with the Inergy Propane Acquisition.

### ***Partnership Distributions***

We are required to make distributions in an amount equal to all of our Available Cash, as defined in the Third Amended and Restated Partnership Agreement, as amended (the Partnership Agreement), no more than 45 days after the end of each fiscal quarter to holders of record on the applicable record dates. Available Cash, as defined in the Partnership Agreement, generally means all cash on hand at the end of the respective fiscal quarter less the amount of cash reserves established by the Board of Supervisors in its reasonable discretion for future cash requirements. These reserves are retained for the proper conduct of our business, the payment of debt principal and interest and for distributions during the next four quarters. The Board of Supervisors reviews the level of Available Cash on a quarterly basis based upon information provided by management.

On July 18, 2012, we announced a quarterly distribution of \$0.8525 per Common Unit, or \$3.41 on an annualized basis, in respect of the third quarter of fiscal 2012 payable on August 7, 2012 to holders of record on July 31, 2012.

### ***Other Commitments***

We have a noncontributory, cash balance format, defined benefit pension plan which was frozen to new participants effective January 1, 2000. Effective January 1, 2003, the defined benefit pension plan was amended such that future service credits ceased and eligible employees would receive interest credits only toward their ultimate retirement benefit. We also provide postretirement health care and life insurance benefits for certain retired employees under a plan that was also frozen to new participants effective January 1, 2000. At June 23, 2012, we had a liability for the defined benefit pension plan and accrued retiree health and life benefits of \$26.7 million and \$20.4 million, respectively.

We are self-insured for general and product, workers' compensation and automobile liabilities up to predetermined thresholds above which third party insurance applies. At June 23, 2012, we had accrued insurance liabilities of \$51.7 million, and an insurance recovery asset of \$16.9 million related to the amount of the liability expected to be covered by insurance carriers.

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### ***Legal Matters***

Our operations are subject to all operating hazards and risks normally incidental to handling, storing and delivering combustible liquids such as propane. We have been, and will continue to be, a defendant in various legal proceedings and litigation arising in the ordinary course of business, both as a result of these operating hazards and risks, and as a result of other aspects of our business. In this last regard, we are currently a defendant in suits in several states, including two putative class actions in which no class has yet been certified. The complaints allege a number of commercial claims, including as to our pricing, fee disclosure and tank ownership, under various consumer statutes, the Uniform Commercial Code, common law and antitrust law. Based on the nature of the allegations under these commercial suits, we believe that the suits are without merit and we are contesting each of these suits vigorously. With respect to the pending commercial suits, other than for legal defense fees and expenses, based on the merits of the allegations and discovery to date, no liability for a loss contingency is required.

### ***Off-Balance Sheet Arrangements***

#### ***Guarantees***

We have residual value guarantees associated with certain of our operating leases, related primarily to transportation equipment, with remaining lease periods scheduled to expire periodically through fiscal 2019. Upon completion of the lease period, we guarantee that the fair value of the equipment will equal or exceed the guaranteed amount, or we will pay the lessor the difference. Although the fair value of equipment at the end of its lease term has historically exceeded the guaranteed amounts, the maximum potential amount of aggregate future payments we could be required to make under these leasing arrangements, assuming the equipment is deemed worthless at the end of the lease term, was approximately \$10.1 million as of June 23, 2012. The fair value of residual value guarantees for outstanding operating leases was de minimis as of June 23, 2012.

### **Recently Issued Accounting Pronouncements**

In June 2011, the FASB issued an accounting standards update to provide guidance on increasing the prominence of items reported in other comprehensive income. This update eliminates the option to present components of other comprehensive income as part of the statement of partners' capital and requires net income and the components of other comprehensive income be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. Early adoption of this updated guidance is permitted, and it becomes effective retrospectively for fiscal years beginning after December 15, 2011, which will be the first quarter of our 2013 fiscal year. This update does not change the items that must be reported in other comprehensive income but will require the Partnership to change its historical practice of showing comprehensive income within the Statement of Partners' Capital.

In September 2011, the FASB issued an accounting standards update allowing companies to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, as a result of the qualitative assessment, it is more likely than not that the fair value of a reporting unit is less than its carrying amount, a more detailed two-step goodwill impairment test would be performed to identify a potential goodwill impairment and measure the amount of loss to be recognized, if any. The standard is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, which will be the our 2013 fiscal year. Early adoption is permitted. The adoption of this standard is not expected to impact our financial position, results of operations or cash flows.

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**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

**Commodity Price Risk**

We enter into product supply contracts that are generally one-year agreements subject to annual renewal, and also purchase product on the open market. Our propane supply contracts typically provide for pricing based upon index formulas using the posted prices established at major supply points such as Mont Belvieu, Texas, or Conway, Kansas (plus transportation costs) at the time of delivery. In addition, to supplement our annual purchase requirements, we may utilize forward fixed price purchase contracts to acquire a portion of the propane that we resell to our customers, which allows us to manage our exposure to unfavorable changes in commodity prices and to ensure adequate physical supply. The percentage of contract purchases, and the amount of supply contracted for under forward contracts at fixed prices, will vary from year to year based on market conditions. In certain instances, and when market conditions are favorable, we are able to purchase product under our supply arrangements at a discount to the market.

Product cost changes can occur rapidly over a short period of time and can impact profitability. We attempt to reduce commodity price risk by pricing product on a short-term basis. The level of priced, physical product maintained in storage facilities and at our customer service centers for immediate sale to our customers will vary depending on several factors, including, but not limited to, price, supply and demand dynamics, and demand for a given time of the year. Typically, our on hand priced position does not exceed more than four to eight weeks of our supply needs, depending on the time of the year. In the course of normal operations, we routinely enter into contracts such as forward priced physical contracts for the purchase or sale of propane and fuel oil that, under accounting rules for derivative instruments and hedging activities, qualify for and are designated as normal purchase or normal sale contracts. Such contracts are exempted from fair value accounting and are accounted for at the time product is purchased or sold under the related contract.

Under our hedging and risk management strategies, we enter into a combination of exchange-traded futures and option contracts and, in certain instances, over-the-counter option contracts (collectively, derivative instruments ) to manage the price risk associated with priced, physical product and with future purchases of the commodities used in our operations, principally propane and fuel oil, as well as to ensure the availability of product during periods of high demand. We do not use derivative instruments for speculative or trading purposes. Futures contracts require that we sell or acquire propane or fuel oil at a fixed price for delivery at fixed future dates. An option contract allows, but does not require, its holder to buy or sell propane or fuel oil at a specified price during a specified time period. However, the writer of an option contract must fulfill the obligation of the option contract, should the holder choose to exercise the option. At expiration, the contracts are settled by the delivery of the product to the respective party or are settled by the payment of a net amount equal to the difference between the then current price and the fixed contract price or option exercise price. To the extent that we utilize derivative instruments to manage exposure to commodity price risk and commodity prices move adversely in relation to the contracts, we could suffer losses on those derivative instruments when settled. Conversely, if prices move favorably, we could realize gains. Under our hedging and risk management strategy, realized gains or losses on derivative instruments will typically offset losses or gains on the physical inventory once the product is sold to customers at market prices.

Futures are traded with brokers of the NYMEX and require daily cash settlements in margin accounts. Forward and option contracts are generally settled at the expiration of the contract term either by physical delivery or through a net settlement mechanism. Market risks associated with futures, options and forward contracts are monitored daily for compliance with our Hedging and Risk Management Policy which includes volume limits for open positions. Open inventory positions are reviewed and managed daily as to exposures to changing market prices.

**Credit Risk**

Exchange traded futures and option contracts are guaranteed by the NYMEX and, as a result, have minimal credit risk. We are subject to credit risk with over-the-counter forward and propane option contracts to the extent the counterparties do not perform. We evaluate the financial condition of each counterparty with which we conduct business and establish credit limits to reduce exposure to the risk of non-performance by our counterparties.

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### **Interest Rate Risk**

A portion of our borrowings bear interest at prevailing interest rates based upon, at the Operating Partnership's option, LIBOR, plus an applicable margin or the base rate, defined as the higher of the Federal Funds Rate plus  $\frac{1}{2}$  of 1% or the agent bank's prime rate, or LIBOR plus 1%, plus the applicable margin. The applicable margin is dependent on the level of the Partnership's total leverage (the total ratio of debt to EBITDA). Therefore, we are subject to interest rate risk on the variable component of the interest rate. We manage our interest rate risk by entering into interest rate swap agreements. The interest rate swaps have been designated as a cash flow hedge. Changes in the fair value of the interest rate swaps are recognized in other comprehensive income (OCI) until the hedged item is recognized in earnings. At June 23, 2012, the fair value of the interest rate swaps was \$4.8 million representing an unrealized loss and is included within other current liabilities and other liabilities, as applicable, with a corresponding debit in OCI.

### **Derivative Instruments and Hedging Activities**

All of our derivative instruments are reported on the balance sheet at their fair values. On the date that futures, forward and option contracts are entered into, we make a determination as to whether the derivative instrument qualifies for designation as a hedge. Changes in the fair value of derivative instruments are recorded each period in current period earnings or OCI, depending on whether a derivative instrument is designated as a hedge and, if so, the type of hedge. For derivative instruments designated as cash flow hedges, we formally assess, both at the hedge contract's inception and on an ongoing basis, whether the hedge contract is highly effective in offsetting changes in cash flows of hedged items. Changes in the fair value of derivative instruments designated as cash flow hedges are reported in OCI to the extent effective and reclassified into cost of products sold during the same period in which the hedged item affects earnings. The mark-to-market gains or losses on ineffective portions of cash flow hedges are immediately recognized in cost of products sold. Changes in the fair value of derivative instruments that are not designated as cash flow hedges, and that do not meet the normal purchase and normal sale exemption, are recorded within cost of products sold as they occur. Cash flows associated with derivative instruments are reported as operating activities within the condensed consolidated statement of cash flows.

### **Sensitivity Analysis**

In an effort to estimate our exposure to unfavorable market price changes in commodities related to our open positions under derivative instruments, we developed a model that incorporates the following data and assumptions:

- A. The fair value of open positions as of June 23, 2012.
- B. The market prices for the underlying commodities used to determine A. above were adjusted adversely by a hypothetical 10% change and compared to the fair value amounts in A. above to project the potential negative impact on earnings that would be recognized for the respective scenario.

Based on the sensitivity analysis described above, a hypothetical 10% adverse change in market prices for which futures and option contracts exists indicates potential future losses in future earnings of \$3.7 million as of June 23, 2012. See also Item 7A of our Annual Report on Form 10-K for the fiscal year ended September 24, 2011. The above hypothetical change does not reflect the worst case scenario. Actual results may be significantly different depending on market conditions and the composition of the open position portfolio.

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**ITEM 4. CONTROLS AND PROCEDURES**

(a) The Partnership maintains disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934) that are designed to provide reasonable assurance that information required to be disclosed in the Partnership's filings and submissions under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the periods specified in the rules and forms of the SEC and that such information is accumulated and communicated to the Partnership's management, including its principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

The Partnership completed an evaluation under the supervision and with participation of the Partnership's management, including the Partnership's principal executive officer and principal financial officer, of the effectiveness of the design and operation of the Partnership's disclosure controls and procedures as of June 23, 2012. Based on this evaluation, the Partnership's principal executive officer and principal financial officer have concluded that as of June 23, 2012, such disclosure controls and procedures were effective to provide the reasonable assurance described above.

There have not been any changes in the Partnership's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Securities Exchange Act of 1934) during the quarter ended June 23, 2012 that have materially affected or are reasonably likely to materially affect its internal control over financial reporting.

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**PART II**

**ITEM 1. LEGAL PROCEEDINGS**

Part I, Item 1. Financial Statements, Note 10 to the Condensed Consolidated Financial Statements, of this Form 10-Q is hereby incorporated herein by reference.

**ITEM 1A. RISK FACTORS**

There have been no material changes to the risk factors disclosed in Item 1A in the Partnership's Annual Report on Form 10-K for the fiscal year ended September 24, 2011.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

None.

**ITEM 3. DEFAULT UPON SENIOR SECURITIES**

None.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS**

(a) Exhibits

- |         |  |
|---------|--|
| 2.1     | Contribution Agreement dated as of April 25, 2012, as amended as of June 15, 2012, July 6, 2012 and July 19, 2012, among Inergy, L.P., Inergy GP, LLC, Inergy Sales and Service, Inc. and Suburban Propane Partners, L.P. (Incorporated by reference to Exhibit 2.1 to the Partnership's Current Reports on Form 8-K filed April 26, 2012, June 15, 2012, July 6, 2012 and July 19, 2012, respectively). |
| 31.1    | Certification of the President and Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (Filed herewith).  |
| 31.2    | Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (Filed herewith).  |
| 32.1    | Certification of the President and Chief Executive Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (Filed herewith).  |
| 32.2    | Certification of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (Filed herewith).  |
| 101.INS | XBRL Instance Document   |
| 101.SCH | XBRL Taxonomy Extension Schema Document  |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document  |



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101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document



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**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.

SUBURBAN PROPANE PARTNERS, L.P.

August 2, 2012  
Date

By: /s/ MICHAEL A. STIVALA  
Michael A. Stivala  
Chief Financial Officer

August 2, 2012  
Date

By: /s/ MICHAEL A. KUGLIN  
Michael A. Kuglin  
Vice President and Chief Accounting Officer