MAGELLAN MIDSTREAM PARTNERS LP Form 10-Q August 04, 2011 <u>Table of Contents</u>

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

FORM 10-O QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT х OF 1934 For the quarterly period ended June 30, 2011 OR TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT f OF 1934 For the transition period from to Commission File No.: 1-16335 Magellan Midstream Partners, L.P. (Exact name of registrant as specified in its charter) Delaware 73-1599053 (State or other jurisdiction of (IRS Employer incorporation or organization) Identification No.) One Williams Center, P.O. Box 22186, Tulsa, Oklahoma 74121-2186 (Address of principal executive offices and zip code) (918) 574-7000 (Registrant's telephone number, including area code) Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No \pounds Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x = No fIndicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. Large accelerated filer x Accelerated filer £ Non-accelerated filer £ Smaller reporting company £ Indicate by check mark whether the registrant is a shell company (as defined in Rule 12-b-2 of the Exchange Act). Yes £ No x As of August 3, 2011 there were 112,736,571 outstanding limited partner units of Magellan Midstream Partners, L.P. that trade on the New York Stock Exchange under the ticker symbol "MMP."

Table of Contents

TABLE OF CONTENTS PART I FINANCIAL INFORMATION

ITEM 1.	CONSOLIDATED FINANCIAL STATEMENTS			
CONSC	DLIDATED STATEMENTS OF INCOME	<u>2</u>		
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME				
CONSC	DLIDATED BALANCE SHEETS	<u>3</u> <u>4</u> <u>5</u>		
<u>CONSC</u>	DLIDATED STATEMENTS OF CASH FLOWS	<u>5</u>		
NOTES	S TO CONSOLIDATED FINANCIAL STATEMENTS:			
1.	Organization and Basis of Presentation	<u>6</u>		
2.	Owners' Equity	<u>6</u>		
3.	Acquisitions	<u>7</u>		
4.	Product Sales Revenues	<u>8</u> 9		
5.	Segment Disclosures	<u>9</u>		
6.	<u>Inventory</u>	<u>11</u>		
7.	Employee Benefit Plans	<u>12</u>		
8.	Debt	<u>12</u>		
9.	Derivative Financial Instruments	<u>13</u>		
10.	Commitments and Contingencies	<u>17</u>		
11.	Long-Term Incentive Plan	<u>18</u>		
12.	Distributions	<u>19</u>		
13.	<u>Fair Value</u>	<u>20</u>		
14.	Subsequent Events	<u>21</u>		
ITEM 2.	MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND			
11 LIVI 2.	RESULTS OF OPERATIONS			
Introdu		<u>22</u>		
	Developments	22 22 28 31		
Results of Operations				
Liquidity and Capital Resources				
Off-Balance Sheet Arrangements				
Environmental				
Other It		<u>32</u>		
	ccounting Pronouncements	<u>34</u>		
ITEM 3.	QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	<u>35</u>		
ITEM 4.	CONTROLS AND PROCEDURES	<u>35</u>		
Forward-Lo	oking Statements	<u>36</u>		
	PART II			
	OTHER INFORMATION			
ITEM 1.	LEGAL PROCEEDINGS	<u>38</u>		
ITEM 1A.	<u>RISK FACTORS</u>	<u>38</u>		
ITEM 2.	UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS	<u>38</u>		
ITEM 3.	DEFAULTS UPON SENIOR SECURITIES	<u>38</u>		
ITEM 4.	RESERVED	<u>38</u>		
ITEM 5.	OTHER INFORMATION	<u>38</u> <u>39</u>		
ITEM 6.	EXHIBITS	<u>39</u>		

Table of Contents

PART I FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

MAGELLAN MIDSTREAM PARTNERS, L.P. CONSOLIDATED STATEMENTS OF INCOME (In thousands, except per unit amounts) (Unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2010	2011	2010	2011
Transportation and terminals revenues	\$193,173	\$223,192	\$366,342	\$428,600
Product sales revenues	229,698	159,943	386,034	397,239
Affiliate management fee revenue	189	192	379	385
Total revenues	423,060	383,327	752,755	826,224
Costs and expenses:				
Operating	70,287	81,323	132,396	143,684
Product purchases	183,639	118,836	316,523	330,066
Depreciation and amortization	25,715	30,664	52,057	60,027
General and administrative	20,178	25,281	43,420	49,871
Total costs and expenses	299,819	256,104	544,396	583,648
Equity earnings	1,480	1,443	2,669	2,810
Operating profit	124,721	128,666	211,028	245,386
Interest expense	22,521	25,988	44,295	52,474
Interest income	(7)	(1)	(11)	(11)
Interest capitalized	(803)	(1,190)	(1,651)	(1,861)
Debt placement fee amortization expense	329	385	657	770
Income before provision for income taxes	102,681	103,484	167,738	194,014
Provision for income taxes	229	485	752	950
Net income	\$102,452	\$102,999	\$166,986	\$193,064
Allocation of net income (loss):				
Non-controlling owners' interest	\$(68)	\$—	\$(68)	\$(63)
Limited partners' interest	102,520	102,999	167,054	193,127
Net income	\$102,452			