

CIENA CORP  
Form SC 13G/A  
February 14, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

SCHEDULE 13G

**(Rule 13d-102)**

**Information Statement Pursuant to Rules 13d-1 and 13d-2**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1 )\***

Ciena Corporation  
(Name of Issuer)

Common stock, par value \$0.01 per share  
(Title of Class of Securities)

171779309  
(CUSIP Number)

December 31, 2013  
Date of Event Which Requires Filing of the Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

..	Rule 13d-1(b)
x	Rule 13d-1(c)
..	Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1.

**Citadel Advisors LLC**

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

2.

(a) ..

(b) ..

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4.

**Delaware**

SOLE VOTING POWER

5.

NUMBER OF **0**

SHARES

SHARED VOTING POWER

BENEFICIALLY

OWNED BY 6.

**2,363,677 shares**

EACH

REPORTING

PERSON 7. SOLE DISPOSITIVE POWER

WITH 0

8. SHARED DISPOSITIVE POWER

**See Row 6 above**

9. AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**See Row 6 above**

10. CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

..

11. PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)

**2.3%<sup>1</sup>**

12. TYPE OF REPORTING PERSON

**IA; OO; HC**

The percentages reported in this Schedule 13G/A are based upon 104,893,572 shares outstanding (composed of (i) 103,708,240 shares of common stock outstanding as of December 12, 2013 (according to the Form 10-K filed by the issuer with the Securities and Exchange Commission on December 20, 2013), and (ii) 1,185,332 shares of common stock issuable upon the conversion of certain convertible bonds held by the Reporting Persons and their affiliates.

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1.

**Citadel Advisors Holdings II LP**

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

2.

(a) ..

(b) ..

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4.

**Delaware**

SOLE VOTING POWER

5.

NUMBER OF **0**

SHARES

SHARED VOTING POWER

BENEFICIALLY

OWNED BY 6.

**2,363,677 shares**

EACH

REPORTING

PERSON 7. SOLE DISPOSITIVE POWER

WITH 0

8. SHARED DISPOSITIVE POWER

**See Row 6 above**

9. AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**See Row 6 above**

10. CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

..

11. PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)

**2.3%**

12. TYPE OF REPORTING PERSON

**PN; HC**

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1.

**Citadel GP LLC**

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

2.

(a) ..

(b) ..

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4.

**Delaware**

SOLE VOTING POWER

5.

NUMBER OF **0**

SHARES

SHARED VOTING POWER

BENEFICIALLY

OWNED BY 6.

**2,808,685 shares**

EACH

REPORTING

PERSON 7. SOLE DISPOSITIVE POWER

WITH 0

8. SHARED DISPOSITIVE POWER

**See Row 6 above.**

9. AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**See Row 6 above.**

10. CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

..

11. PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)

**2.7%**

12. TYPE OF REPORTING PERSON

**OO; HC**



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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

1.

**Kenneth Griffin**

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

2.

(a) ..

(b) ..

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4.

**U.S. Citizen**

SOLE VOTING POWER

5.

NUMBER OF **0**

SHARES

SHARED VOTING POWER

BENEFICIALLY

OWNED BY 6.

**2,808,685 shares**

EACH

REPORTING

PERSON 7. SOLE DISPOSITIVE POWER

WITH 0

8. SHARED DISPOSITIVE POWER

**See Row 6 above**

9. AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**See Row 6 above**

10. CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

..

11. PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)

**2.7%**

12. TYPE OF REPORTING PERSON

**IN; HC**

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**Item  
1(a) Name of Issuer**

Ciena Corporation

**Item  
1(b) Address of Issuer's Principal Executive Offices**

7035 Ridge Road, Hanover, MD 21076

**Item  
2(a) Name of Person Filing**

This Schedule 13G/A is being jointly filed by Citadel Advisors LLC ("Citadel Advisors"), Citadel Advisors Holdings II LP ("CAH2"), Citadel GP LLC ("CGP") and Mr. Kenneth Griffin (collectively with Citadel Advisors, CAH2 and CGP, the "Reporting Persons") with respect to shares of common stock (and options to purchase and/or other securities convertible in common stock) of the above-named issuer owned by Citadel Global Equities Master Fund Ltd., a Cayman Islands limited company ("CG"), Citadel Equity Fund Ltd., a Cayman Islands limited company ("CEF"), Surveyor Capital Ltd., a Cayman Islands limited company "SC"), and Citadel Securities LLC, a Delaware limited liability company ("Citadel Securities").

Citadel Advisors is the portfolio manager for CG, CEF and SC. CAH2 is the managing member of Citadel Advisors. CALC III LP, a Delaware limited partnership ("CALC3"), is the non-member manager of Citadel Securities. CGP is the general partner of CALC3 and CAH2. Mr. Griffin is the President and Chief Executive Officer of, and owns a controlling interest in, CGP.

The filing of this statement shall not be construed as an admission that any of the Reporting Persons is the beneficial owner of any securities covered by the statement other than the securities actually owned by such person (if any).

**Item  
2(b) Address of Principal Business Office**

The address of the principal business office of each of the Reporting Persons is c/o Citadel LLC, 131 S. Dearborn Street, 32nd Floor, Chicago, Illinois 60603.

**Item  
2(c) Citizenship**

Each of Citadel Advisors and CGP is organized as a limited liability company under the laws of the State of Delaware. CAH2 is organized as a limited partnership under the laws of the State of Delaware. Mr. Griffin is a U.S. citizen.

**Item  
2(d) Title of Class of Securities**

Common stock, \$0.01 par value

**Item  
2(e) CUSIP Number**

171779309

**Item 3** **If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

(a) Broker or dealer registered under Section 15 of the Exchange Act;

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- (b) "Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) "Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) "Investment company registered under Section 8 of the Investment Company Act;
- (e) "An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) "An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) "A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) "A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) "A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) "Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

\_\_\_\_\_.

#### Item 4 Ownership

A. Citadel Advisors LLC

- (a) Citadel Advisors may be deemed to beneficially own 2,363,677 shares of Common Stock.

(b) The number of shares Citadel Advisors may be deemed to beneficially own constitutes approximately 2.3% of the Common Stock outstanding.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 2,363,677

- (iii) sole power to dispose or to direct the disposition of: 0
- (iv) shared power to dispose or to direct the disposition of: 2,363,677

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B. Citadel Advisors Holdings II LP

(a) CAH2 may be deemed to beneficially own 2,363,677 shares of Common Stock.

(b) The number of shares CAH2 may be deemed to beneficially own constitutes approximately 2.3% of the Common Stock outstanding.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 2,363,677

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 2,363,677

C. Citadel GP LLC and Kenneth Griffin

(a) CGP and Griffin may be deemed to beneficially own 2,808,685 shares of Common Stock.

(b) The number of shares CGP and Griffin may be deemed to beneficially own constitutes approximately 2.7% of the Common Stock outstanding.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 2,808,685

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 2,808,685

**Item 5 Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following x.

**Item 6 Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable

**Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company**

See Item 2 above

**Item 8 Identification and Classification of Members of the Group**

Not Applicable

**Item 9 Notice of Dissolution of Group**

Not Applicable



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**Item 10 Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated this 14<sup>th</sup> day of February, 2014.

**CITADEL ADVISORS LLC**

By: /s/ Mark Polemeni  
Mark Polemeni, Authorized Signatory

**Citadel Advisors Holdings II LP**

By: /s/ Mark Polemeni  
Mark Polemeni, Authorized Signatory

**CITADEL GP LLC**

By: /s/ Mark Polemeni  
Mark Polemeni, Authorized Signatory

**KENNETH GRIFFIN**

By: /s/ Mark Polemeni  
Mark Polemeni, attorney-in-fact\*

Mark Polemeni is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on January 18, 2013, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Advisors LLC on Schedule 13G for TiVo Inc.

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



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**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
Balance at September 27, 2014	60,317	\$ 1,067,358	\$ (45,905)	\$ 1,021,453
Net income		55,807		55,807
Other comprehensive income			1,089	1,089
Partnership distributions		(52,777)		(52,777)
Common Units issued under Restricted Unit Plans	141			
Compensation cost recognized under Restricted Unit Plans, net of forfeitures		2,890		2,890
Balance at December 27, 2014	60,458	\$ 1,073,278	\$ (44,816)	\$ 1,028,462

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 unit and 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 60,457,780 Common Units outstanding at December 27, 2014. 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 as amended (the Partnership Agreement ). 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 either limited liability companies that are treated as corporations or corporate entities (collectively referred to as the Corporate Entities ) and, as such, are subject to corporate level income tax.

Suburban Energy Finance Corp., 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 27, 2014. 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 thirteen weeks in duration. When the Partnership's fiscal year is 53 weeks long, the corresponding fourth quarter is fourteen 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 billings 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.

**Business Combinations.** The Partnership accounts for business combinations using the acquisition method and accordingly, the assets and liabilities of the acquired entities are recorded at their estimated fair values at the acquisition date. Goodwill represents the excess of the purchase price over the fair value of the net assets acquired, including the amount assigned to identifiable intangible assets. The primary drivers that generate goodwill are the value of synergies between the acquired entities and the Partnership, and the acquired assembled workforce, neither of which qualifies as an identifiable intangible asset. Identifiable intangible assets with finite lives are amortized over their useful lives. The results of operations of acquired businesses are included in the consolidated financial statements from the acquisition date. The Partnership expenses all acquisition-related costs as incurred.

**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 self-insurance and litigation reserves, pension and other postretirement benefit liabilities and costs, valuation of derivative instruments, depreciation and amortization of long-lived assets, asset impairment assessments, tax valuation allowances, allowances for doubtful accounts, and purchase price allocation for

acquired businesses. On October 27, 2014, the Society of Actuaries ( SOA ) issued new mortality tables (RP-2014) and a new mortality improvement scale (MP-2014). The Partnership uses SOA life expectancy information when developing the annual mortality assumptions for its pension and postretirement benefit plans, which are used to measure net periodic benefit costs and the obligations under these plans. While the Partnership is still in the process of evaluating the potential impact of using the new mortality tables and improvement scale in connection with the year-end measurement of the plans benefit obligations, the Partnership does not expect the use to have a material impact on its financial condition, results of operations or cash flows. Actual results could differ from those estimates, making it reasonably possible that a material change in these estimates could occur in the near term.



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**Recently Issued Accounting Pronouncements.** In May 2014, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) 2014-09 Revenue from Contracts with Customers ( ASU 2014-09 ). This update provides a principles-based approach to revenue recognition, requiring revenue recognition to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The ASU provides a five-step model to be applied to all contracts with customers. The five steps are to identify the contract(s) with the customer, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to the performance obligations in the contract and recognize revenue when each performance obligation is satisfied. The revenue standard is effective for the first interim period within annual reporting periods beginning after December 15, 2016, which will be the Partnership's first quarter of fiscal year 2018. ASU 2014-09 can be applied either retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially applying the update recognized at the date of the initial application along with additional disclosures. The Partnership does not expect the adoption of ASU 2014-09 will have a material impact on the Partnership's results of operations, financial position or cash flows.

**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-term maturity of these instruments.

**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 help 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 option contracts and, in certain instances, over-the-counter options and swap contracts (collectively, derivative instruments ) to hedge price risk associated with propane and fuel oil physical inventories, as well as future purchases of propane or fuel oil used in its operations and to help ensure adequate supply during periods of high demand. In addition, the Partnership sells propane and fuel oil to customers at fixed prices, and enters into derivative instruments to hedge a portion of its exposure to fluctuations in commodity prices as a result of selling the fixed price contracts. 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 or delivered as it pertains to fixed price contracts. 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, forward and swap 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, other than those designated as normal purchases or normal sales, 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.

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**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 consolidated 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 commodity-related options and futures contracts using quoted market prices found on the New York Mercantile Exchange (the NYMEX ) (Level 1 inputs); the fair value of its swap contracts using quoted forward prices and 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 commodity-related 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.

The following summarizes the gross fair value of the Partnership's derivative instruments and their location in the condensed consolidated balance sheet as of December 27, 2014 and September 27, 2014, respectively:

<b>Asset Derivatives</b>	<b>As of December 27, 2014</b>		<b>As of September 27, 2014</b>	
	Location	Fair Value	Location	Fair Value
Derivatives not designated as hedging instruments:				
Commodity-related derivatives	Other current assets	\$ 17,737	Other current assets	\$ 3,924
	Other assets	190	Other assets	62
		\$ 17,927		\$ 3,986
<b>Liability Derivatives</b>	Location	Fair Value	Location	Fair Value
Derivatives designated as hedging instruments:				
Interest rate swap	Other current liabilities	\$ 1,176	Other current liabilities	\$ 1,257
	Other liabilities	234	Other liabilities	283
		\$ 1,410		\$ 1,540

Derivatives not designated  
as hedging instruments:

Commodity-related derivatives	Other current liabilities	\$ 6,306	Other current liabilities	\$ 1,527
	Other liabilities		Other liabilities	53
		\$ 6,306		\$ 1,580

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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)			
	Three Months Ended		Three Months Ended	
	December 27, 2014		December 28, 2013	
	Assets	Liabilities	Assets	Liabilities
Beginning balance of over-the-counter options	\$ 1,512	\$	\$ 1,847	\$
Beginning balance realized during the period	(304)		(20)	
Contracts purchased during the period	589	12		401
Change in the fair value of outstanding contracts	3,500		1,058	
<b>Ending balance of over-the-counter options</b>	<b>\$ 5,297</b>	<b>\$ 12</b>	<b>\$ 2,885</b>	<b>\$ 401</b>

As of December 27, 2014 and September 27, 2014, the Partnership's outstanding commodity-related derivatives had a weighted average maturity of approximately five and four months, respectively.

The effect of the Partnership's derivative instruments on the condensed consolidated statement of operations and the condensed consolidated statement of comprehensive income, as applicable, for the three months ended December 27, 2014 and December 28, 2013 are as follows:

	Three months ended December 27, 2014			Three months ended December 28, 2013		
	Gains (Losses) Recognized in OCI (Effective Portion)	Gains (Losses) from Accumulated OCI into Income	Reclassified Gains (Losses) from Accumulated OCI into Income	Gains (Losses) Recognized in OCI (Effective Portion)	Gains (Losses) from Accumulated OCI into Income	Reclassified Gains (Losses) from Accumulated OCI into Income
Derivatives in Cash Flow Hedging Relationships						
Interest rate swap	\$ (227)	Interest expense	\$ (357)	\$ (166)	Interest expense	\$ (353)
Derivatives Not Designated as Hedging Instruments		Unrealized Gains (Losses) Recognized in Income			Unrealized Gains (Losses) Recognized in Income	
		Location	Amount		Location	Amount
Commodity-related derivatives		Cost of products sold	\$ 9,505		Cost of products sold	\$ (290)

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The following table presents the fair value of the Partnership's recognized derivative assets and liabilities on a gross basis and amounts offset on the condensed consolidated balance sheets subject to enforceable master netting arrangements or similar agreements:

	<b>As of December 27, 2014</b>		
	Gross amounts	Effects of netting	Net amounts presented in the balance sheet
<b>Asset Derivatives</b>			
Commodity-related derivatives	\$ 20,694	\$ (2,767)	\$ 17,927
Interest rate swap	1,860	(1,860)	
	\$ 22,554	\$ (4,627)	\$ 17,927
<b>Liability Derivatives</b>			
Commodity-related derivatives	\$ 9,073	\$ (2,767)	\$ 6,306
Interest rate swap	3,270	(1,860)	1,410
	\$ 12,343	\$ (4,627)	\$ 7,716

	<b>As of September 27, 2014</b>		
	Gross amounts	Effects of netting	Net amounts presented in the balance sheet
<b>Asset Derivatives</b>			
Commodity-related derivatives	\$ 9,533	\$ (5,547)	\$ 3,986
Interest rate swap	2,139	(2,139)	
	\$ 11,672	\$ (7,686)	\$ 3,986
<b>Liability Derivatives</b>			
Commodity-related derivatives	\$ 7,127	\$ (5,547)	\$ 1,580
Interest rate swap	3,679	(2,139)	1,540
	\$ 10,806	\$ (7,686)	\$ 3,120

The Partnership had no posted cash collateral as of December 27, 2014 and September 27, 2014 with its brokers for outstanding commodity-related derivatives.

**Bank Debt and Senior Notes.** The fair value of the borrowings under 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 (a Level 1 input), the fair value of the Senior Notes (defined below) of the Partnership are as follows:

	As of	
	December 27, 2014	September 27, 2014
7.375% senior notes due March 15, 2020	\$ 261,875	\$ 263,250
7.375% senior notes due August 1, 2021	366,085	363,489
5.5% senior notes due June 1, 2024	511,875	508,594
	\$ 1,139,835	\$ 1,135,333

**Table of Contents****4. Inventories**

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>December 27, 2014</b>	<b>As of September 27, 2014</b>
Propane, fuel oil and refined fuels and natural gas	\$ 85,235	\$ 89,470
Appliances	1,663	1,495
	<b>\$ 86,898</b>	<b>\$ 90,965</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 as of the end of fiscal July of each year, or when an event occurs or circumstances change that would indicate potential impairment.

The Partnership has the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, the Partnership determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. However, if the Partnership concludes otherwise, then it is required to perform the first step of the two-step impairment test.

Under the two-step impairment test, 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>December 27, 2014</b>	<b>As of September 27, 2014</b>
Propane	\$ 1,075,091	\$ 1,075,091
Fuel oil and refined fuels	4,438	4,438
Natural gas and electricity	7,900	7,900



\$ 1,087,429      \$ 1,087,429

**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

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basic net income per Common Unit were increased by 273,111 and 230,329 units for the three months ended December 27, 2014 and December 28, 2013, respectively, to reflect the potential dilutive effect of the unvested restricted units outstanding using the treasury stock method.

**7. Long-Term Borrowings**

Long-term borrowings consist of the following:

	As of	
	December 27, 2014	September 27, 2014
7.375% senior notes, due March 15, 2020, net of unamortized discount of \$1,129 and \$1,183, respectively	\$ 248,871	\$ 248,817
7.375% senior notes, due August 1, 2021, including unamortized premium of \$22,015 and \$22,688, respectively	368,195	368,868
5.5% senior notes, due June 1, 2024	525,000	525,000
Revolving Credit Facility, due January 5, 2017	100,000	100,000
	\$ 1,242,066	\$ 1,242,685

**Senior Notes.***2018 Senior Notes and 2021 Senior Notes*

On August 1, 2012, the Partnership and its 100%-owned subsidiary, Suburban Energy Finance Corp., issued \$496,557 in aggregate principal amount of unregistered 7.5% senior notes due October 1, 2018 (the 2018 Senior Notes ) and \$503,443 in aggregate principal amount of unregistered 7.375% senior notes due August 1, 2021 (the 2021 Senior Notes ) in a private placement in connection with the Inergy Propane Acquisition. Based on market rates for similar issues, the 2018 Senior Notes and 2021 Senior Notes were valued at 106.875% and 108.125%, respectively, of the principal amount, on the Acquisition Date as they were issued in exchange for Inergy's outstanding notes, not for cash. The 2021 Senior Notes require semi-annual interest payments in February and August. On December 19, 2012, the Partnership completed an offer to exchange its then-outstanding unregistered 7.5% senior notes due 2018 and 7.375% senior notes due 2021 (collectively, the Old Notes ) for an equal principal amount of 7.5% senior notes due 2018 and 7.375% senior notes due 2021 (collectively, the Exchange Notes ), respectively, that have been registered under the Securities Act of 1933, as amended.

On August 2, 2013, the Partnership repurchased, pursuant to an optional redemption, \$133,400 of its 2021 Senior Notes using net proceeds from the May 2013 public offering and net proceeds from the underwriters' exercise of their over-allotment option to purchase additional Common Units. In addition, on August 6, 2013, the Partnership repurchased \$23,863 of 2021 Senior Notes in a private transaction using cash on hand.

On May 27, 2014, the Partnership repurchased and satisfied and discharged all of its 2018 Senior Notes with net proceeds from the issuance of the 2024 Senior Notes, as defined below, and cash on hand pursuant to a tender offer

and redemption during the third quarter of fiscal 2014. In connection with this tender offer and redemption, the Partnership recognized a loss on the extinguishment of debt of \$11,589 consisting of \$31,633 for the redemption premium and related fees, as well as the write-off of \$5,230 and (\$25,274) in unamortized debt origination costs and unamortized premium, respectively.

*2020 Senior Notes*

On March 23, 2010, the Partnership and its 100%-owned subsidiary, Suburban Energy Finance Corp., completed a public offering of \$250,000 in aggregate principal amount of 7.375% senior notes due March 15, 2020 (the 2020 Senior Notes ). The 2020 Senior Notes were issued at 99.136% of the principal amount and require semi-annual interest payments in March and September.

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**Table of Contents***2024 Senior Notes*

On May 27, 2014, the Partnership and its 100%-owned subsidiary, Suburban Energy Finance Corp., completed a public offering of \$525,000 in aggregate principal amount of 5.5% senior notes due June 1, 2024 (the 2024 Senior Notes ). The 2024 Senior Notes were issued at 100% of the principal amount and require semi-annual interest payments in June and December. The net proceeds from the issuance of the 2024 Senior Notes, along with cash on hand, were used to repurchase and satisfy and discharge all of the 2018 Senior Notes.

The Partnership's obligations under the 2020 Senior Notes, 2021 Senior Notes and 2024 Senior Notes (collectively, the 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 Senior Notes are structurally subordinated to, which means they rank effectively behind, any debt and other liabilities of the Operating Partnership. The Partnership is permitted to redeem some or all of the Senior Notes at redemption prices and times as specified in the indentures governing the Senior Notes. The Senior Notes each 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.

*Credit Agreement*

The Operating Partnership has an amended and restated credit agreement entered into on January 5, 2012, as amended on August 1, 2012 and May 9, 2014 (collectively, the Amended Credit Agreement ) that provides for a five-year \$400,000 revolving credit facility (the Revolving Credit Facility ), of which \$100,000 was outstanding as of December 27, 2014 and September 27, 2014. 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.

The amendment and restatement of the credit agreement on January 5, 2012 amended 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.

The amendment on August 1, 2012 amended, among other things, 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 increased over time, and commencing with the second quarter of fiscal 2014, such minimum ratio is 2.5 to 1.0. The maximum consolidated leverage ratio decreased over time, as well as upon the occurrence of certain events (such as the issuance of Common Units where the net proceeds from the issuance exceed certain thresholds). Commencing with the second quarter of fiscal 2013, such maximum ratio is 4.75 to 1.0 (or 5.0 to 1.0 during an acquisition period as defined in the amendment). The amendment on May 9, 2014 made certain technical amendments with respect to agreements relating to debt refinancing.

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.

Borrowings under the Revolving Credit Facility of the Amended Credit Agreement 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 December 27, 2014, the interest rate for the Revolving Credit Facility was approximately 2.5%. The interest rate and the applicable margin will be reset at the end of each calendar quarter.

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In connection with the Amended Credit Agreement, the Operating Partnership entered into an interest rate swap agreement with a notional amount of \$100,000, an effective date of June 25, 2013 and a maturity date of January 5, 2017. Under this 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, and the issuing lender will pay 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.

As of December 27, 2014, the Partnership had standby letters of credit issued under the Revolving Credit Facility in the aggregate amount of \$53,230 which expire periodically through January 28, 2016. After considering outstanding borrowings of \$100,000, the Partnership had available borrowing capacity of \$246,770 under the Revolving Credit Facility.

The Amended Credit Agreement and the 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. Under the Amended Credit Agreement and the indentures governing the Senior Notes, the Operating Partnership and the Partnership 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 with respect to the indentures governing the Senior Notes, the Partnership's consolidated fixed charge coverage ratio, as defined, is greater than 1.75 to 1. The Partnership and the Operating Partnership were in compliance with all covenants and terms of the Senior Notes and the Amended Credit Agreement as of December 27, 2014.

The aggregate amounts of long-term debt maturities subsequent to December 27, 2014 are as follows: fiscal 2015 through fiscal 2016: \$-0-; fiscal 2017: \$100,000; fiscal 2018: \$-0-; fiscal 2019: \$-0-; and thereafter: \$1,121,180.

**8. Distributions of Available Cash**

The Partnership makes distributions to its partners no later than 45 days after the end of each fiscal quarter 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 January 22, 2015, the Partnership announced a quarterly distribution of \$0.8750 per Common Unit, or \$3.50 per Common Unit on an annualized basis, in respect of the first quarter of fiscal 2015, payable on February 10, 2015 to holders of record on February 3, 2015.

**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 authorizes 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

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Restricted Unit Plans was 1,902,122 as of December 27, 2014. In accordance with an August 6, 2013 amendment to the Restricted Unit Plans, unless otherwise stipulated by the Compensation Committee of the Partnership's Board of Supervisors on or before the grant date, all restricted unit awards granted after the date of the amendment will vest 33.33% on each of the first three anniversaries of the award grant date. Prior to the August 6, 2013 amendment, unless otherwise stipulated by the Compensation Committee of the Partnership's 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 at the end of each of the third and fourth anniversaries of the grant date and the remaining 50% of the Common Units vesting at the end of the fifth anniversary of the grant date. The Restricted Unit Plans participants are not eligible to receive quarterly distributions on, or vote, their respective restricted units until vested. Restricted units cannot be sold or transferred prior to vesting. The 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 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 three months ended December 27, 2014, the Partnership awarded 154,403 restricted units under the Restricted Unit Plans at an aggregate grant date fair value of \$5,804. The following is a summary of activity for the Restricted Unit Plans for the three months ended December 27, 2014:

	<b>Units</b>	<b>Grant Date Fair Value Per Unit</b>
<b>Outstanding September 27, 2014</b>	694,927	\$ 32.07
Awarded	154,403	37.59
Forfeited	(3,548)	(31.01)
Issued	(141,034)	(36.59)
<b>Outstanding December 27, 2014</b>	704,748	\$ 32.38

As of December 27, 2014, unrecognized compensation cost related to unvested restricted units awarded under the Restricted Unit Plans amounted to \$11,059. Compensation cost associated with unvested awards is expected to be recognized over a weighted-average period of 1.2 years. Compensation expense recognized under the Restricted Unit Plans, net of forfeitures, for the three months ended December 27, 2014 and December 28, 2013, was \$2,890 and \$1,638, respectively.

**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. For the fiscal 2013 award, 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. On August 6, 2013, the Compensation Committee of the Partnership's Board of Supervisors adopted the 2014 Long-Term Incentive Plan of the Partnership (2014 LTIP) as a replacement for the existing LTIP. As a result, for the fiscal 2015 and 2014 awards, the level of compensation earned under the 2014 LTIP is based on the Partnership's average distribution coverage ratio over the three-year measurement period. The Partnership's average distribution coverage ratio is calculated as the Partnership's average distributable cash flow, as defined in the 2014 LTIP, for each of the three years in the measurement period, subject to certain adjustments as set forth in the 2014 LTIP, divided by



the amount of annualized cash distributions to be paid by the Partnership, based on the annualized cash distribution rate at the beginning of the measurement period.

As a result of the quarterly remeasurement of the liability for awards under the LTIP and 2014 LTIP, compensation expense for the three months ended December 27, 2014 and December 28, 2013 was \$1,198 and \$1,352, respectively. As of December 27, 2014 and September 27, 2014, the Partnership had a liability included within accrued employment and benefit costs (or other liabilities, as applicable) of \$4,245 and \$3,047, respectively, related to estimated future payments under the LTIP and 2014 LTIP.

**Table of Contents****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 December 27, 2014 and September 27, 2014, the Partnership had accrued insurance liabilities of \$62,475 and \$62,450, 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 \$18,410 as of December 27, 2014 and September 27, 2014.

**Legal Matters.** The Partnership's operations are subject to 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 as a result of these operating hazards and risks, and as a result of other aspects of its business. Although any litigation is inherently uncertain, based on past experience, the information currently available to the Partnership, and the amount of its accrued insurance liabilities, the Partnership does not believe that currently pending or threatened litigation matters, or known claims or known contingent claims, will have a material adverse effect on its results of operations, financial condition or cash flow.

**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 2021. 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 \$13,677 as of December 27, 2014. The fair value of residual value guarantees for outstanding operating leases was de minimis as of December 27, 2014 and September 27, 2014.

**12. Pension Plans and Other Postretirement Benefits**

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

	Pension Benefits		Postretirement Benefits	
	Three Months Ended December 27, 2014	December 28, 2013	Three Months Ended December 27, 2014	December 28, 2013
Interest cost	\$ 1,282	\$ 1,443	\$ 144	\$ 161
Expected return on plan assets	(1,228)	(1,275)		
Amortization of prior service costs			(122)	(122)
Amortization of net loss (gain)	1,130	1,123	(49)	(46)
Net periodic benefit cost	\$ 1,184	\$ 1,291	\$ (27)	\$ (7)

There are no projected minimum employer cash contribution requirements under ERISA laws for fiscal 2015 under the Partnership's defined benefit pension plan. The projected annual contribution requirements related to the Partnership's postretirement health care and life insurance benefit plan for fiscal 2015 is \$1,276, of which \$216 has been contributed during the three months ended December 27, 2014.

As a result of the Inergy Propane Acquisition, the Partnership contributes to multi-employer pension plans ( MEPP ) in accordance with various collective bargaining agreements covering union employees. As one of the many participating employers in these MEPPs, the Partnership is responsible with the other participating employers

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for any plan underfunding. As of December 27, 2014, the Partnership had accrued \$6,850 for its estimated obligation to certain MEPPs due to the Partnership's voluntary partial withdrawal from one such MEPP and full withdrawal from four MEPPs. Due to the uncertainty regarding future factors that could trigger withdrawal liability, including the integration of Energy Propane, the Partnership is unable to determine the amount and timing of any future withdrawal liability, if any.

**13. Amounts Reclassified Out of Accumulated Other Comprehensive Income**

The following table summarizes amounts reclassified out of accumulated other comprehensive income for the three months ended December 27, 2014 and December 28, 2013:

	<b>For the three months ended December 27, 2014</b>			
	<b>Gains and Losses on Cash Flow Hedges</b>	<b>Pension Benefits</b>	<b>Postretirement Benefits</b>	<b>Total</b>
Balance, beginning of period	\$ (1,540)	\$ (49,034)	\$ 4,669	\$ (45,905)
Other comprehensive income before reclassifications	(227)			(227)
Amounts reclassified from accumulated other comprehensive income	357 (a)	1,130 (b)	(171) (b)	1,316
Net current period other comprehensive income	130	1,130	(171)	1,089
Balance, end of period	\$ (1,410)	\$ (47,904)	\$ 4,498	\$ (44,816)

	<b>For the three months ended December 28, 2013</b>			
	<b>Gains and Losses on Cash Flow Hedges</b>	<b>Pension Benefits</b>	<b>Postretirement Benefits</b>	<b>Total</b>
Balance, beginning of period	\$ (2,428)	\$ (49,987)	\$ 5,062	\$ (47,353)
Other comprehensive income before reclassifications	(166)			(166)

Amounts reclassified from accumulated other comprehensive income	353 (a)	1,123 (b)	(168) (b)	1,308
Net current period other comprehensive income	187	1,123	(168)	1,142
Balance, end of period	\$ (2,241)	\$ (48,864)	\$ 4,894	\$ (46,211)

- (a) Reclassification of realized losses on cash flow hedges are recognized in interest expense.
- (b) These amounts are included in the computation of net periodic benefit cost. See Note 12, Pension Plan and Other Postretirement Benefits .

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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 and the Operating Partnership are not subject to income tax at the partnership level. With the exception of those states that impose an entity-level income tax on partnerships, the taxable income or loss attributable to the Partnership, 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 Common Unitholders. 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 each Common Unitholder'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 minimum state income taxes. 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.

**15. 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 revenues 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 consolidated statements of operations. In addition, certain costs associated with field operations support that are reported in operating expenses within the 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 Note 2,

Summary of Significant Accounting Policies, in the Partnership's Annual Report on Form 10-K for the fiscal year ended September 27, 2014.

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.

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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 Suburban Franchising subsidiaries.

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:

	<b>Three Months Ended</b>	
	<b>December 27,</b>	<b>December 28,</b>
	<b>2014</b>	<b>2013</b>
<b>Revenues:</b>		
Propane	\$ 354,650	\$ 438,594
Fuel oil and refined fuels	38,930	54,268
Natural gas and electricity	15,967	18,316
All other	13,397	14,878
Total revenues	\$ 422,944	\$ 526,056
<b>Operating income:</b>		
Propane	\$ 103,076	\$ 106,382
Fuel oil and refined fuels	1,446	479
Natural gas and electricity	2,758	2,652
All other	(5,678)	(5,850)
Corporate	(25,634)	(23,608)
Total operating income	75,968	80,055
Reconciliation to net income:		
Interest expense, net	19,999	21,207
Provision for income taxes	162	177
Net income	\$ 55,807	\$ 58,671
<b>Depreciation and amortization:</b>		
Propane	\$ 27,079	\$ 25,733
Fuel oil and refined fuels	833	2,296
Natural gas and electricity	2	40
All other	80	205
Corporate	4,635	6,553
Total depreciation and amortization	\$ 32,629	\$ 34,827



	As of	
	December 27, 2014	September 27, 2014
<b>Assets:</b>		
Propane	\$ 2,398,389	\$ 2,365,320
Fuel oil and refined fuels	73,624	69,360
Natural gas and electricity	20,134	13,992
All other	3,214	3,342
Corporate	127,202	157,349
<b>Total assets</b>	<b>\$ 2,622,563</b>	<b>\$ 2,609,363</b>

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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 months ended December 27, 2014. 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 27, 2014.

**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 27, 2014.

***Product Costs and Supply***

The level of profitability in the retail propane, fuel oil, natural gas and electricity businesses is largely dependent on the difference between retail sales price and our costs to acquire and transport products. 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.

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.

Changes in our costs to acquire and transport products 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 acquisition and transportation cost increases fully or immediately, particularly when such costs increase rapidly. Therefore, average retail sales prices can vary significantly from year to year as our costs fluctuate with the propane, fuel oil, crude oil and natural gas commodity markets and infrastructure conditions. In addition, periods of sustained higher commodity and/or transportation prices can lead to customer conservation, resulting in reduced demand for our product.

***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 the following fiscal year first quarter.

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**Table of Contents*****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.

***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, options and swap agreements with third parties, and use futures and options 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 options agreements are used to hedge price risk associated with propane and fuel oil physical inventory, as well as, in certain instances, forecasted purchases of propane or fuel oil. In addition, we sell propane and fuel oil to customers at fixed prices, and enter into derivative instruments to hedge a portion of our exposure to fluctuations in commodity prices as a result of selling the fixed price contracts. Forward contracts are generally settled physically at the expiration of the contract whereas futures, options and swap contracts are generally settled at the expiration of the contract through a net settlement mechanism. 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 the Audit Committee of our Board of Supervisors, 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 27, 2014.

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 depreciation and amortization of long-lived assets, employee benefit plans, self-insurance and litigation reserves, environmental reserves, allowances for doubtful accounts, asset valuation assessments and valuation of derivative instruments. 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 business, 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.



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**Table of Contents*****Results of Operations and Financial Condition***

Net income for the first quarter of fiscal 2015 was \$55.8 million, or \$0.92 per Common Unit, compared to net income of \$58.7 million, or \$0.97 per Common Unit, in the prior year first quarter. Earnings before interest, taxes, depreciation and amortization ( EBITDA ) for the first quarter of fiscal 2015 amounted to \$108.6 million, compared to \$114.9 million in the prior year first quarter.

Net income and EBITDA for the first quarters of fiscal 2015 and 2014 included expenses of \$1.9 million and \$2.5 million, respectively, related to the ongoing integration of Inergy Propane. Excluding the effects of these charges, as well as the unrealized (non-cash) mark-to-market adjustments on derivative instruments in both quarters, Adjusted EBITDA (as defined and reconciled below) amounted to \$101.0 million for the first quarter of fiscal 2015, compared to Adjusted EBITDA of \$117.7 million in the prior year first quarter.

Retail propane gallons sold in the first quarter of fiscal 2015 decreased approximately 23.4 million gallons, or 14.8%, to 134.5 million gallons compared to 157.9 million gallons in the prior year first quarter. Sales of fuel oil and other refined fuels decreased 2.7 million gallons, to 11.3 million gallons compared to 14.0 million gallons in the prior year first quarter. According to the National Oceanic and Atmospheric Administration, average temperatures (as measured by heating degree days) across all of our service territories for the first quarter of fiscal 2015 were 8% warmer than normal and the prior year first quarter. The unseasonably warm temperatures were experienced across all of our service territories, and were most pronounced in our West Coast operations, where average temperatures were 23% warmer than normal and 19% warmer than the prior year first quarter. During the month of December, average temperatures across all of our service territories were 15% warmer than normal and 21% warmer than December of the prior year.

Revenues of \$422.9 million decreased \$103.2 million, or 19.6%, compared to the prior year first quarter, primarily due to lower retail propane and fuel oil volumes sold and, to a lesser extent, lower retail selling prices associated with lower wholesale product costs. Average posted propane prices (basis Mont Belvieu, Texas) and fuel oil prices were 36.0% and 22.5% lower than the prior year first quarter, respectively. Cost of products sold for the first quarter of fiscal 2015 of \$187.9 million decreased \$92.6 million, or 33.0%, compared to \$280.5 million in the prior year first quarter, primarily due to lower wholesale product costs and lower volumes sold. Cost of products sold for the first quarter of fiscal 2015 included a \$9.5 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 first quarter. These unrealized gains and losses are excluded from Adjusted EBITDA for both periods in the table below.

During the first quarter of fiscal 2015, we closed on our first acquisition since the purchase of Inergy Propane, expanding our service territory in an existing strategic market. We funded this acquisition, as well as all of our working capital needs from cash on hand without the need to borrow under our Revolving Credit Facility, and ended the quarter with \$62.0 million of cash.

With respect to the ongoing integration of Inergy Propane, as previously reported, fiscal 2015 represents the final year of our three-year integration plan. We continue to be focused on fine-tuning our operating model and cost structure in order to maximize efficiencies, deliver excellence in customer satisfaction and enhance the overall profitability of the combined business.

As announced on January 22, 2015, our Board of Supervisors has declared a quarterly distribution of \$0.8750 per Common Unit for the three months ended December 27, 2014. On an annualized basis, this distribution rate equates to \$3.50 per Common Unit. The \$0.8750 per Common Unit distribution is payable on February 10, 2015 to Common

Unitholders of record as of February 3, 2015.

Our anticipated cash requirements for the remainder of fiscal 2015 include: (i) maintenance and growth capital expenditures of approximately \$26.1 million; (ii) interest payments of approximately \$62.2 million; and (iii) cash distributions of approximately \$158.7 million to our Common Unitholders based on the current quarterly distribution rate of \$0.8750 per Common Unit. As of December 27, 2014, we had unused borrowing capacity under our Revolving Credit Facility of \$246.8 million, after considering outstanding letters of credit of \$53.2 million and outstanding borrowings of \$100.0 million.

**Table of Contents****Three Months Ended December 27, 2014 Compared to Three Months Ended December 28, 2013***Revenues*

(Dollars in thousands)	Three Months Ended		Decrease	Percent Decrease
	December 27, 2014	December 28, 2013		
Revenues				
Propane	\$ 354,650	\$ 438,594	\$ (83,944)	(19.1%)
Fuel oil and refined fuels	38,930	54,268	(15,338)	(28.3%)
Natural gas and electricity	15,967	18,316	(2,349)	(12.8%)
All other	13,397	14,878	(1,481)	(10.0%)
Total revenues	\$ 422,944	\$ 526,056	\$ (103,112)	(19.6%)

Total revenues decreased \$103.2 million, or 19.6%, to \$422.9 million for the first quarter of fiscal 2015 compared to \$526.1 million for the prior year first quarter due to lower volumes sold and lower average selling prices for propane and fuel oil and refined fuels. As discussed above, average temperatures (as measured in heating degree days) across all of our service territories for the first quarter of fiscal 2015 were 8% warmer than normal and the prior year first quarter. Except for a burst of cold weather during late November, temperatures remained warmer than normal throughout the first quarter of fiscal 2015, especially in our West Coast operations where average temperatures were 23% warmer than normal and 19% warmer than the prior year first quarter. During the month of December, average temperatures across all of our service territories were 15% warmer than normal and 21% warmer than December of the prior year.

Revenues from the distribution of propane and related activities of \$354.7 million for the first quarter of fiscal 2015 decreased \$83.9 million, or 19.1%, compared to \$438.6 million for the prior year first quarter, primarily due to lower retail propane volumes sold and lower average retail selling prices. Retail propane gallons sold in the first quarter of fiscal 2015 decreased 23.4 million gallons, or 14.8%, to 134.5 million gallons from 157.9 million gallons in the prior year first quarter, primarily due to the negative impact of unseasonably warm weather. Lower retail propane volumes sold resulted in a decrease in revenues of \$62.5 million for the first quarter of fiscal 2015 compared to the prior year first quarter. Average propane selling prices for the first quarter of fiscal 2015 decreased 6.6% compared to the prior year first quarter as a result of lower wholesale propane costs, resulting in a \$23.7 million decrease in revenues year-over-year. Included within the propane segment are revenues from other propane activities of \$18.1 million for the first quarter of fiscal 2015, which increased \$2.3 million compared to the prior year first quarter.

Revenues from the distribution of fuel oil and refined fuels of \$38.9 million for the first quarter of fiscal 2015 decreased \$15.3 million, or 28.3%, from \$54.3 million for the prior year first quarter, primarily due to lower volumes sold and lower average selling prices. Fuel oil and refined fuels gallons sold in the first quarter of fiscal 2015 decreased 2.7 million gallons, or 19.5%, to 11.3 million gallons from 14.0 million gallons in the prior year first quarter, primarily due to the unseasonably warm weather. Lower fuel oil and refined fuels volumes sold resulted in a decrease in revenues of \$10.6 million for the first quarter of fiscal 2015 compared to the prior year first quarter. Average selling prices in our fuel oil and refined fuels segment for the first quarter of fiscal 2015 decreased 10.8% compared to the prior year first quarter, resulting in a \$4.7 million decrease in revenues year-over-year.



Revenues in our natural gas and electricity segment decreased \$2.3 million, or 12.8%, to \$16.0 million in the first quarter of fiscal 2015 compared to \$18.3 million in the prior year first quarter as a result of lower natural gas and electricity volumes sold.

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

(Dollars in thousands)	Three Months Ended		Decrease	Percent Decrease
	December 27, 2014	December 28, 2013		
Cost of products sold				
Propane	\$ 142,936	\$ 219,140	\$ (76,204)	(34.8%)
Fuel oil and refined fuels	29,832	43,749	(13,917)	(31.8%)
Natural gas and electricity	10,742	12,862	(2,120)	(16.5%)
All other	4,411	4,775	(364)	(7.6%)
Total cost of products sold	\$ 187,921	\$ 280,526	\$ (92,605)	(33.0%)
As a percent of total revenues	44.4%	53.3%		

The cost of products sold reported in the consolidated statements of operations represents the weighted average unit cost of propane, fuel oil and refined fuels, natural gas and electricity 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 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 within cost of products sold. Cost of products sold excludes depreciation and amortization; these amounts are reported separately within the consolidated statements of operations.

Given the retail nature of our operations, we maintain a certain level of priced physical inventory to help ensure that 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.

In the commodities markets, propane prices declined rapidly during the first quarter of fiscal 2015 primarily due to the nation's high inventory levels stemming from strong production and weak demand during the fall of 2014, similar to the movement in crude oil markets. The movement in propane prices during the first quarter of fiscal 2015 was in stark contrast to the prior year first quarter where prices were rising due to industry wide supply and logistics issues. Overall, average posted propane prices (basis Mont Belvieu, Texas) and fuel oil prices were 36.0% and 22.5% lower than the prior year first quarter, respectively. The net change in the fair value of derivative instruments during the period resulted in unrealized (non-cash) gains of \$9.5 million and unrealized (non-cash) losses of \$0.3 million reported in cost of products sold in the first quarter of fiscal 2015 and 2014, respectively, resulting in a decrease of \$9.8 million in cost of products sold in the first quarter of fiscal 2015 compared to the prior year first quarter, all of which was reported in the propane segment.

Cost of products sold associated with the distribution of propane and related activities of \$142.9 million for the first quarter of fiscal 2015 decreased \$76.2 million, or 34.8%, compared to the prior year first quarter primarily due to

lower average wholesale costs and lower volumes sold. Lower average propane costs and lower propane volumes sold resulted in a decrease of \$32.3 million and \$32.4 million, respectively, in cost of products sold compared to the prior year first quarter. Cost of products sold from other propane activities decreased \$1.7 million.

Cost of products sold associated with our fuel oil and refined fuels segment of \$29.8 million for the first quarter of fiscal 2015 decreased \$13.9 million, or 31.8%, compared to the prior year first quarter. Lower fuel oil and refined fuels volumes sold and lower wholesale costs resulted in decreases of \$8.6 million and \$5.3 million, respectively, in costs of products sold compared to the prior year first quarter.

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Cost of products sold in our natural gas and electricity segment of \$10.7 million decreased \$2.1 million, or 16.5%, compared to the prior year first quarter, primarily due to lower volumes sold and lower natural gas and electricity wholesale costs.

Total cost of products sold as a percent of total revenues decreased 8.9 percentage points to 44.4% for the first quarter of fiscal 2015 from 53.3% in the prior year first quarter, primarily due to the decline in wholesale propane costs outpacing the decline in propane average selling prices during the fiscal 2015 first quarter.

*Operating Expenses*

(Dollars in thousands)

	Three Months Ended		Percent Decrease	Percent Decrease
	December 27, 2014	December 28, 2013		
Operating expenses	\$ 107,117	\$ 113,313	\$ (6,196)	(5.5%)
As a percent of total revenues	25.3%	21.5%		

All costs of operating our retail distribution and appliance sales and service operations are reported within operating expenses in the 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 \$107.1 million for the first quarter of fiscal 2015 decreased \$6.2 million, or 5.5%, compared to \$113.3 million in the prior year first quarter, primarily due to operating efficiencies and synergies realized during the period associated with the integration of Inergy Propane, including lower headcount and lower vehicle count, as well as lower bad debt expense. Operating expenses for the first quarter included integration-related expenses of \$1.5 million associated with the integration of the Inergy Propane operations compared to \$1.2 million in the prior year first quarter. These charges were excluded from our calculation of Adjusted EBITDA below.

*General and Administrative Expenses*

(Dollars in thousands)

	Three Months Ended		Percent Increase	Percent Increase
	December 27, 2014	December 28, 2013		
General and administrative expenses	\$ 19,309	\$ 17,335	\$ 1,974	11.4%
As a percent of total revenues	4.6%	3.3%		

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 consolidated statements of operations.

General and administrative expenses of \$19.3 million for the first quarter of fiscal 2015 increased \$2.0 million from \$17.3 million in the prior year period, primarily due to higher payroll and benefit related expenses and higher professional services fees associated with uninsured legal matters. General and administrative expenses for the first quarters of fiscal 2015 and 2014 included \$0.4 million and \$1.3 million, respectively, of professional services and

other expenses associated with the integration of the Inergy Propane operations. These items were excluded from our calculation of Adjusted EBITDA below.

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

(Dollars in thousands)

	Three Months Ended		Percent Decrease
	December 27, 2014	December 28, 2013	
Depreciation and amortization	\$ 32,629	\$ 34,827	(6.3%)
As a percent of total revenues	7.7%	6.6%	

Depreciation and amortization expense of \$32.6 million in the first quarter of fiscal 2015 decreased \$2.2 million, primarily as a result of accelerated depreciation expense recorded in the prior year first quarter for assets taken out of service from integration activities.

*Interest Expense, net*

(Dollars in thousands)

	Three Months Ended		Percent Decrease
	December 27, 2014	December 28, 2013	
Interest expense, net	\$ 19,999	\$ 21,207	(5.7%)
As a percent of total revenues	4.7%	4.0%	

Net interest expense of \$20.0 million decreased \$1.2 million, or 5.7%, primarily due to the refinancing of \$496.6 million in aggregate principal amount of 7.5% Senior Notes due 2018 with \$525.0 million in aggregate principal amount of 5.5% Senior Notes due 2024 in the third quarter of fiscal 2014. See Liquidity and Capital Resources below for additional discussion.

*EBITDA and Adjusted EBITDA*

EBITDA represents net income before deducting interest expense, income taxes, depreciation and amortization. Adjusted EBITDA represents EBITDA excluding the unrealized net gain or loss on mark-to-market activity for derivative instruments and other items, as applicable, as provided in the table below. Our management uses EBITDA and Adjusted EBITDA as supplemental measures of operating performance and we are including them because we believe that they provide our investors and industry analysts with additional information to evaluate our operating results. 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.

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The following table sets forth our calculations of EBITDA and Adjusted EBITDA:

(Dollars in thousands)	Three Months Ended	
	December 27, 2014	December 28, 2013
Net income	\$ 55,807	\$ 58,671
Add:		
Provision for income taxes	162	177
Interest expense, net	19,999	21,207
Depreciation and amortization	32,629	34,827
EBITDA	108,597	114,882
Unrealized (non-cash) (gains) losses on changes in fair value of derivatives	(9,505)	290
Integration-related costs	1,913	2,536
Adjusted EBITDA	\$ 101,005	\$ 117,708

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

*Operating Activities.* Net cash provided by operating activities for the first quarter of fiscal 2015 and fiscal 2014 was \$33.6 million and \$4.2 million, respectively. The increase in net cash provided by operating activities was primarily attributable to a substantial decrease in working capital requirements as a result of the impact of the decline in wholesale propane costs on our inventory, accounts receivable and accounts payable.

*Investing Activities.* Net cash used in investing activities of \$11.5 million for the first quarter of fiscal 2015 consisted of capital expenditures of \$7.9 million (including approximately \$4.3 million to support the growth of operations and \$3.6 million for maintenance expenditures) and \$6.0 million for the acquisition of a business, partially offset by \$2.5 million in net proceeds from the sale of property, plant and equipment.

Net cash used in investing activities of \$3.4 million for the first quarter of fiscal 2014 consisted of capital expenditures of \$9.3 million (including approximately \$5.9 million to support the growth of operations and \$3.4 million for maintenance expenditures), partially offset by \$5.9 million in net proceeds from the sale of property, plant and equipment.

*Financing Activities.* Net cash used in financing activities for the first quarter of fiscal 2015 of \$52.8 million reflects the quarterly distribution to Common Unitholders at a rate of \$0.8750 per Common Unit paid in respect of the fourth quarter of fiscal 2014.

Net cash used in financing activities for the first quarter of fiscal 2014 of \$52.7 million reflects the quarterly distribution to Common Unitholders at a rate of \$0.8750 per Common Unit paid in respect of the fourth quarter of fiscal 2013.

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

As of December 27, 2014, our long-term debt consisted of \$250.0 million in aggregate principal amount of 7.375% senior notes due March 15, 2020, \$346.2 million in aggregate principal amount of 7.375% senior notes due August 1, 2021, \$525.0 million in aggregate principal amount of 5.5% senior notes due June 1, 2024 and \$100.0 million outstanding under our senior secured Revolving Credit Facility.



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**Table of Contents****Senior Notes***2018 Senior Notes and 2021 Senior Notes*

On August 1, 2012, the Partnership and its 100%-owned subsidiary, Suburban Energy Finance Corp., issued \$496.6 million in aggregate principal amount of unregistered 7.5% senior notes due October 1, 2018 (the 2018 Senior Notes ) and \$503.4 million in aggregate principal amount of unregistered 7.375% senior notes due August 1, 2021 (the 2021 Senior Notes ) in a private placement in connection with the Inergy Propane Acquisition. Based on market rates for similar issues, the 2018 Senior Notes and 2021 Senior Notes were valued at 106.875% and 108.125%, respectively, of the principal amount, on the Acquisition Date as they were issued in exchange for Inergy's outstanding notes, not for cash. The 2021 Senior Notes require semi-annual interest payments in February and August. On December 19, 2012, we completed an offer to exchange our then-outstanding unregistered 7.5% senior notes due 2018 and 7.375% senior notes due 2021 (collectively, the Old Notes ) for an equal principal amount of 7.5% senior notes due 2018 and 7.375% senior notes due 2021 (collectively, the Exchange Notes ), respectively, that have been registered under the Securities Act of 1933, as amended.

On August 2, 2013, we repurchased, pursuant to an optional redemption, \$133.4 million of our 2021 Senior Notes using net proceeds from our May 2013 public offering and net proceeds from the underwriters' exercise of their over-allotment option to purchase additional Common Units. In addition, on August 6, 2013, we repurchased \$23.9 million of our 2021 Senior Notes in a private transaction using cash on hand.

On May 27, 2014, we repurchased and satisfied and discharged all of our 2018 Senior Notes with net proceeds from the issuance of the 2024 Senior Notes, as defined below, and cash on hand, pursuant to a tender offer and redemption during the third quarter of fiscal 2014. In connection with this tender offer and redemption, we recognized a loss on the extinguishment of debt of \$11.6 million consisting of \$31.6 million for the redemption premium and related fees, as well as the write-off of \$5.3 million and (\$25.3) million in unamortized debt origination costs and unamortized premium, respectively.

*2020 Senior Notes*

On March 23, 2010, the Partnership and its 100%-owned subsidiary, Suburban Energy Finance Corp., completed a public offering of \$250.0 million in aggregate principal amount of 7.375% senior notes due March 15, 2020 (the 2020 Senior Notes ). The 2020 Senior Notes were issued at 99.136% of the principal amount and require semi-annual interest payments in March and September.

*2024 Senior Notes*

On May 27, 2014, the Partnership and its 100%-owned subsidiary, Suburban Energy Finance Corp., completed a public offering of \$525.0 million in aggregate principal amount of 5.5% senior notes due June 1, 2024 (the 2024 Senior Notes ). The 2024 Senior Notes were issued at 100% of the principal amount and require semi-annual interest payments in June and December. The net proceeds from the issuance of the 2024 Senior Notes, along with cash on hand, were used to repurchase and satisfy and discharge all of the 2018 Senior Notes.

Our obligations under the 2020 Senior Notes, 2021 Senior Notes and 2024 Senior Notes (collectively, the 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 Senior Notes are structurally subordinated to, which means they rank effectively behind, any debt and other liabilities of the Operating Partnership. We are permitted to redeem some or all of the Senior Notes at redemption prices and times as specified in the indentures governing the Senior Notes.

The Senior Notes each have a change of control provision that would require us 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.

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**Table of Contents***Credit Agreement*

Our Operating Partnership has an amended and restated credit agreement entered into on January 5, 2012, as amended on August 1, 2012 and May 9, 2014 (collectively, the Amended Credit Agreement ) that provides for a five-year \$400.0 million revolving credit facility (the Revolving Credit Facility ), of which \$100.0 million was outstanding as of December 27, 2014 and September 27, 2014. 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 any borrowings under the Revolving Credit Facility, in whole or in part, without penalty at any time prior to maturity.

The amendment and restatement of the credit agreement on January 5, 2012 amended 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.

The amendment on August 1, 2012 amended, among other things, certain restrictive and affirmative covenants applicable to our Operating Partnership and to us, as well as certain financial covenants, including (a) requiring our 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 increased over time, and commencing with the second quarter of fiscal 2014, such minimum ratio is 2.5 to 1.0. The maximum consolidated leverage ratio decreased over time, as well as upon the occurrence of certain events, and, commencing with the second quarter of fiscal 2013, such maximum ratio is 4.75 to 1.0 (or 5.0 to 1.0 during an acquisition period as defined in the amendment). The amendment on May 9, 2014 made certain technical amendments with respect to agreements relating to debt refinancing.

We act as a guarantor with respect to the obligations of our 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.

Borrowings under the Revolving Credit Facility of the Amended Credit Agreement 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 our ratio of Consolidated Total Debt to Consolidated EBITDA, as defined in the Revolving Credit Facility. As of December 27, 2014, the interest rate for the Revolving Credit Facility was approximately 2.5%. The interest rate and the applicable margin will be reset at the end of each calendar quarter.

In connection with the Amended Credit Agreement, our Operating Partnership entered into an interest rate swap agreement with a notional amount of \$100.0 million, an effective date of June 25, 2013 and a maturity date of January 5, 2017. Under this 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, and the issuing lender will pay our 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.

As of December 27, 2014, our Operating Partnership had standby letters of credit issued under the Revolving Credit Facility in the aggregate amount of \$53.2 million which expire periodically through January 28, 2016. Therefore, as of December 27, 2014, after giving effect to \$100.0 million in outstanding borrowings, we had available borrowing

capacity of \$246.8 million under the Revolving Credit Facility.

The Amended Credit Agreement and the 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. Under the Amended Credit Agreement and the indentures governing the Senior Notes, the Operating Partnership and the

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Partnership 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 with respect to the indentures governing the Senior Notes, our consolidated fixed charge coverage ratio, as defined, is greater than 1.75 to 1. We and our Operating Partnership were in compliance with all covenants and terms of the Senior Notes and the Amended Credit Agreement as of December 27, 2014.

The aggregate amounts of long-term debt maturities subsequent to December 27, 2014 are as follows: fiscal 2015 through fiscal 2016: \$-0-; fiscal 2017: \$100.0 million; fiscal 2018: \$-0-; fiscal 2019: \$-0-; and thereafter: \$1,121.2 million.

### ***Partnership Distributions***

We are required to make distributions in an amount equal to all of our Available Cash, as defined in our 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 January 22, 2015, we announced a quarterly distribution of \$0.8750 per Common Unit, or \$3.50 on an annualized basis, in respect of the first quarter of fiscal 2015 payable on February 10, 2015 to holders of record on February 3, 2015.

### ***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 December 27, 2014, we had a liability for the defined benefit pension plan and accrued retiree health and life benefits of \$32.1 million and \$19.9 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 December 27, 2014, we had accrued insurance liabilities of \$62.5 million, and an insurance recovery asset of \$18.4 million related to the amount of the liability expected to be covered by insurance.

### ***Legal Matters***

Our operations are subject to 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 as a result of these operating hazards and risks, and as a result of other aspects of our business. Although any litigation is inherently uncertain, based on past experience, the information currently available to us, and the amount of our accrued insurance liabilities, we do not believe that currently pending or threatened litigation matters, or known claims or known contingent claims, will have a material adverse effect on our results of operations, financial

condition or cash flow.

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**Table of Contents*****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 2021. 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 \$13.7 million as of December 27, 2014. The fair value of residual value guarantees for outstanding operating leases was de minimis as of December 27, 2014.

**Recently Issued Accounting Pronouncements.**

In May 2014, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) 2014-09 Revenue from Contracts with Customers ( ASU 2014-09 ). This update provides a principles-based approach to revenue recognition, requiring revenue recognition to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The ASU provides a five-step model to be applied to all contracts with customers. The five steps are to identify the contract(s) with the customer, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to the performance obligations in the contract and recognize revenue when each performance obligation is satisfied. The revenue standard is effective for the first interim period within annual reporting periods beginning after December 15, 2016, which will be our first quarter of fiscal year 2018. ASU 2014-09 can be applied either retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially applying the update recognized at the date of the initial application along with additional disclosures. We do not expect the adoption of ASU 2014-09 will have a material impact on our results of operations, financial position or cash flows.

**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 help 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 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.



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Under our hedging and risk management strategies, we enter into a combination of exchange-traded futures and options contracts and, in certain instances, over-the-counter options and swap contracts (collectively, derivative instruments ) to manage the price risk associated with physical product and with future purchases of the commodities used in our operations, principally propane and fuel oil, as well as to help ensure the availability of product during periods of high demand. In addition, the Partnership sells propane and fuel oil to customers at fixed prices, and enters into derivative instruments to hedge a portion of its exposure to fluctuations in commodity prices as a result of selling the fixed price contracts. We do not use derivative instruments for speculative or trading purposes. Futures and swap 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 market 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, or delivered to customers as it pertains to fixed price contracts.

Futures are traded with brokers of the NYMEX and require daily cash settlements in margin accounts. Forward contracts are generally settled at the expiration of the contract term by physical delivery, and swap and options contracts are generally settled at expiration through a net settlement mechanism. Market risks associated with our derivative instruments 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 options 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, swap and options 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.

**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 consolidated 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 December 27, 2014, the fair value of the interest rate swaps was a net liability of \$1.4 million, which is included within other current liabilities and other liabilities, as applicable, with a corresponding unrealized loss reflected in accumulated 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 derivative instruments 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

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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 immediately recognized in earnings. 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 in earnings 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 December 27, 2014.
- 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 open derivative instruments as of December 27, 2014 indicates a decrease in potential future net gains of \$1.8 million. See also Item 7A of our Annual Report on Form 10-K for the fiscal year ended September 27, 2014. 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.

## **ITEM 4. CONTROLS AND PROCEDURES**

### **Evaluation of Disclosure Controls and Procedures**

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, as amended (the Exchange Act )) that are designed to provide reasonable assurance that information required to be disclosed in the Partnership's filings and submissions under the Exchange Act 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 December 27, 2014. Based on this evaluation, the Partnership's principal executive officer and principal financial officer have concluded that as of December 27, 2014, such disclosure controls and procedures were effective to provide the reasonable assurance described above.

### **Changes in Internal Control Over Financial Reporting**

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 Exchange Act) during the quarter ended December 27, 2014 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 27, 2014.

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

None.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**ITEM 5. OTHER INFORMATION**

None.

**Table of Contents****ITEM 6. EXHIBITS**

## (a) Exhibits

**INDEX TO EXHIBITS**

The exhibits listed on this Exhibit Index are filed as part of this Quarterly Report. Exhibits required to be filed by Item 601 of Regulation S-K, which are not listed below, are not applicable.

Exhibit Number	Description
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 and Chief Accounting 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 and Chief Accounting 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
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.

February 5, 2015  
Date

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

February 5, 2015  
Date

By: /s/ DANIEL S. BLOOMSTEIN  
Daniel S. Bloomstein  
Controller