

NGL Energy Partners LP
Form 10-Q
February 14, 2012
[Table of Contents](#)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

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

For the quarterly period ended December 31, 2011

or

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

For the transition period from to

Commission File Number: 001-35172

NGL Energy Partners LP

(Exact Name of Registrant as Specified in Its Charter)

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Delaware
(State or Other Jurisdiction of Incorporation or
Organization)

27-3427920
(I.R.S. Employer Identification No.)

6120 South Yale Avenue
Suite 805
Tulsa, Oklahoma
(Address of Principal Executive Offices)

74136
(Zip code)

(918) 481-1119

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer o

Accelerated filer o

Non-accelerated filer x

Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

As of February 10, 2012, there were 23,296,253 common units and 5,919,346 subordinated units issued and outstanding.

Table of Contents

TABLE OF CONTENTS

	Page
<u>PART I</u>	
<u>Item 1.</u>	<u>Financial Statements (unaudited)</u>
	<u>Condensed Consolidated Balance Sheets as of December 31, 2011 and March 31, 2011</u> 1
	<u>Condensed Consolidated Statements of Operations for the three months and nine months ended December 31, 2011 and 2010</u> 2
	<u>Condensed Consolidated Statements of Comprehensive Income (Loss) for the three months and nine months ended December 31, 2011 and 2010</u> 3
	<u>Condensed Consolidated Statement of Partners' Equity for the nine months ended December 31, 2011</u> 4
	<u>Condensed Consolidated Statements of Cash Flows for the nine months ended December 31, 2011 and 2010</u> 5
	<u>Notes to Condensed Consolidated Financial Statements</u> 6
<u>Item 2.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u> 33
<u>Item 3.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u> 68
<u>Item 4.</u>	<u>Controls and Procedures</u> 69
<u>PART II</u>	
<u>Item 1.</u>	<u>Legal Proceedings</u> 71
<u>Item 1A.</u>	<u>Risk Factors</u> 71
<u>Item 2.</u>	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u> 71
<u>Item 3.</u>	<u>Defaults Upon Senior Securities</u> 71
<u>Item 4.</u>	<u>[Removed and Reserved]</u> 71
<u>Item 5.</u>	<u>Other Information</u> 71
<u>Item 6.</u>	<u>Exhibits</u> 71
<u>Signatures</u>	
<u>Exhibit Index</u>	

Table of Contents

Forward-Looking Statements

This quarterly report on Form 10-Q contains various forward-looking statements and information that are based on our beliefs and those of our general partner, as well as assumptions made by and information currently available to us. These forward-looking statements are identified as any statement that does not relate strictly to historical or current facts. When used in this quarterly report, words such as anticipate, project, expect, plan, goal, forecast, estimate, intend, could, believe, may, will and similar expressions and statements regarding our operations for future operations, are intended to identify forward-looking statements. Although we and our general partner believe that the expectations on which such forward-looking statements are based are reasonable, neither we nor our general partner can give assurances that such expectations will prove to be correct. Forward-looking statements are subject to a variety of risks, uncertainties and assumptions. If one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect, our actual results may vary materially from those anticipated, estimated, projected or expected. Among the key risk factors that may have a direct bearing on our results of operations and financial condition are:

- the prices and market demand for propane and other natural gas liquids;
- energy prices generally;
- the price of propane compared to the price of alternative and competing fuels;
- the general level of petroleum product demand and the availability of propane and other natural gas liquids supplies;
- the level of domestic oil, propane and other natural gas liquids, and natural gas production;
- the availability of imported oil and natural gas;
- the ability to obtain adequate supplies of propane for retail sale in the event of an interruption in supply or transportation and the availability of capacity to transport propane to market areas;
- actions taken by foreign oil and gas producing nations;

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- the political and economic stability of petroleum producing nations;
- the effect of weather conditions on demand for oil, natural gas, propane, and other natural gas liquids;
- availability of local, intrastate and interstate transportation infrastructure;
- availability and marketing of competitive fuels;
- the impact of energy conservation efforts;
- energy efficiencies and technological trends;

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Table of Contents

- governmental regulation and taxation;
- hazards or operating risks incidental to the transporting and distributing of propane and other natural gas liquids that may not be fully covered by insurance;
- the maturity of the propane industry and competition from other propane distributors;
- loss of key personnel;
- the fees we charge and the margins we realize for our terminal services;
- the nonpayment or nonperformance by our customers;
- the availability and cost of capital and our ability to access certain capital sources;
- a deterioration of the credit and capital markets;
- the ability to successfully identify and consummate strategic acquisitions at purchase prices that are accretive to our financial results and to successfully integrate acquired assets and businesses;
- changes in laws and regulations to which we are subject, including tax, environmental, transportation and employment regulations or new interpretations by regulatory agencies concerning such laws and regulations; and
- the costs and effects of legal and administrative proceedings.

You should not put undue reliance on any forward-looking statements. All forward-looking statements speak only as of the date of this quarterly report. Except as required by state and federal securities laws, we undertake no obligation to publicly update or revise any forward-looking

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statements as a result of new information, future events, or otherwise. When considering forward-looking statements, please review the risks described under Item 1A Risk Factors of this quarterly report and Item 1A Risk Factors in our annual report on Form 10-K for the fiscal year ended March 31, 2011.

Table of Contents**PART I****Item 1. Financial Statements (Unaudited)**

NGL ENERGY PARTNERS LP
Unaudited Condensed Consolidated Balance Sheets
As of December 31, 2011 and March 31, 2011
(U.S. Dollars in Thousands)

	December 31, 2011	March 31, 2011 (Note 3)
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 10,368	\$ 16,337
Accounts receivable - trade, net of allowance for doubtful accounts of \$508 and \$161, respectively	115,202	44,346
Accounts receivable - affiliates	2,770	
Inventories	184,698	12,697
Product exchanges	3,793	427
Derivative financial instruments	4,424	783
Assets held for sale	3,500	
Prepaid expenses and other current assets	7,389	2,900
Total current assets	332,144	77,490
PROPERTY, PLANT AND EQUIPMENT, net of accumulated depreciation of \$9,155 and \$2,871, respectively	227,893	66,020
GOODWILL	92,930	8,568
INTANGIBLE ASSETS, net of accumulated amortization of \$5,035 and \$1,558, respectively	99,264	11,755
OTHER ASSETS	2,974	
Total assets	\$ 755,205	\$ 163,833
LIABILITIES AND PARTNERS EQUITY		
CURRENT LIABILITIES:		
Trade accounts payable	\$ 107,933	\$ 37,244
Accrued expenses and other payables	9,698	3,711
Product exchanges	19,524	1,045
Advance payments received from customers	29,082	7,714
Payable to related parties	9,868	
Current maturities of long-term debt	92,968	830
Total current liabilities	269,073	50,544
LONG-TERM DEBT, net of current maturities	117,590	65,541
OTHER NON-CURRENT LIABILITIES	222	395

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COMMITMENTS AND CONTINGENCIES

PARTNERS EQUITY, per accompanying statement:

General Partner	0.1% interest; 27,743 and 10,945 notional units outstanding, respectively	409		72
Limited Partners	99.9% interest			
Common units	21,796,253 and 10,933,568 units outstanding, respectively (Note 10)	349,112		47,225
Subordinated units	5,919,346 and no units outstanding, respectively	18,781		
Accumulated other comprehensive income				
Foreign currency translation		18		56
Total partners equity		368,320		47,353
Total liabilities and partners equity		\$ 755,205	\$	163,833

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

Table of Contents**NGL ENERGY PARTNERS LP****AND NGL SUPPLY, INC.****Unaudited Condensed Consolidated Statements of Operations****Three Months and Nine Months Ended December 31, 2011 and 2010****(U.S. Dollars in Thousands, except per unit and per share amounts)**

	NGL Energy Partners LP		NGL Energy Partners LP		NGL Supply, Inc.
	Three Months		Nine Months Ended December 31, 2011		and 2010
	Ended		Three Months		Six Months
	December 31,		Ended		Ended
	2011	2010	2011	December 31,	September 30,
				2010	2010
REVENUES:					
Retail propane	\$ 62,701	\$ 31,662	\$ 94,787	\$ 31,662	\$ 6,868
Wholesale supply and marketing	405,626	278,263	773,253	278,263	309,029
Midstream	2,322	1,212	3,504	1,212	1,046
Total Revenues	470,649	311,137	871,544	311,137	316,943
COST OF SALES:					
Retail propane	40,502	20,697	61,825	20,697	4,749
Wholesale supply and marketing	399,131	270,623	765,044	270,623	305,965
Midstream	157	153	356	153	194
Total Cost of Sales	439,790	291,473	827,225	291,473	310,908
Gross Margin	30,859	19,664	44,319	19,664	6,035
OPERATING COSTS AND EXPENSES:					
Operating	12,653	8,330	27,045	8,330	5,231
General and administrative	4,163	2,417	10,363	2,417	3,210
Depreciation and amortization	5,402	1,696	8,480	1,696	1,389
Operating Income (Loss)	8,641	7,221	(1,569)	7,221	(3,795)
OTHER INCOME (EXPENSE):					
Interest income	197	93	422	93	66
Interest expense	(2,676)	(1,314)	(4,989)	(1,314)	(372)
Other, net	86	56	215	56	124
Income (Loss) Before Income Taxes	6,248	6,056	(5,921)	6,056	(3,977)
INCOME TAX (PROVISION) BENEFIT					
	(158)		(158)		1,417
Net Income (Loss)	6,090	6,056	(6,079)	6,056	(2,560)
Net Income (Loss) Allocated to General Partner					
	6	6	(6)	6	
Net Loss Attributable to Noncontrolling Interest					
					45

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Net Income (Loss) Allocable to Limited Partners or Attributable to Parent Equity	\$	6,084	\$	6,050	\$	(6,073)	\$	6,050	\$	(2,515)
Basic and Diluted Earnings (Loss) Per Common Unit or Share	\$	0.24	\$	0.55	\$	(0.41)	\$	0.55	\$	(128.46)
Basic and Diluted Earnings (Loss) per Subordinated Unit	\$	0.28	\$		\$	(0.20)	\$			
Basic and Diluted Weighted average units outstanding:										
Common		18,699,590		10,933,568		12,491,836		10,933,568		
Subordinated		5,919,346				4,929,201				
Weighted average common shares outstanding:										
Basic										19,711
Diluted										19,711

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

Table of Contents

NGL ENERGY PARTNERS LP

AND NGL SUPPLY, INC.

Unaudited Condensed Consolidated Statements of Comprehensive Income (Loss)

Three Months and Nine Months Ended December 31, 2011 and 2010

(U.S. Dollars in Thousands)

	NGL Energy Partners LP		NGL Energy Partners LP		NGL Supply, Inc.	
	Three Months Ended December 31,		Nine Months Ended December 31, 2011 and 2010		Six Months Ended September 30, 2010	
	2011	2010	2011	2010	2010	2010
Net income (loss)	\$ 6,090	\$ 6,056	\$ (6,079)	\$ 6,056	\$ (2,560)	
Other comprehensive income (loss), net of tax:						
Change in foreign currency translation adjustment	18	32	(38)	32	(15)	
Comprehensive income (loss)	\$ 6,108	\$ 6,088	\$ (6,117)	\$ 6,088	\$ (2,575)	

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

Table of Contents**NGL ENERGY PARTNERS LP****Unaudited Condensed Consolidated Statement of Changes in Partners Equity****Nine Months Ended December 31, 2011****(U.S. Dollars in Thousands)**

	General Partner	Common Units	Limited Partners Amount	Subordinated Units	Limited Partners Amount	Accumulated Other Comprehensive Income	Total Partners Equity
BALANCES, March 31, 2011	\$ 72	10,933,568	\$ 47,225		\$	\$ 56	\$ 47,353
Distribution to partners (\$0.35 per unit)	(4)		(3,846)				(3,850)
Conversion of common units to subordinated units		(5,919,346)	(23,485)	5,919,346	23,485		
Sale of units in public offering, net		4,025,000	75,227				75,227
Repurchase of common units		(175,000)	(3,418)				(3,418)
Units issued in business combinations, net of issuance costs (Note 3)		12,932,031	266,235				266,235
General partner contribution	355						355
Net loss	(6)		(4,355)		(1,718)		(6,079)
Distribution to partners (\$0.1669 per unit)	(3)		(1,479)		(988)		(2,470)
Distribution to partners (\$0.3375 per unit)	(5)		(2,992)		(1,998)		(4,995)
Foreign currency translation adjustment						(38)	(38)
BALANCES, December 31, 2011	\$ 409	21,796,253	\$ 349,112	5,919,346	\$ 18,781	\$ 18	\$ 368,320

The accompanying notes are an integral part of this condensed consolidated financial statement.

Table of Contents**NGL ENERGY PARTNERS LP****AND NGL SUPPLY, INC.****Unaudited Condensed Consolidated Statements of Cash Flows****Nine Months Ended December 31, 2011 and 2010****(U.S. Dollars in Thousands)**

	NGL Energy Partners LP		NGL Supply, Inc.
	Nine Months Ended December 31, 2011	Nine Months Ended Three Months Ended December 31, 2010	Nine Months Ended Six Months Ended September 30, 2010
OPERATING ACTIVITIES:			
Net income (loss)	\$ (6,079)	\$ 6,056	\$ (2,560)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation and amortization	10,026	2,120	1,825
Deferred income tax benefit			(1,417)
Bad debt provision	405	17	3
Commodity derivative gain	(2,179)	(528)	(226)
Gain on sale of assets	(84)		(124)
Other	43		8
Changes in operating assets and liabilities, net of acquisitions			
Accounts receivable	(66,459)	(36,006)	203
Inventories	(64,458)	16,853	(59,598)
Product exchanges, net	15,873	(9,290)	18,688
Prepaid expenses and other current assets	5,487	1,828	(1,023)
Accounts payable	68,583	33,346	(3,741)
Accrued expenses and other payables	514	(256)	(2,699)
Payable to affiliates	5,738		
Advance payments received from customers	18,926	(13,997)	19,912
Net cash provided by (used in) operating activities	(13,664)	143	(30,749)
INVESTING ACTIVITIES:			
Purchases of long-lived assets	(4,131)	(671)	(280)
Cash paid for acquisitions of businesses	(192,588)	(17,128)	(123)
Cash flows from commodity derivatives	2,097	559	426
Proceeds from sales of assets	309		185
Collection of long-term receivables	138		125
Net cash provided by (used in) investing activities	(194,175)	(17,240)	333
FINANCING ACTIVITIES:			
Formation transaction contributions		11,040	
Proceeds from sale of common units, net of offering costs	74,805	(1,533)	
Repurchase of common units	(3,418)		
Proceeds from borrowings under revolving credit facility	350,500	87,354	34,490
Payments on revolving credit facility	(205,500)	(34,489)	(13,590)
Payments on other long-term debt	(1,158)	(615)	(722)
Debt issuance costs	(2,044)	(4,302)	
Distributions to partners	(11,315)		

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Exercise of stock options of NGL Supply		1,430		
Preferred stock redemption				(3,000)
Common stock dividends of NGL Supply		(40,000)		(7,000)
Preferred stock dividends				(17)
Net cash provided by financing activities	201,870		18,885	10,161
Net increase (decrease) in cash and cash equivalents	(5,969)		1,788	(20,255)
Cash and cash equivalents, beginning of period	16,337		3,983	24,238
Cash and cash equivalents, end of period	\$ 10,368	\$	5,771	\$ 3,983

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

Table of Contents

NGL ENERGY PARTNERS LP

AND NGL SUPPLY, INC.

Notes to Unaudited Condensed Consolidated Financial Statements

As of December 31, 2011 and March 31, 2011 and for the

Three Months and the Nine Months Ended December 31, 2011 and 2010

Note 1 - Organization and Operations

NGL Energy Partners LP (we or the Partnership) is a Delaware limited partnership formed in September 2010 to own and, through its subsidiaries, operate retail and wholesale propane and other natural gas liquids businesses that historically were owned and operated by NGL Supply, Inc. (NGL Supply), Hicks Oils and Hicksgas, Incorporated (HOH) and Hicksgas Gifford, Inc. (Gifford). We refer to HOH and Gifford collectively as Hicksgas. We had no operations prior to September 30, 2010.

NGL Supply was determined to be the acquirer in our formation transactions effected in October 2010. NGL Supply was organized on July 1, 1985 as a successor to a company founded in 1967, and was a diversified, vertically integrated provider of propane services including retail propane distribution; wholesale supply and marketing of propane and other natural gas liquids; and midstream operations consisting of propane terminal operations and services. As discussed in Note 3, in October 2010, we acquired the retail propane businesses of Hicksgas located in Indiana and Illinois. In October 2011, we acquired the retail propane businesses of the Osterman Associated Companies (see Note 3) located in the northeastern United States. We have acquired additional retail propane operations subsequent to December 31, 2011 (see Note 14).

Our retail propane segment sells propane and propane-related products and services to residential, commercial and agricultural customers in Massachusetts, Connecticut, Maine, New Hampshire, New York, Rhode Island, Vermont, Indiana, Illinois, Kansas, and Georgia (see Note 14).

We expanded our wholesale supply and marketing and our midstream segments in the November 2011 acquisition of SemStream (see Note 3). Our wholesale supply and marketing segment provides propane and other natural gas liquids to customers at open-access terminals throughout the common carrier pipeline systems in the Mid-Continent, Midwest, West Coast, Gulf Coast and Northeast regions of the United States. Our wholesale supply and marketing services include shipping and maintaining storage on these pipeline systems and supplying customers through terminals; refineries; owned, third-party and leased tank cars; and truck terminals. Our wholesale customers include various refineries, multistate marketers ranging in size from national and regional distribution companies to medium and small independent propane companies located throughout the country.

Our midstream segment provides terminal service for propane and other natural gas liquids to customers through our fifteen proprietary terminals located in Illinois; Missouri; Arizona; Arkansas; Indiana; Minnesota; Montana; Washington; Wisconsin; and St. Catharines, Ontario, Canada.

Note 2 - Significant Accounting Policies

Basis of Presentation

The condensed consolidated financial statements as of and for the three months and nine months ended December 31, 2011 and the three months ended December 31, 2010 include our accounts and all of our direct and indirect subsidiaries. All significant intercompany transactions

Table of Contents

NGL ENERGY PARTNERS LP

AND NGL SUPPLY, INC.

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

As of December 31, 2011 and March 31, 2011 and for the

Three Months and the Nine Months Ended December 31, 2011 and 2010

and account balances have been eliminated in consolidation. The condensed consolidated financial statements for the six months ended September 30, 2010 represent the financial statements of NGL Supply.

The accompanying condensed consolidated financial statements are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim consolidated financial information and in accordance with the rules and regulations of the Securities and Exchange Commission (SEC). The condensed consolidated financial statements include all adjustments that we consider necessary for a fair statement of the financial position and results of operations for the interim periods presented. Such adjustments consist only of normal recurring items, unless otherwise disclosed herein. Accordingly, the condensed consolidated financial statements do not include all the information and footnotes required by GAAP for complete annual consolidated financial statements. However, we believe that the disclosures made are adequate to make the information not misleading. These interim unaudited condensed consolidated financial statements should be read in conjunction with our audited consolidated financial statements for the fiscal year ended March 31, 2011, included in our Annual Report on Form 10-K. Due to the seasonal nature of our operations, the results of operations for interim periods are not necessarily indicative of the results to be expected for a full year.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires us to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

Significant Accounting Policies

Our significant accounting policies are consistent with those disclosed in Note 2 of the Notes to Consolidated Financial Statements in our audited consolidated financial statements for the year ended March 31, 2011 included in our Annual Report on Form 10-K.

Business Combinations

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We account 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. Goodwill primarily represents the value of synergies between the acquired entities and the Partnership and the acquired assembled workforce. Identifiable intangible assets with finite lives are amortized over their useful lives. We include the results of operations of acquired businesses from the acquisition date. We expense all other acquisition-related costs as incurred.

Table of Contents

NGL ENERGY PARTNERS LP

AND NGL SUPPLY, INC.

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

As of December 31, 2011 and March 31, 2011 and for the

Three Months and the Nine Months Ended December 31, 2011 and 2010

Revenue Recognition

Our revenue is primarily generated by the sale of propane and other natural gas liquids and propane-related parts, fittings and appliances in the United States and by services and rentals provided by our retail propane, wholesale supply and marketing, and terminal operations in the United States and, to a lesser extent, Canada.

We accrue our revenues from propane and other natural gas liquids sales and propane-related sales at the time title to the product transfers to the purchaser, which typically occurs upon receipt of the product by the purchaser or installation of the appliance or rental equipment. We record our terminalling, storage and propane service revenues at the time the service is performed and tank and other rentals over the term of the lease. We record product purchases at the time title to the product transfers to us, which typically occurs upon receipt of the product. We present revenue-related taxes collected from customers and remitted to taxing authorities, principally sales and use taxes, on a net basis.

We consider two or more legally separate exchange transactions with the same counterparty, including buy/sell transactions, as a single arrangement on a combined basis. Our buy/sell transactions are netted against each other in the consolidated statements of operations with no effect on net income.

Fair Value Measurements

We apply fair value measurements to certain assets and liabilities, principally our commodity and interest rate derivative instruments and assets and liabilities acquired in a business combination. GAAP defines fair value as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date. Fair value should be based upon assumptions that market participants would use when pricing an asset or liability, including assumptions about risk and risks inherent in valuation techniques and inputs to valuations. This includes not only the credit standing of counterparties and credit enhancements but also the impact of our own nonperformance risk on our liabilities. GAAP requires fair value measurements to assume that the transaction occurs in the principal market for the asset or liability or in the absence of a principal market, the most advantageous market for the asset or liability (the market for which the reporting entity would be able to maximize the amount received or minimize the amount paid). We evaluate the need for credit adjustments to our derivative instrument fair values in accordance with the requirements noted above.

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We use the following fair value hierarchy, which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels:

- Level 1 Quoted prices (unadjusted) in active markets for identical assets and liabilities that we have the ability to access at the measurement date. We did not have any fair value measurements categorized as Level 1 at December 31, 2011 or March 31, 2011.

Table of Contents

NGL ENERGY PARTNERS LP

AND NGL SUPPLY, INC.

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

As of December 31, 2011 and March 31, 2011 and for the

Three Months and the Nine Months Ended December 31, 2011 and 2010

- Level 2 Inputs other than quoted prices included within Level 1 that are either directly or indirectly observable for the asset or liability, including quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, and inputs that are derived from observable market data by correlation or other means. Instruments categorized in Level 2 include non-exchange traded derivatives such as over-the-counter commodity price swap and option contracts and interest rate protection agreements. All of our derivative financial instruments and our product exchange assets and liabilities were categorized as Level 2 at December 31, 2011 and March 31, 2011 (see Note 11). We determine the fair value of all our derivative financial instruments utilizing pricing models for significantly similar instruments. Inputs to the pricing models include publicly available prices and forward curves generated from a compilation of data gathered from third parties.

- Level 3 Unobservable inputs for the asset or liability including situations where there is little, if any, market activity for the asset or liability. We had no assets or liabilities measured using Level 3 measurements as of December 31, 2011 and March 31, 2011.

The fair value hierarchy gives the highest priority to quoted prices in active markets (Level 1) and the lowest priority to unobservable data (Level 3). In some cases, the inputs to measure fair value might fall into different levels of the fair value hierarchy. The lowest level input that is significant to a fair value measurement in its entirety determines the applicable level in the fair value hierarchy. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgment, considering factors specific to the asset or liability.

Supplemental Cash Flow Information

Supplemental cash flow information is as follows for the periods indicated (in thousands):

	Three Months Ended December 31,		Nine Months Ended December 31,		Six Months
	2011	2010	2011	Three Months Ended December 31, 2010	Ended September 30, 2010
SUPPLEMENTAL CASH FLOW DISCLOSURE:					
Units issued in acquisitions (non-cash)	\$ 266,655	\$ 22,326	\$ 266,655	\$ 22,326	\$

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Interest paid	\$	1,121	\$	1,159	\$	1,980	\$	1,159	\$	335
Income taxes paid	\$		\$		\$		\$		\$	220

Cash flows from commodity derivative instruments that are not accounted for as hedges are classified as cash flows from investing activities in the consolidated statements of cash flows.

Table of Contents**NGL ENERGY PARTNERS LP****AND NGL SUPPLY, INC.****Notes to Unaudited Condensed Consolidated Financial Statements - Continued****As of December 31, 2011 and March 31, 2011 and for the****Three Months and the Nine Months Ended December 31, 2011 and 2010***Account Details*

Inventories consist of the following (in thousands):

	December 31, 2011	March 31, 2011
Propane and other natural gas liquids	\$ 179,764	\$ 9,529
Other	4,934	3,168
	\$ 184,698	\$ 12,697

Recent Accounting Developments

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-04 Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in GAAP and IFRS. The amendments in ASU 2011-04 result in common fair value measurement and disclosure requirements in GAAP and International Financial Reporting Standards (IFRS). The new guidance applies to all reporting entities that are required or permitted to measure or disclose the fair value of an asset, liability or an instrument classified in shareholders' equity. Among other things, the new guidance requires quantitative information about unobservable inputs, valuation processes and sensitivity analysis associated with fair value measurements categorized within Level 3 of the fair value hierarchy. The new guidance is effective during interim and annual periods beginning after December 15, 2011 and is required to be applied on a prospective basis. We do not believe that the adoption of ASU 2011-04 will have a material impact on our results of operations or financial condition.

In September 2011, the FASB issued guidance on testing goodwill for impairment. The new guidance permits entities to first assess qualitative factors to determine whether it is more likely than not (more than 50 percent) that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test required by GAAP. Previous guidance required an entity to test goodwill for impairment at least annually by comparing the fair value of a reporting unit with its carrying amount, including goodwill. If the fair value of a reporting unit is less than the carrying amount, then the second step of the test must be performed to measure the amount of the impairment loss, if any. Under the new guidance, an entity is not required to calculate fair value of a reporting unit unless the entity determines that it is more likely than not that its fair value is less than its carrying amount. The new guidance does not change how goodwill is calculated or assigned to reporting units, nor does it revise the requirement to evaluate goodwill annually for impairment. The new guidance is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted. We plan to adopt the new guidance during our quarter ending March 31, 2012. We do not

believe the adoption of the new guidance will have a material impact on our financial condition or results of operations.

Table of Contents

NGL ENERGY PARTNERS LP

AND NGL SUPPLY, INC.

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

As of December 31, 2011 and March 31, 2011 and for the

Three Months and the Nine Months Ended December 31, 2011 and 2010

Note 3 Business Combinations

Fiscal 2012

Osterman

On August 15, 2011, we entered into a business combination agreement with E. Osterman Propane, Inc., its affiliated companies and members of the Osterman family (collectively, Osterman) for retail propane operations in the northeastern United States in order to expand our retail propane operations. We closed the combination on October 3, 2011 and funded the combination with cash of \$96 million and the issuance of 4 million common units. The agreement contemplates a working capital payment post closing for certain specified working capital items, currently estimated as a liability of approximately \$3.9 million. We have valued the 4 million limited partner common units at \$81.8 million based on the closing price of our common units on the closing date (\$20.47 per unit). The cash payments were funded with advances under our acquisition facility. We incurred and charged to general and administrative expense through December 31, 2011 approximately \$750,000 of costs related to the Osterman transaction. We also incurred costs related to the equity issuance of approximately \$122,000 which we charged to equity.

We have included the results of Osterman's operations in our consolidated financial statements beginning October 3, 2011. During the three months ended December 31, 2011, Osterman's operations resulted in revenues of approximately \$29.3 million and operating income of approximately \$2.4 million.

We have not completed the initial accounting for the business combination. We are in the process of identifying, and obtaining an independent appraisal of, the fair value of the assets acquired in the combination. The estimates of fair value reflected as of December 31, 2011 are subject to change and such changes could be material. Revisions to these estimates will be recorded retrospectively. We expect to complete this process prior to our year end of March 31, 2012. We have preliminarily estimated the fair value of the assets acquired and liabilities assumed as follows (in thousands):

Accounts receivable	\$	4,802
Propane and other inventory		3,981

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Other current assets	212
Property, plant and equipment:	
Land	4,500
Tanks and other retail propane equipment (20 years)	65,000
Vehicles (5 years)	20,000
Buildings (30 years)	6,500
Other equipment (5 years)	1,520
Amortizable intangible assets:	
Customer relationships (20 years)	68,479
Tradenames (indefinite life)	5,000
Goodwill	7,254
Assumed current liabilities	(5,431)
Consideration paid	\$ 181,817

Table of Contents

NGL ENERGY PARTNERS LP

AND NGL SUPPLY, INC.

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

As of December 31, 2011 and March 31, 2011 and for the

Three Months and the Nine Months Ended December 31, 2011 and 2010

SemStream

On August 31, 2011, we entered into a business combination agreement with SemStream L.P. (*SemStream*), which we closed on November 1, 2011. We entered into this business combination in order to expand our midstream and wholesale supply and marketing operations. SemStream contributed substantially all of its natural gas liquids business and assets to us in exchange for 8,932,031 of our limited partner common units and a cash payment of approximately \$93 million, which we funded with \$10 million from our acquisition facility and \$83 million from our working capital facility. We have valued the 8.9 million limited partner common units at approximately \$184.8 million, based on the closing price of our common units on the closing date (\$21.07) reduced by the expected present value of distributions for the units which are not eligible for full distributions until the quarter ending September 30, 2012 (see Note 10).

The agreement also contemplates a working capital payment post closing for certain specified working capital items, currently estimated as a receivable of \$2.2 million. In addition, in exchange for a cash contribution, SemStream acquired a 7.5% interest in our general partner. We incurred and charged to general and administrative expense through December 31, 2011 approximately \$603,000 of costs related to the SemStream transaction. We also incurred costs of approximately \$300,000 related to the equity issuance that we charged to equity.

The assets comprise 12 natural gas liquids terminals in Arizona, Arkansas, Indiana, Minnesota, Missouri, Montana, Washington and Wisconsin, 12 million gallons of above ground propane storage, 3.7 million barrels of underground leased storage for natural gas liquids and a rail fleet of approximately 350 leased and 12 owned cars and approximately \$104 million of natural gas liquids inventory.

Table of Contents**NGL ENERGY PARTNERS LP****AND NGL SUPPLY, INC.****Notes to Unaudited Condensed Consolidated Financial Statements - Continued****As of December 31, 2011 and March 31, 2011 and for the****Three Months and the Nine Months Ended December 31, 2011 and 2010**

We have included the results of SemStream's operations in our consolidated financial statements beginning November 1, 2011. The operations of SemStream are reflected in our wholesale supply and marketing and midstream segments. Subsequent to the combination with SemStream, we combined the marketing operations with our pre-existing marketing operations. As a result, we are unable to determine the specific amount of revenues and operating income of the wholesale supply and marketing segment that resulted from the SemStream combination for the three months ended December 31, 2011. The midstream operations of SemStream resulted in revenues of approximately \$1 million and an operating loss of approximately \$0.2 million during the three months ended December 31, 2011.

We have not completed the initial accounting for the business combination. We are beginning the process of identifying, and obtaining an independent appraisal of, the fair value of the assets acquired in the business combination. The estimates of fair value reflected as of December 31, 2011 are subject to change and such changes could be material. Revisions to these estimates will be recorded retrospectively. We expect to complete this process prior to our year end of March 31, 2012. We have preliminarily estimated the fair value of the assets acquired and liabilities assumed as follows (in thousands):

Accounts receivable	\$	2,222
Propane and other natural gas liquids inventory		104,226
Derivative financial instruments		3,578
Assets held for sale		3,500
Prepays and other current assets		9,736
Property, plant and equipment:		
Land		3,267
Tanks and terminals (30 years)		57,478
Vehicles and rail cars (3-10 years)		562
Buildings (10 years)		59
Other (5 - 10 years)		3,507
Investment in capital lease		3,112
Amortizable intangible assets:		
Customer relationships (10 years)		14,784
Goodwill		76,558
Assumed current liabilities		(4,760)
Consideration paid	\$	277,829

Pro Forma Results of Operations

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The operations of Osterman and SemStream have been included in our statements of operations since the closing dates. The following unaudited pro forma consolidated results of operations for the periods ended December 31, 2011 and 2010 are presented as if the combinations of Osterman, SemStream and Hicksgas (discussed below) had been made, and our initial public offering, unit split and unit conversion (see Note 10) had been completed, on April 1, 2010 (in thousands, except per unit data).

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2011	2010	2011	2010
Revenues	\$ 569,445	\$ 676,219	\$ 1,312,266	\$ 1,352,986
Net income (loss)	7,551	12,951	(22,125)	(17,890)
Limited partners interest in net income (loss)	7,544	12,938	(22,103)	(17,872)
Basic and diluted earnings per Common Unit	0.27	0.47	(0.80)	(0.64)
Basic and diluted earnings per Subordinated Unit	0.27	0.47	(0.80)	(0.64)

The pro forma consolidated results of operations include adjustments to give effect to depreciation on the step-up of property, plant and equipment, amortization of intangible assets, use

Table of Contents

NGL ENERGY PARTNERS LP

AND NGL SUPPLY, INC.

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

As of December 31, 2011 and March 31, 2011 and for the

Three Months and the Nine Months Ended December 31, 2011 and 2010

of the proceeds from our initial public offering to pay debt issued to finance the Hicksgas acquisition and certain other adjustments. The pro forma information is not necessarily indicative of the results of operations that would have occurred had the transactions been made at the beginning of the period presented or the future results of the combined operations.

The earnings per unit are computed as if the outstanding units as of December 31, 2011 had been outstanding for the period since April 1, 2010, and as if distributions were paid on all outstanding units.

Other

During the nine months ended December 31, 2011, we closed the following additional acquisitions:

- retail propane operations in Kansas for a total cash payment of \$2.1 million;
- retail operations in Illinois for a total cash payment of approximately \$1.3 million.

These operations have been included in our results of operations since the acquisition date, and have not been significant. The pro forma impact of these acquisitions is not significant.

During the nine months ended December 31, 2011, we incurred and charged to general and administrative expenses approximately \$434,000 of other acquisition-related costs related to these acquisitions and those discussed in Note 14.

Table of Contents**NGL ENERGY PARTNERS LP****AND NGL SUPPLY, INC.****Notes to Unaudited Condensed Consolidated Financial Statements - Continued****As of December 31, 2011 and March 31, 2011 and for the****Three Months and the Nine Months Ended December 31, 2011 and 2010*****Fiscal 2011***

As discussed in Note 1, we purchased the retail propane operations of Hicksgas in October 2010 as part of our formation transactions. The following table presents the final allocation of the acquisition cost to the assets acquired and liabilities assumed, based on their fair values, in the acquisition of the retail propane businesses of Hicksgas described above (in thousands):

	Final Allocation	Estimated Allocation as of March 31, 2011	Revision
Accounts receivable	\$ 5,669	\$ 6,156	\$ (487)
Inventory	6,182	6,229	(47)
Prepaid expenses and other current assets	2,600	2,604	(4)
	14,451	14,989	(538)
Property, plant, and equipment:			
Land	2,666		2,666
Tanks and other retail propane equipment (15 year life)	23,016	22,213	803
Vehicles (5 year life)	6,599	6,173	426
Buildings (30 year life)	7,053	6,241	812
Office equipment (5 year life)	523	1,264	(741)
Amortizable intangible assets:			
Customer relationships (15 year life)	2,170	3,278	(1,108)
Non-compete agreements (5 year life)	550	868	(318)
Tradenames (indefinite-life intangible asset)	830		830
Goodwill (Retail propane segment)	3,716	7,756	(4,040)
Total assets acquired	61,574	62,782	(1,208)
Accounts payable	1,837	2,777	(940)
Customer advances and deposits	12,089	12,063	26
Accrued and other current liabilities	2,152	2,203	(51)
	16,078	17,043	(965)
Long-term debt	5,768	5,768	
Other long-term liabilities	274	517	(243)
Total liabilities assumed	22,120	23,328	(1,208)
Net assets acquired	\$ 39,454	\$ 39,454	\$

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The Hicksgas acquisition accounting was based on the estimated fair value of the assets acquired and liabilities assumed, based primarily on an independent appraisal completed in July 2011. The revisions indicated above were recorded during the three months ended June 30, 2011, on a retrospective basis as an adjustment to the March 31, 2011 carrying amounts. The impact of such revisions on net income for prior periods was not significant.

Goodwill was warranted because these acquisitions enhance our current retail propane operations. We expect all of the goodwill acquired to be deductible for income tax purposes (see

Table of Contents**NGL ENERGY PARTNERS LP****AND NGL SUPPLY, INC.****Notes to Unaudited Condensed Consolidated Financial Statements - Continued****As of December 31, 2011 and March 31, 2011 and for the****Three Months and the Nine Months Ended December 31, 2011 and 2010**

Note 8). We do not believe that the acquired finite-lived intangible assets will have any significant residual value at the end of their useful life.

The total acquisition cost was \$39.5 million, consisting of cash of approximately \$17.2 million and the issuance of 4,154,757 common units valued at approximately \$22.3 million. The units issued to the shareholders of HOH in the formation transaction were valued at \$5.37 per unit, the price paid for common units issued in our formation.

The operations of Hicksgas have been included in our statements of operations since they were acquired in October 2010. The pro forma impact of the Hicksgas combination for periods prior to the combination is included in the pro forma presentation above.

Note 4 Earnings per Common Unit or Common Share

Our earnings per common and subordinated unit or per share of common stock (EPU) for the periods indicated below were computed as follows:

	Three Months Ended December 31, 2011		Three Months Ended December 31, 2010		Nine Months Ended December 31, 2011		Nine Months Ended December 31, 2010		Six Months Ended September 30, 2010	
(dollars in thousands, except per unit or per share amounts)										
Earnings (Loss) per Limited Partner Unit or Common Stock:										
Net income (loss) or net income (loss) to the parent equity	\$	6,090	\$	6,056	\$	(6,079)	\$	6,056	\$	(2,515)
Income (loss) allocable to general partner		6		6		(6)		6		
Preferred stock dividends										(17)
Net income (loss) allocable to limited partners or common shareholders	\$	6,084	\$	6,050	\$	(6,073)	\$	6,050	\$	(2,532)
Allocation for EPU computation purposes - Common units or common stockholders	\$	4,412	\$	6,050	\$	(5,111)	\$	6,050	\$	(2,532)

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Subordinated units	\$	1,672	\$		\$	(962)	\$		\$	
Earnings (Loss) per common unit or common share - Basic and Diluted	\$	0.24	\$	0.55	\$	(0.41)	\$	0.55	\$	(128.46)
Weighted average common units or common shares outstanding - Basic and Diluted		18,699,590		10,933,568		12,491,836		10,933,568		19,711
Earnings (Loss) per subordinated unit - Basic and Diluted	\$	0.28	\$		\$	(0.20)	\$			
Weighted average subordinated units outstanding - Basic and Diluted		5,919,346				4,929,201				

Table of Contents**NGL ENERGY PARTNERS LP****AND NGL SUPPLY, INC.****Notes to Unaudited Condensed Consolidated Financial Statements - Continued****As of December 31, 2011 and March 31, 2011 and for the****Three Months and the Nine Months Ended December 31, 2011 and 2010**

We compute earnings per unit on the two class method under which the earnings are allocated to the common and subordinated units based on the amount to be distributed for the period. The remaining earnings are allocated to the common and subordinated units on a pro rata basis in accordance with the provisions of our Partnership agreement.

In the computation of diluted earnings per common share of NGL Supply for the six months ended September 30, 2010, the impact of the outstanding stock options prior to exercise (approximately 237 shares) has not been included because the effect would be anti-dilutive.

Note 5 - Property, Plant and Equipment

Our property, plant and equipment, net of depreciation, consists of the following as of the indicated dates:

Description and Useful Life	December 31,	March 31,
	2011	2011
	(in thousands)	
Terminal assets (30 years)	\$ 77,399	\$ 18,933
Retail propane equipment (5-15 years)	98,102	30,360
Vehicles and rail cars (3-10 years)	29,192	7,666
Information technology equipment (3 years)	1,249	678
Buildings (30 years)	14,190	7,053
Land (nondepreciable) and other (3-10 years)	16,916	4,201
	237,048	68,891
Less: Accumulated depreciation	9,155	2,871
Net property, plant and equipment	\$ 227,893	\$ 66,020

Depreciation expense was approximately \$3.9 million and \$1.4 million for the three months ended December 31, 2011 and 2010, respectively, and approximately \$6.5 million, \$1.4 million and \$1.0 million for the nine months ended December 31, 2011, the three months ended December 31, 2010 and the six months ended September 30, 2010, respectively.

Note 6 Goodwill and Intangible Assets

The changes in the balance of goodwill during the nine months ended December 31, 2011 were as follows (in thousands):

Balance, March 31, 2011, as retrospectively adjusted (see Note 3)	\$	8,568
Retail propane acquisitions		7,804
SemStream combination		
Wholesale supply and marketing segment		58,508
Midstream segment		18,050
Balance, December 31, 2011	\$	92,930

Table of Contents

NGL ENERGY PARTNERS LP

AND NGL SUPPLY, INC.

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

As of December 31, 2011 and March 31, 2011 and for the

Three Months and the Nine Months Ended December 31, 2011 and 2010

Goodwill by segment is as follows (in thousands):

	December 31, 2011	March 31, 2011
Retail propane	\$ 14,338	\$ 6,534
Wholesale supply and marketing	60,542	2,034
Midstream	18,050	
	\$ 92,930	\$ 8,568

Our intangible assets consist of the following as of the indicated dates:

Amortizable						
Supply and storage agreements	8 years	\$ 1,802	\$	1,001	\$	1,802
Customer lists	8-10 years	2,282	\$	387	\$	2,033
Customer relationships	15-20 years	85,463	\$	1,379	\$	2,170
Non-compete agreements	2-6 years	1,950	\$	757	\$	1,550
Debt issuance costs	5 years	6,972	\$	1,511	\$	4,928
Total amortizable		98,469	\$	5,035	\$	12,483
Non-Amortizable						
Trade names	Indefinite	5,830	\$	830	\$	830
Total		\$ 104,299	\$	5,035	\$	13,313

Expected amortization of our amortizable intangible assets is as follows (in thousands):

Year Ending March 31,	
2012 (three months)	\$ 2,202
2013	8,549
2014	7,506

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2015	7,496
2016	6,978
Thereafter	60,703
	\$ 93,434

Table of Contents**NGL ENERGY PARTNERS LP****AND NGL SUPPLY, INC.****Notes to Unaudited Condensed Consolidated Financial Statements - Continued****As of December 31, 2011 and March 31, 2011 and for the****Three Months and the Nine Months Ended December 31, 2011 and 2010**

Amortization expense was as follows (in thousands):

	Three Months Ended December 31,		Nine Months Ended December 31,		Nine Months Ended December 31, 2010	
	2011	2010	2011	2010	Three Months Ended December 31, 2010	Six Months Ended September 30, 2010
Recorded in						
Cost of sales	\$ 200	\$ 200	\$ 600	\$ 200	\$ 400	
Depreciation and amortization	1,482	295	1,931	295	392	
Interest expense	291	224	946	224	43	
	\$ 1,973	\$ 719	\$ 3,477	\$ 719	\$ 835	

Note 7 - Long-Term Debt

Our long-term debt consists of the following:

	December 31, 2011	March 31, 2011
	(in thousands)	
Revolving credit facility		
Acquisition loans	\$ 107,500	\$ 65,000
Working capital loans	102,500	
Other notes payable	558	1,371
	210,558	66,371
Less - current maturities	92,968	830
Long-term debt	\$ 117,590	\$ 65,541

Revolving Credit Facility

We and our subsidiaries have a \$330 million credit agreement (the Credit Agreement) with a group of banks, consisting of a \$130 million working capital facility and a \$200 million acquisition facility. Borrowings under the working capital facility are subject to a defined borrowing

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base. In addition, up to three times per year, we can elect to reallocate the lesser of up to \$75.0 million or the unused portion of our acquisition facility at the request date to our working capital facility. We have reallocated \$30.0 million to our working capital facility through December 31, 2011. Substantially all of our assets are pledged as collateral under the Credit Agreement.

Borrowings under the Credit Agreement bear interest at designated interest rates depending on the computed leverage ratio, which is the ratio of total indebtedness (as defined) at any determination date to consolidated EBITDA for the period of the four fiscal quarters most recently ended. Interest is payable quarterly. Interest rates vary at LIBOR plus 2.75% to 3.50% for any LIBOR borrowings, or the bank's prime rate plus 1.75% to 2.50% for any base rate borrowings, depending on the leverage ratio. We are also required to pay a 0.375% commitment fee on all

Table of Contents

NGL ENERGY PARTNERS LP

AND NGL SUPPLY, INC.

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

As of December 31, 2011 and March 31, 2011 and for the

Three Months and the Nine Months Ended December 31, 2011 and 2010

undrawn commitments when our leverage ratio is less than or equal to 3.0 to 1.0, otherwise the commitment fee is 0.50%.

At December 31, 2011, \$65.0 million of our borrowings on the working capital facility bore interest at a rate of 3.31% (under the LIBOR option) and \$37.5 million of our borrowings on the working capital facility bore interest at a rate of 5.25% (under the base rate option). At December 31, 2011, \$97.5 million of our borrowings on the acquisition facility bore interest at a rate of 3.56% (under the LIBOR option) and \$10.0 million of our borrowings bore interest at a rate of 5.25% (under the base rate option).

Our revolving credit facility further requires that our leverage ratio cannot exceed 4.25 to 1.0 at any quarter end. At December 31, 2011, our ratio of total funded debt to consolidated EBITDA was 2.52 to 1.

During the three months and nine months ended December 31, 2011, we had a maximum borrowing under our working capital facility of approximately \$151.5 million, and an average borrowing of \$105.5 million and \$44.6 million, respectively. The weighted average interest rate of our working capital borrowings during the three months and nine months ended December 31, 2011 was 5.2% and 5.5%, respectively.

As amended on January 13, 2012, the Credit Agreement has a final maturity on October 1, 2016, except for a \$30 million portion of the working capital facility that terminates on August 1, 2012. Once a year, we must prepay the outstanding working capital revolving loans and collateralize outstanding letters of credit in order to reduce the total working capital borrowings to less than \$10.0 million for 30 consecutive days. In May 2011, we repaid the \$65.0 million advances under our acquisition facility using the proceeds from our initial public offering (see Note 10). During the three months ended December 31, 2011, we borrowed approximately \$107.5 million against our acquisition facility and approximately \$52.5 million against our working capital facility (net of repayments), primarily to fund our business combinations with Osterman and SemStream and our annual inventory build. We had \$18.8 million of letters of credit outstanding at December 31, 2011.

Our revolving credit facility includes customary events of default. At December 31, 2011, we were in compliance with all debt covenants to our revolving credit facility. Our revolving credit facility also contains various covenants limiting our ability to (subject to certain exceptions), among other things:

- incur other indebtedness (other than permitted debt as defined in the credit facility);

- grant or incur liens on our property;
- create or incur any contingent obligations;
- make investments, loans and acquisitions;

Table of Contents

NGL ENERGY PARTNERS LP

AND NGL SUPPLY, INC.

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

As of December 31, 2011 and March 31, 2011 and for the

Three Months and the Nine Months Ended December 31, 2011 and 2010

- enter into a merger, consolidation or sale of assets;
- change the nature of the business or name or place of business of any of the Credit Parties without approval;
- pay dividends or make distributions if we are in default under the revolving credit facility or in excess of available cash;
and
- prepay, redeem, defease or otherwise acquire any permitted subordinated debt or make certain amendments to permitted subordinated debt.

Other Notes Payable

The other notes payable of approximately \$0.6 million, mature as follows (in thousands):

Year Ending March 31,		
2012 (three months)	\$	16
2013		452
2014		90
	\$	558

Note 8 - Income Taxes

We qualify as a partnership for income taxes. As such, we will not pay any U.S. Federal income tax. Rather, each owner will report their share of our income or loss on their individual tax returns. Accordingly, no income tax provision has been recorded for the three months and nine

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months ended December 31, 2011. The aggregate difference in the basis of our net assets for financial and tax reporting purposes cannot be readily determined as we do not have access to information regarding each partner's basis in the Partnership.

As a publicly-traded partnership, we are allowed to have non-qualifying income up to 10% of our gross income and not be subject to taxation as a corporation. We have a taxable corporate subsidiary which holds certain assets and operations that represent non-qualifying income for a partnership. As a result, our taxable subsidiary will be subject to income taxes related to the taxable income generated by its operations. During the three month and nine month period ended December 31, 2011, we have accrued an income tax provision of \$158,000 for such entity. The subsidiary's effective tax rate of approximately 38% differs from the statutory rate due to state income taxes.

NGL Supply's deferred tax benefit for the six month period ended September 30, 2010 was computed using the expected annual effective tax rate which differs from the statutory rate due to the effect of state income taxes.

Table of Contents

NGL ENERGY PARTNERS LP

AND NGL SUPPLY, INC.

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

As of December 31, 2011 and March 31, 2011 and for the

Three Months and the Nine Months Ended December 31, 2011 and 2010

Note 9 - Commitments and Contingencies

Litigation

We are involved in claims and legal actions arising in the ordinary course of business. We believe that the ultimate disposition of these matters will not have a material adverse effect on our financial position and results of operations.

Obligations Under Propane Asset Purchase and Sale Agreement

In connection with the purchase of certain propane assets from ConocoPhillips, NGL Supply executed the following agreements in November 2002:

Propane Business Operating & Maintenance Agreement. The Propane Business Operating & Maintenance Agreement specifies that ConocoPhillips will continue to operate the propane assets for us and provides for the payment for such services as well as the payment for the utilization of certain common facilities, as defined. The agreement has a primary term of ten years from November 7, 2002, and provides for an extension for a five-year period, to be continued on a year-by-year basis. We have the ability to terminate the agreement with written notice by August 1 of the calendar year preceding the year we would terminate the agreement.

We are obligated to pay a fixed monthly operating fee plus a utility service fee which varies based on usage and all direct costs incurred by ConocoPhillips related to the propane assets. The initial monthly operating fee was \$25,000, which consisted of a labor charge of \$15,000 plus a non-labor charge of \$10,000. During the ten-year primary term, the labor charge component increases at a rate of 2.5% per year, and during the five-year extension, the labor charge component is increased at an amount appropriate in the circumstances based on ConocoPhillips' actual labor and benefit costs. The non-labor component was fixed for a term of two years, but thereafter was to be adjusted for every two-year period based on ConocoPhillips' actual costs of operating our propane assets. The total operating fee charged to cost of sales on the consolidated statements of operations, including the charge for the utility service fee and propane asset direct charges, was as follows (in thousands):

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	2011		2010	
Three months ended December 31	\$	93	\$	89
Nine months ended December 31, 2011		270		
Nine months ended December 31, 2010				
Three months ended December 31, 2010				89
Six months ended September 30, 2010				175

Table of Contents

NGL ENERGY PARTNERS LP

AND NGL SUPPLY, INC.

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

As of December 31, 2011 and March 31, 2011 and for the

Three Months and the Nine Months Ended December 31, 2011 and 2010

The total minimum monthly fee as of December 31, 2011 is approximately \$30,000. During the remaining term of the primary ten-year period and the five-year extension, the estimated minimum annual commitments for the Propane Business Operating & Maintenance Agreement for the remainder of the year ending March 31, 2012 and the years ending March 31, 2013 through March 31, 2016 are as follows (in thousands):

Year Ending March 31,		
2012 (three months)	\$	93
2013		364
2014		370
2015		376
2016		382

Propane Supply Agreement. This agreement was executed in order to provide us with a constant supply of propane for our business. The agreement is for a primary term of ten years, and may be extended for an additional five-year period, then continuing on a year-by-year basis.

The agreement specifies that we may purchase a specified volume of propane per week from ConocoPhillips. The price we will pay is an average of the published daily propane spot price at Conway, Kansas plus a location differential equal to published pipeline tariffs and, for the ten-year primary period, less a specified discount which varies depending upon the location of purchase. The charge for such propane purchases is included in cost of sales on our consolidated statements of operations.

Storage Space Lease. NGL Supply executed a propane storage space lease with ConocoPhillips for storage at its Borger, Texas storage facility. The storage agreement provides for a volume of up to 850,000 barrels of propane at any one time, and expires on March 31, 2012.

The storage agreement requires a specified minimum storage payment which varies by year, plus additional charges to the extent we had more than the designated 850,000 barrels in storage at any time. The total lease charge recorded in cost of sales on our consolidated statements of operations was as follows (in thousands):

2011

2010

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Three months ended December 31	\$	108	\$	108
Nine months ended December 31, 2011		325		
Nine months ended December 31, 2010				
Three months ended December 31, 2010				108
Six months ended September 30, 2010				217

As of December 31, 2011, the monthly storage charge is approximately \$36,000. The estimated future annual storage charge will be approximately \$0.1 million during the remainder of the year ending March 31, 2012. We are presently negotiating an extension to this storage agreement; however, there is no guarantee any such extension will be executed or on the same terms.

Table of Contents

NGL ENERGY PARTNERS LP

AND NGL SUPPLY, INC.

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

As of December 31, 2011 and March 31, 2011 and for the

Three Months and the Nine Months Ended December 31, 2011 and 2010

Other Operating Leases

We have executed various noncancelable operating lease agreements for office space, underground propane storage, trucks, real estate, equipment, rail cars and bulk propane storage tanks. Rental expense relating to operating leases (excluding the Borger lease discussed above) was as follows (in thousands):

	2011		2010	
Three months ended December 31	\$	1,358	\$	702
Nine months ended December 31, 2011		2,918		
Nine months ended December 31, 2010				
Three months ended December 31, 2010				702
Six months ended September 30, 2010				1,325

Future minimum lease payments at December 31, 2011, are as follows (in thousands):

Year Ending March 31,	
2012 (three months)	\$ 1,688
2013	14,191
2014	14,122
2015	8,379
2016	8,340
	\$ 46,720

Sales and Purchase Contracts

We have entered into sales and purchase contracts for propane and other natural gas liquids to be delivered in future periods. These contracts require that the parties physically settle the transactions with natural gas liquid inventory. At December 31, 2011, we had fixed-price outstanding sales contracts of approximately \$187.2 million (approximately 123.8 million gallons) and fixed-price outstanding purchase contracts of approximately \$74.8 million (approximately 54.4 million gallons). These contracts have terms that expire at various dates through December 2012.

Agreements with Affiliates

In connection with the SemStream combination, we executed a transition services agreement with SemGroup Corporation (SemGroup) under which we pay approximately \$150,000 per month. The agreement is to expire on March 31, 2012 or at such time as agreed by both parties or upon our written request. During the three months ended December 31, 2011, we paid approximately \$299,000 under this agreement.

We lease certain office space from an affiliate for which we pay rent of approximately \$12,000 per month. During the three months ended December 31, 2011, we incurred total expenses

Table of Contents

NGL ENERGY PARTNERS LP

AND NGL SUPPLY, INC.

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

As of December 31, 2011 and March 31, 2011 and for the

Three Months and the Nine Months Ended December 31, 2011 and 2010

of approximately \$36,000. The future commitments of such lease arrangements are included in the lease payment detail above.

Employee Benefits

We maintain a 401(k) defined contribution plan for eligible employees under which eligible employees may contribute amounts up to the statutory limits and we provide matching contributions up to a stipulated percentage of the employee contributions. Contributions to the plan, if any, are at our discretion. Contributions to the plan totaled approximately \$0.3 million for the nine months ended December 31, 2011.

Note 10 Equity

The Partnership's equity consists of a 0.1% general partner equity and a 99.9% limited partner equity. Limited partner equity consists of common and subordinated units. The limited partner units share equally in the allocation of income or loss. The principal difference between common and subordinated units is that in any quarter during the subordination period, holders of the subordinated units are not entitled to receive any distribution until the common units have received the minimum quarterly distribution plus any arrearages in the payment of the minimum quarterly distribution from prior quarters. Subordinated units will not accrue arrearages.

When the subordination period ends, all subordinated units will convert into common units on a one-for-one basis and all common units thereafter will no longer be entitled to arrearages.

Our general partner is not obligated to make any additional capital contributions or guarantee any of our debts or obligations.

Unit Split and Conversion of Common Units to Subordinated Units

On May 11, 2011, we:

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- Effected a 3.7219 to one split of our common units. All unit and per-unit information herein has been adjusted to reflect after-split information, and
- Converted 5,919,346 of our common units to subordinated units.

Initial Public Offering

During May 2011, we sold a total of 4,025,000 common units (including the exercise by the underwriters of their option to purchase additional common units from us) in our initial public offering at \$21 per unit. Our proceeds from the sale of 3,850,000 common units of approximately \$72.0 million, net of total offering costs of approximately \$9.0 million, were used to repay advances under our acquisition credit facility and for general partnership purposes. Proceeds from the sale of 175,000 common units (\$3.4 million) from the underwriters' exercise of their option to purchase

Table of Contents

NGL ENERGY PARTNERS LP

AND NGL SUPPLY, INC.

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

As of December 31, 2011 and March 31, 2011 and for the

Three Months and the Nine Months Ended December 31, 2011 and 2010

additional common units from us were used to redeem 175,000 of the common units outstanding prior to our initial public offering.

Issuance of Units in Business Combinations

In connection with the Osterman transaction (see Note 3), we issued 4 million common units which have been valued based on the closing market price of our units on the closing date (\$20.47 per unit) less approximately \$122,000 of equity issuance costs. These units were not eligible for any distributions declared or made with respect to any of our fiscal quarters ending prior to the closing date of our transaction.

In connection with the SemStream transaction (see Note 3), we issued 8,932,031 limited partner common units which have been valued based on the closing market price of our units on the closing date (\$21.07 per unit) less the effect of the distributions that will not be paid on such units and less \$300,000 of equity issuance costs. SemStream has waived ordinary course cash distributions on a total of 3,932,031 of these units prior to August 30, 2012 and 5 million of the units are eligible only for two thirds of the distribution declared for the quarter ended December 31, 2011.

In connection with the completion of the Osterman transaction, we amended our current Registration Rights Agreement by entering into a First Amended and Restated Registration Rights Agreement dated October 3, 2011, by and among the Partnership, Hicks Oils & Hicksgas, Incorporated, NGL Holdings, Inc., Krim2010, LLC, Infrastructure Capital Management, LLC, Atkinson Investors, LLC, E. Osterman Propane, Inc. and the other holders party thereto. Subsequently, in connection with the completion of the SemStream transaction, the First Amended and Restated Registration Rights Agreement was amended by that certain Amendment No. 1 and Joinder to First Amended and Restated Registration Rights Agreement dated as of November 1, 2011, by and among the Partnership and SemStream. Together, these amendments provide for, among other things, certain registration rights for certain holders of our common units and increase the total number of permitted demand registrations from three to six.

Distributions

Our general partner has adopted a cash distribution policy that will require us to pay a quarterly distribution to the extent we have sufficient cash from operations after establishment of cash reserves and payment of fees and expenses, including payments to the general partner and its affiliates, referred to as available cash, in the following manner:

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- First, 99.9% to the holders of common units and 0.1% to the general partner, until each common unit has received the specified minimum quarterly distribution, plus any arrearages from prior quarters.
- Second, 99.9% to the holders of subordinated units and 0.1% to the general partner, until each subordinated unit has received the specified minimum quarterly distribution.

Table of Contents

NGL ENERGY PARTNERS LP

AND NGL SUPPLY, INC.

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

As of December 31, 2011 and March 31, 2011 and for the

Three Months and the Nine Months Ended December 31, 2011 and 2010

- Third, 99.9% to all unitholders, pro rata, and 0.1% to the general partner.

The general partner will also receive, in addition to distributions on its 0.1% general partner interest, additional distributions based on the level of distributions to the limited partners. These distributions are referred to as incentive distributions.

During the three months ended June 30, 2011, we distributed a total of \$3.85 million (\$0.35 per common and general partner notional unit) to our unitholders of record as of March 31, 2011.

During the three months ended September 30, 2011, we distributed a total of \$2.5 million (\$0.1669 per unit) to our general partner and our unitholders of record on August 3, 2011.

During the quarter ended December 31, 2011, we distributed a total of \$5.0 million (\$0.3375 per unit) to unitholders of record on October 31, 2011, excluding the units issued in our Osterman combination.

Subsequent to December 31, 2011, we declared a distribution of \$0.35 per unit to unitholders of record on February 3, 2012, excluding those units issued in the SemStream combination that are not eligible for distributions and the units issued in our business combination with Pacer (see Note 14). This distribution will be paid on February 14, 2012.

Note 11 Fair Value of Financial Instruments

Our cash and cash equivalents, accounts receivable, accounts payable and accrued expenses and other current liabilities (excluding derivative instruments) are carried at amounts which reasonably approximate their fair value due to their short-term nature. The carrying amounts of our variable-rate debt obligations reasonably approximate their fair value due to their variable interest rates on substantially all of the debt and there have been no changes in conditions from the inception of the credit facility indicating that our credit terms were not market terms.

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The following table presents the estimated fair value measurements of our assets and liabilities carried at fair value in our condensed consolidated financial statements at the dates indicated:

Item	Recorded As	December 31, 2011			March 31, 2011		
		Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
(in thousands)							
Assets:							
Commodity derivatives	Derivative Financial Instruments	\$	\$ 4,424	\$	\$	\$ 783	\$
Product exchanges	Product Exchanges		3,793			427	
Liabilities:							
Product exchanges	Product Exchanges		19,524			1,045	
Interest rate derivatives	Accrued Expenses		187			293	

Table of Contents**NGL ENERGY PARTNERS LP****AND NGL SUPPLY, INC.****Notes to Unaudited Condensed Consolidated Financial Statements - Continued**

As of December 31, 2011 and March 31, 2011 and for the

Three Months and the Nine Months Ended December 31, 2011 and 2010

We have entered an interest rate swap agreement to hedge the risk of interest rate fluctuations on our long term debt. This agreement converts a portion of our revolving credit facility floating rate debt into fixed rate debt on a notional amount of \$8.5 million and ends on June 30, 2013. The notional amounts of derivative instruments do not represent actual amounts exchanged between the parties, but instead represent amounts on which the contracts are based. The floating interest rate payments under this swap are based on three-month LIBOR rates. We do not account for this agreement as a hedge.

The following table sets forth our open commodity derivative contract positions at December 31, 2011 and March 31, 2011. We do not account for these derivatives as hedges.

Underlying Contracts	Period	Notional Units (thousand barrels)	Estimated Fair Value (in thousands)
As of December 31, 2011 -			
Propane swaps	Jan 2012 - Dec 2012	3,870	\$ 4,636
Normal butane swaps	Jan 2012 - Mar 2012	187	(120)
Natural gasoline swaps	Jan 2012 - Mar 2012	70	(92)
			\$ 4,424
As of March 31, 2011 -			
Propane swaps	April 2011 - Dec 2011	794	\$ 783

We recorded the following net gains (losses) from our commodity and interest rate derivatives during the periods indicated (in thousands):

	Three Months Ended December 31,		Nine Months Ended December 31,		Nine Months Ended December 31, 2010	
	2011	2010	2011	2010	Three Months Ended December 31, 2010	Six Months Ended September 30, 2010
Commodity contracts -						
Unrealized gain (loss)	\$ 938	\$ (31)	\$ 76	\$ (31)	\$ (31)	\$ (200)
Realized gain (loss)	711	559	2,103	559	559	426
Interest rate swaps	6	69	(281)	69	69	
Total	\$ 1,655	\$ 597	\$ 1,898	\$ 597	\$ 597	\$ 226

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The commodity contract gains and losses are included in cost of sales of our wholesale supply and marketing segment in the consolidated statements of operations. The gain or loss on the interest rate contracts is recorded in interest expense.

Credit Risk

We maintain credit policies with regard to our counterparties on the derivative financial instruments that we believe minimize our overall credit risk, including an evaluation of potential counterparties' financial condition (including credit ratings), collateral requirements under certain

Table of Contents

NGL ENERGY PARTNERS LP

AND NGL SUPPLY, INC.

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

As of December 31, 2011 and March 31, 2011 and for the

Three Months and the Nine Months Ended December 31, 2011 and 2010

circumstances and the use of standardized agreements, which allow for netting of positive and negative exposure associated with a single counterparty.

Our counterparties consist primarily of financial institutions and major energy companies. This concentration of counterparties may impact our overall exposure to credit risk, either positively or negatively, in that the counterparties may be similarly affected by changes in economic, regulatory or other conditions. Based on our policies, exposures, credit and other reserves, we do not anticipate a material adverse effect on our financial position or results of operations as a result of counterparty performance.

For financial instruments, failure of a counterparty to perform on a contract could result in our inability to realize amounts that have been recorded on our consolidated statements of financial position and recognized in our net income.

Note 12 - Segments

We have three reportable segments, two of which conduct their business exclusively in the United States, while our midstream terminal operations are conducted in the United States and, to a lesser extent, Canada. We evaluate our operating segments performance based on gross margin, operating income and EBITDA. Our segments and their respective financial information are as follows:

Table of Contents

NGL ENERGY PARTNERS LP

AND NGL SUPPLY, INC.

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

As of December 31, 2011 and March 31, 2011 and for the

Three Months and the Nine Months Ended December 31, 2011 and 2010

	Three Months Ended December 31,		Nine Months Ended December 31,		Nine Months Ended December 31, 2010 Three Months Ended December 31,		Six Months Ended September 30,	
	2011	2010	2011	2010	2010	2010	2010	2010
Revenues:								
Retail propane								
Propane sales	\$ 56,946	\$ 27,810	\$ 83,212	\$ 27,810	\$ 27,810	\$ 6,128		
Sales of parts, fittings, water-softeners, and other	2,279	2,348	5,399	2,348	2,348	256		
Propane service and water-softener and tank rental revenues	3,476	1,504	6,176	1,504	1,504	484		
Wholesale supply and marketing								
Wholesale supply sales								
Propane	340,006	238,819	651,246	238,819	238,819	243,908		
Other NGLs	80,646	46,689	157,353	46,689	46,689	71,456		
Affiliates	8,417		8,417					
Storage revenues and other	801	722	1,561	722	722	959		
Midstream								
Terminal fees	2,127	1,212	3,309	1,212	1,212	1,046		
Other	195		195					
Elimination of intersegment wholesale supply sales	(24,244)	(7,967)	(45,324)	(7,967)	(7,967)	(7,294)		
Total revenues	\$ 470,649	\$ 311,137	\$ 871,544	\$ 311,137	\$ 311,137	\$ 316,943		
Gross Margin:								
Retail propane								
Propane sales	\$ 18,301	\$ 9,096	\$ 25,676	\$ 9,096	\$ 9,096	\$ 1,638		
Sales of parts and fittings and water-softeners	422	365	1,110	365	365	(3)		
Propane service and water-softener and tank rental revenues	3,476	1,504	6,176	1,504	1,504	484		
Wholesale supply and marketing								
Wholesale supply sales	5,694	6,919	6,648	6,919	6,919	2,105		
Storage revenues and other	801	722	1,561	722	722	959		
Midstream	2,165	1,058	3,148	1,058	1,058	852		
Total gross margin	\$ 30,859	\$ 19,664	\$ 44,319	\$ 19,664	\$ 19,664	\$ 6,035		

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Depreciation and Amortization:

Retail propane	\$	4,237	\$	1,435	\$	6,692	\$	1,435	\$	870
Wholesale supply and marketing		447		50		645		50		98