

MAGELLAN MIDSTREAM PARTNERS LP  
Form 10-Q  
May 03, 2017

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

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FORM 10-Q

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

For the quarterly period ended March 31, 2017

OR

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

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

Commission File No.: 1-16335

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Magellan Midstream Partners, L.P.

(Exact name of registrant as specified in its charter)

Delaware 73-1599053

(State or other jurisdiction of (IRS Employer incorporation or organization) Identification No.)

One Williams Center, P.O. Box 22186, Tulsa, Oklahoma 74121-2186

(Address of principal executive offices and zip code)

(918) 574-7000

(Registrant's telephone number, including area code)

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

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

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company  Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

As of May 2, 2017, there were 228,024,556 outstanding limited partner units of Magellan Midstream Partners, L.P. that trade on the New York Stock Exchange under the ticker symbol "MMP."



Table of Contents

TABLE OF CONTENTS

PART I

FINANCIAL INFORMATION

ITEM 1 CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED STATEMENTS OF INCOME 2

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME 3

CONSOLIDATED BALANCE SHEETS 4

CONSOLIDATED STATEMENTS OF CASH FLOWS 5

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS:

1. Organization, Description of Business and Basis of Presentation 6

2. Product Sales Revenue 8

3. Segment Disclosures 9

4. Investments in Non-Controlled Entities 10

5. Inventory 12

6. Employee Benefit Plans 12

7. Debt 13

8. Derivative Financial Instruments 14

9. Commitments and Contingencies 20

10. Long-Term Incentive Plan 20

11. Distributions 22

12. Fair Value 22

13. Related Party Transactions 23

14. Subsequent Events 24

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

Introduction 25

Recent Developments 25

Results of Operations 26

Distributable Cash Flow 30

Liquidity and Capital Resources 31

Off-Balance Sheet Arrangements 32

Environmental 32

Other Items 33

ITEM 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK 34

ITEM 4 CONTROLS AND PROCEDURES 35

Forward-Looking Statements 36

PART II

OTHER INFORMATION

ITEM 1 LEGAL PROCEEDINGS 38

ITEM 1A RISK FACTORS 39

ITEM 2 UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS 39

ITEM 3 DEFAULTS UPON SENIOR SECURITIES 39

3. MINE SAFETY DISCLOSURES 39

ITEM

4.

ITEM

5. OTHER INFORMATION

39

ITEM

6. EXHIBITS

39

Signatures

40

Index to Exhibits

41

1

---

Table of ContentsPART I  
FINANCIAL INFORMATION

## ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

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

|  | Three Months Ended<br>March 31, |           |
|--|---------------------------------|-----------|
|  | 2016                            | 2017      |
| Transportation and terminals revenue   | \$370,075                       | \$392,671 |
| Product sales revenue  | 146,562                         | 245,620   |
| Affiliate management fee revenue   | 3,179                           | 3,783     |
| Total revenue  | 519,816                         | 642,074   |
| Costs and expenses:  |                                 |           |
| Operating  | 122,913                         | 131,592   |
| Cost of product sales  | 113,585                         | 172,876   |
| Depreciation and amortization  | 43,754                          | 47,298    |
| General and administrative   | 40,676                          | 40,281    |
| Total costs and expenses   | 320,928                         | 392,047   |
| Earnings of non-controlled entities  | 17,628                          | 21,446    |
| Operating profit   | 216,516                         | 271,473   |
| Interest expense   | 43,724                          | 51,212    |
| Interest income  | (361)                           | (292)     |
| Interest capitalized   | (6,136)                         | (4,197)   |
| Gain on exchange of interest in non-controlled entity  | (26,900)                        | —         |
| Other expense (income)   | (1,752)                         | 1,170     |
| Income before provision for income taxes   | 207,941                         | 223,580   |
| Provision for income taxes   | 871                             | 844       |
| Net income   | \$207,070                       | \$222,736 |
| Basic net income per limited partner unit  | \$0.91                          | \$0.98    |
| Diluted net income per limited partner unit  | \$0.91                          | \$0.98    |
| Weighted average number of limited partner units outstanding used for basic net income per unit calculation <sup>(1)</sup>   | 227,826                         | 228,109   |
| Weighted average number of limited partner units outstanding used for diluted net income per unit calculation <sup>(1)</sup> | 227,849                         | 228,159   |

(1) See Note 10—Long-Term Incentive Plan for additional information regarding our weighted average unit calculations.

See notes to consolidated financial statements.



Table of Contents

MAGELLAN MIDSTREAM PARTNERS, L.P.  
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
 (Unaudited, in thousands)

|   | Three Months Ended<br>March 31, |           |
|---|---------------------------------|-----------|
|   | 2016                            | 2017      |
| Net income  | \$207,070                       | \$222,736 |
| Other comprehensive income:   |                                 |           |
| Derivative activity:  |                                 |           |
| Net gain (loss) on cash flow hedges <sup>(1)</sup>  | (12,478 )                       | 1,295     |
| Reclassification of net (gain) loss on cash flow hedges to income <sup>(1)</sup>                          | 388                             | 740       |
| Changes in employee benefit plan assets and benefit obligations recognized in other comprehensive income: |                                 |           |
| Amortization of prior service credit <sup>(2)</sup>   | (973 )                          | (45 )     |
| Amortization of actuarial loss <sup>(2)</sup>   | 1,401                           | 1,228     |
| Settlement cost <sup>(2)</sup>  | —                               | 1,365     |
| Total other comprehensive income (loss)   | (11,662 )                       | 4,583     |
| Comprehensive income  | \$195,408                       | \$227,319 |

(1) See Note 8—Derivative Financial Instruments for details of the amount of gain/loss recognized in accumulated other comprehensive loss (“AOCL”) for derivative financial instruments and the amount of gain/loss reclassified from AOCL into income.

(2) See Note 6—Employee Benefit Plans for details of the changes in employee benefit plan assets and benefit obligations recognized in AOCL.

See notes to consolidated financial statements.

3

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Table of Contents

MAGELLAN MIDSTREAM PARTNERS, L.P.  
 CONSOLIDATED BALANCE SHEETS  
 (In thousands)

|   | December 31,<br>2016 | March 31,<br>2017<br>(Unaudited) |
|---|----------------------|----------------------------------|
| <b>ASSETS</b>   |                      |                                  |
| Current assets:   |                      |                                  |
| Cash and cash equivalents   | \$ 14,701            | \$ 7,055                         |
| Trade accounts receivable   | 105,689              | 82,021                           |
| Other accounts receivable   | 25,761               | 13,991                           |
| Inventory   | 134,378              | 146,428                          |
| Energy commodity derivatives contracts, net   | —                    | 694                              |
| Energy commodity derivatives deposits   | 49,899               | 9,921                            |
| Other current assets  | 39,966               | 42,318                           |
| Total current assets  | 370,394              | 302,428                          |
| Property, plant and equipment   | 6,783,737            | 6,905,373                        |
| Less: Accumulated depreciation  | 1,507,996            | 1,545,001                        |
| Net property, plant and equipment   | 5,275,741            | 5,360,372                        |
| Investments in non-controlled entities  | 931,255              | 976,419                          |
| Long-term receivables   | 23,870               | 23,233                           |
| Goodwill  | 53,260               | 53,260                           |
| Other intangibles (less accumulated amortization of \$2,136 and \$1,147 at December 31, 2016 and March 31, 2017, respectively)  | 51,976               | 51,865                           |
| Other noncurrent assets   | 65,577               | 62,302                           |
| Total assets  | \$ 6,772,073         | \$ 6,829,879                     |
| <b>LIABILITIES AND PARTNERS' CAPITAL</b>  |                      |                                  |
| Current liabilities:  |                      |                                  |
| Accounts payable  | \$ 77,248            | \$ 91,691                        |
| Accrued payroll and benefits  | 45,690               | 27,924                           |
| Accrued interest payable  | 65,643               | 42,252                           |
| Accrued taxes other than income   | 50,166               | 39,990                           |
| Environmental liabilities   | 10,249               | 9,437                            |
| Deferred revenue  | 101,891              | 107,481                          |
| Accrued product purchases   | 51,600               | 37,793                           |
| Energy commodity derivatives contracts, net   | 30,738               | 167                              |
| Other current liabilities   | 48,431               | 40,864                           |
| Total current liabilities   | 481,656              | 397,599                          |
| Long-term debt, net   | 4,087,192            | 4,203,080                        |
| Long-term pension and benefits  | 71,461               | 70,777                           |
| Other noncurrent liabilities  | 25,868               | 27,073                           |
| Environmental liabilities   | 13,791               | 15,143                           |
| Commitments and contingencies   |                      |                                  |
| Partners' capital:  |                      |                                  |
| Limited partner unitholders (227,784 units and 228,025 units outstanding at December 31, 2016 and March 31, 2017, respectively) | 2,193,346            | 2,212,865                        |
| Accumulated other comprehensive loss  | (101,241             | ) (96,658 )                      |

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|   |              |              |
|---|--------------|--------------|
| Total partners' capital                 | 2,092,105    | 2,116,207    |
| Total liabilities and partners' capital | \$ 6,772,073 | \$ 6,829,879 |

See notes to consolidated financial statements.

4

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Table of Contents

MAGELLAN MIDSTREAM PARTNERS, L.P.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited, in thousands)

|   | Three Months Ended<br>March 31, |            |
|---|---------------------------------|------------|
|   | 2016                            | 2017       |
| Operating Activities:   |                                 |            |
| Net income  | \$207,070                       | \$222,736  |
| Adjustments to reconcile net income to net cash provided by operating activities:     |                                 |            |
| Depreciation and amortization expense   | 43,754                          | 47,298     |
| Loss on sale and retirement of assets   | 2,259                           | 3,461      |
| Earnings of non-controlled entities   | (17,628 )                       | (21,446 )  |
| Distributions of earnings from investments in non-controlled entities                 | 17,297                          | 20,050     |
| Equity-based incentive compensation expense   | 6,650                           | 4,147      |
| Settlement cost, amortization of prior service credit and actuarial loss              | 428                             | 2,548      |
| Gain on exchange of interest in non-controlled entity                                 | (26,900 )                       | —          |
| Changes in operating assets and liabilities:  |                                 |            |
| Trade accounts receivable and other accounts receivable                               | (6,904 )                        | 33,988     |
| Inventory   | (1,220 )                        | (12,050 )  |
| Energy commodity derivatives contracts, net of derivatives deposits                   | (132 )                          | 8,713      |
| Accounts payable  | 1,052                           | 7,275      |
| Accrued payroll and benefits  | (16,863 )                       | (17,766 )  |
| Accrued interest payable  | (3,365 )                        | (23,391 )  |
| Accrued taxes other than income   | (11,101 )                       | (10,176 )  |
| Accrued product purchases   | (9,674 )                        | (13,807 )  |
| Deferred revenue  | 13,987                          | 5,590      |
| Current and noncurrent environmental liabilities                                      | 962                             | 540        |
| Other current and noncurrent assets and liabilities                                   | 9,896                           | 7,618      |
| Net cash provided by operating activities   | 209,568                         | 265,328    |
| Investing Activities:   |                                 |            |
| Additions to property, plant and equipment, net <sup>(1)</sup>                        | (139,522 )                      | (141,515 ) |
| Proceeds from sale and disposition of assets  | 17                              | 3,368      |
| Investments in non-controlled entities  | (61,738 )                       | (44,511 )  |
| Distributions in excess of earnings of non-controlled entities                        | 2,212                           | 1,555      |
| Net cash used by investing activities   | (199,031 )                      | (181,103 ) |
| Financing Activities:   |                                 |            |
| Distributions paid  | (178,808 )                      | (194,961 ) |
| Net commercial paper borrowings (repayments)  | (279,961 )                      | 116,965    |
| Borrowings under long-term notes  | 649,187                         | —          |
| Debt placement costs  | (5,318 )                        | —          |
| Payments associated with settlement of equity-based incentive compensation            | (14,376 )                       | (13,875 )  |
| Net cash provided (used) by financing activities                                      | 170,724                         | (91,871 )  |
| Change in cash and cash equivalents   | 181,261                         | (7,646 )   |
| Cash and cash equivalents at beginning of period                                      | 28,731                          | 14,701     |
| Cash and cash equivalents at end of period  | \$209,992                       | \$7,055    |
| Supplemental non-cash investing and financing activities:                             |                                 |            |
| Issuance of limited partner units in settlement of equity-based incentive plan awards | \$7,092                         | \$1,669    |

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|   |              |              |
|---|--------------|--------------|
| (1) Additions to property, plant and equipment  | \$ (139,636) | \$ (142,635) |
| Changes in accounts payable and other current liabilities related to capital expenditures | 114          | 1,120        |
| Additions to property, plant and equipment, net   | \$ (139,522) | \$ (141,515) |

See notes to consolidated financial statements.

5

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Table of Contents

MAGELLAN MIDSTREAM PARTNERS, L.P.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Organization, Description of Business and Basis of Presentation

Organization

Unless indicated otherwise, the terms “our,” “we,” “us” and similar language refer to Magellan Midstream Partners, L.P. together with its subsidiaries. We are a Delaware limited partnership and our limited partner units are traded on the New York Stock Exchange under the ticker symbol “MMP.” Magellan GP, LLC, a wholly-owned Delaware limited liability company, serves as our general partner.

Description of Business

We are principally engaged in the transportation, storage and distribution of refined petroleum products and crude oil. As of March 31, 2017, our asset portfolio, including the assets of our joint ventures, consisted of:

- our refined products segment, comprised of our 9,700-mile refined products pipeline system with 53 terminals as well as 26 independent terminals not connected to our pipeline system and our 1,100-mile ammonia pipeline system;

- our crude oil segment, comprised of approximately 2,200 miles of crude oil pipelines and storage facilities with an aggregate storage capacity of approximately 26 million barrels, of which approximately 17 million barrels are used for contract storage; and

- our marine storage segment, consisting of five marine terminals located along coastal waterways with an aggregate storage capacity of approximately 26 million barrels.

Terminology common in our industry includes the following terms, which describe products that we transport, store and distribute through our pipelines and terminals:

- refined products are the output from refineries and are primarily used as fuels by consumers. Refined products include gasoline, diesel fuel, aviation fuel, kerosene and heating oil. Collectively, diesel fuel and heating oil are referred to as distillates;

- liquefied petroleum gases, or LPGs, are produced as by-products of the crude oil refining process and in connection with natural gas production. LPGs include butane and propane;

- blendstocks are blended with refined products to change or enhance their characteristics such as increasing a gasoline’s octane or oxygen content. Blendstocks include alkylates, oxygenates and natural gasoline;

- heavy oils and feedstocks are used as burner fuels or feedstocks for further processing by refineries and petrochemical facilities. Heavy oils and feedstocks include No. 6 fuel oil and vacuum gas oil;

- crude oil and condensate are used as feedstocks by refineries and petrochemical facilities;

- biofuels, such as ethanol and biodiesel, are increasingly required by government mandates; and

Ammonia is primarily used as a nitrogen fertilizer.

Except for ammonia, we use the term petroleum products to describe any, or a combination, of the above-noted products.

6

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Table of Contents

MAGELLAN MIDSTREAM PARTNERS, L.P.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Basis of Presentation

In the opinion of management, our accompanying consolidated financial statements which are unaudited, except for the consolidated balance sheet as of December 31, 2016, which is derived from our audited financial statements, include all normal and recurring adjustments necessary to present fairly our financial position as of March 31, 2017, the results of operations for the three months ended March 31, 2016 and 2017 and cash flows for the three months ended March 31, 2016 and 2017. The results of operations for the three months ended March 31, 2017 are not necessarily indicative of the results to be expected for the full year ending December 31, 2017 for several reasons. Profits from our butane blending activities are realized largely during the first and fourth quarters of each year. Additionally, gasoline demand, which drives transportation volumes and revenues on our pipeline systems, generally trends higher during the summer driving months. Further, the volatility of commodity prices impacts the profits from our commodity activities and, to a lesser extent, the volume of petroleum products we transport on our pipelines.

Pursuant to the rules and regulations of the Securities and Exchange Commission, the financial statements in this report do not include all of the information and notes normally included with financial statements prepared in accordance with U.S. generally accepted accounting principles (“GAAP”). These financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2016.

Use of Estimates

The preparation of our consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities that exist at the date of our consolidated financial statements, as well as their impact on the reported amounts of revenue and expense during the reporting periods. Actual results could differ from those estimates.

New Accounting Pronouncements

In March 2017, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2017-07, Compensation-Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost. This ASU requires companies that offer postretirement benefits to present the service cost, which is the amount an employer has to set aside each period to cover the benefits, in the same line item with other employee compensation costs. Other components of net benefit cost are required to be presented in the income statement separately from the service cost component and outside a subtotal of income from operations. Additionally, only the service cost component will be eligible for capitalization when applicable.

Public companies must comply with the new requirements under ASU 2017-07 for fiscal years that start after December 15, 2017, and the amendments must be applied retrospectively except for the capitalization change, which should be applied prospectively. Early adoption is allowed, and we elected to adopt ASU 2017-07 on January 1, 2017. Prior to adoption, we expensed all components of pension expense through salaries and wages, which impacted operating income. We are now recording only the service component of pension expense to salaries and wages, with

the remainder of the expense being recorded to other income and expense below operating profit. Comparative prior periods have been restated for this change. The changes were not material to our financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). This ASU requires lessees to recognize a right of use asset and lease liability on the balance sheet for all leases, with the exception of short-term leases. The

7

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Table of ContentsMAGELLAN MIDSTREAM PARTNERS, L.P.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

new accounting model for lessors remains largely the same, although some changes have been made to align it with the new lessee model and the new revenue recognition guidance. This update also requires companies to include additional disclosures regarding their lessee and lessor agreements. Public companies are required to adopt the standard for financial reporting periods that start after December 15, 2018, although early adoption is permitted. We are currently in the process of evaluating the impact this new standard will have on our financial statements.

In July 2015, the FASB issued ASU 2015-11, Inventory (Topic 330): Simplifying the Measurement of Inventory. Prior to this update, reporting entities were required to measure inventory at the lower of cost or market. Market could be replacement cost, net realizable value or net realizable value less an approximately normal profit margin. Under this update, inventory is to be measured at the lower of cost or net realizable value, which is defined as the estimated selling price in the ordinary course of business, less reasonable predictable costs of completion, disposal and transportation. This ASU became effective for fiscal years beginning after December 15, 2016 and interim periods within those fiscal years. We adopted this standard on January 1, 2017, and it did not have a material impact on our results of operations, financial position or cash flows as we have historically measured our inventory at the lower of cost or net realizable value, as described above.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers. This ASU amends the existing accounting standards for revenue recognition and is based on the principle that revenue should be recognized to depict the transfer of goods or services to a customer at an amount that reflects the consideration a company expects to receive in exchange for those goods or services. We will adopt this ASU as required on January 1, 2018, using the full retrospective method of adoption. We do not expect the adoption of this ASU to have a material impact on our consolidated financial statements.

## 2. Product Sales Revenue

The amounts reported as product sales revenue on our consolidated statements of income include revenue from the physical sale of petroleum products and mark-to-market adjustments from exchange-based futures contracts. See Note 8 – Derivative Financial Instruments for a discussion of our commodity hedging strategies and how our futures contracts impact product sales revenue. All of the petroleum products inventory we physically sell associated with our butane blending and fractionation activities, as well as the barrels from product gains we obtain from our operations, including tender deductions, are reported as product sales revenue on our consolidated statements of income.

For the three months ended March 31, 2016 and 2017, product sales revenue included the following (in thousands):

|                                      | Three Months<br>Ended<br>March 31, |            |
|--------------------------------------|------------------------------------|------------|
|                                      | 2016                               | 2017       |
| Physical sale of petroleum products  | \$ 130,580                         | \$ 216,940 |
| Change in value of futures contracts | 15,982                             | 28,680     |
| Total product sales revenue          | \$ 146,562                         | \$ 245,620 |



Table of ContentsMAGELLAN MIDSTREAM PARTNERS, L.P.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 3. Segment Disclosures

Our reportable segments are strategic business units that offer different products and services. Our segments are managed separately as each segment requires different marketing strategies and business knowledge. Management evaluates performance based on segment operating margin, which includes revenue from affiliates and external customers, operating expenses, cost of product sales and earnings of non-controlled entities.

We believe that investors benefit from having access to the same financial measures used by management. Operating margin, which is presented in the following tables, is an important measure used by management to evaluate the economic performance of our core operations. Operating margin is not a GAAP measure, but the components of operating margin are computed using amounts that are determined in accordance with GAAP. A reconciliation of operating margin to operating profit, which is its nearest comparable GAAP financial measure, is included in the tables below. Operating profit includes depreciation and amortization expense and general and administrative (“G&A”) expense that management does not consider when evaluating the core profitability of our separate operating segments.

|  | Three Months Ended March 31, 2016<br>(in thousands) |           |                   |                              |           |
|--|---|-----------|-------------------|------------------------------|-----------|
|  | Refined<br>Products                                 | Crude Oil | Marine<br>Storage | Intersegment<br>Eliminations | Total     |
| Transportation and terminals revenue         | \$224,750   | \$101,728 | \$43,597          | \$ —                         | \$370,075 |
| Product sales revenue                        | 143,916   | 1,743     | 903               | —                            | 146,562   |
| Affiliate management fee revenue             | 80  | 2,784     | 315               | —                            | 3,179     |
| Total revenue                                | 368,746   | 106,255   | 44,815            | —                            | 519,816   |
| Operating expenses                           | 85,774  | 21,126    | 17,205            | (1,192 )                     | 122,913   |
| Cost of product sales                        | 111,856   | 1,345     | 384               | —                            | 113,585   |
| (Earnings) losses of non-controlled entities | 42  | (16,979 ) | (691 )            | —                            | (17,628 ) |
| Operating margin                             | 171,074   | 100,763   | 27,917            | 1,192                        | 300,946   |
| Depreciation and amortization expense        | 25,120  | 9,869     | 7,573             | 1,192                        | 43,754    |
| G&A expenses                                 | 25,230  | 9,739     | 5,707             | —                            | 40,676    |
| Operating profit                             | \$120,724   | \$81,155  | \$14,637          | \$ —                         | \$216,516 |

Table of ContentsMAGELLAN MIDSTREAM PARTNERS, L.P.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

|                                       | Three Months Ended March 31, 2017<br>(in thousands) |           |                   |                              |           |
|---------------------------------------|---|-----------|-------------------|------------------------------|-----------|
|                                       | Refined<br>Products                                 | Crude Oil | Marine<br>Storage | Intersegment<br>Eliminations | Total     |
| Transportation and terminals revenue  | \$241,905   | \$105,053 | \$46,407          | \$ (694 )                    | \$392,671 |
| Product sales revenue                 | 240,170   | 3,103     | 2,347             | —                            | 245,620   |
| Affiliate management fee revenue      | 329   | 3,134     | 320               | —                            | 3,783     |
| Total revenue                         | 482,404   | 111,290   | 49,074            | (694 )                       | 642,074   |
| Operating expenses                    | 93,533  | 27,418    | 12,655            | (2,014 )                     | 131,592   |
| Cost of product sales                 | 167,681   | 2,577     | 2,618             | —                            | 172,876   |
| Earnings of non-controlled entities   | (111 )  | (20,650 ) | (685 )            | —                            | (21,446 ) |
| Operating margin                      | 221,301   | 101,945   | 34,486            | 1,320                        | 359,052   |
| Depreciation and amortization expense | 26,966  | 10,856    | 8,156             | 1,320                        | 47,298    |
| G&A expenses                          | 24,901  | 10,039    | 5,341             | —                            | 40,281    |
| Operating profit                      | \$169,434   | \$81,050  | \$20,989          | \$ —                         | \$271,473 |

## 4. Investments in Non-Controlled Entities

Our investments in non-controlled entities at March 31, 2017 were comprised of:

| Entity  | Ownership Interest |
|---|--------------------|
| BridgeTex Pipeline Company, LLC (“BridgeTex”)     | 50%                |
| Double Eagle Pipeline LLC (“Double Eagle”)        | 50%                |
| HoustonLink Pipeline Company, LLC (“HoustonLink”) | 50%                |
| Powder Springs Logistics, LLC (“Powder Springs”)  | 50%                |
| Saddlehorn Pipeline Company, LLC (“Saddlehorn”)   | 40%                |
| Seabrook Logistics, LLC (“Seabrook”)              | 50%                |
| Texas Frontera, LLC (“Texas Frontera”)            | 50%                |

In February 2016, we transferred a 50% membership interest in Osage Pipe Line Company, LLC (“Osage”) to an affiliate of HollyFrontier Corporation. In conjunction with this transaction, we entered into several commercial agreements with affiliates of HollyFrontier Corporation, which we recorded at that time as a \$43.7 million intangible asset and an \$8.3 million other receivable on our consolidated balance sheets. The intangible asset is being amortized over the 20-year life of the contracts received. We recognized a \$26.9 million non-cash gain in first quarter 2016 in relation to this transaction.

In January 2017, we entered into an agreement to guarantee our 50% pro rata share, up to \$50.0 million, of obligations under Powder Springs’ credit facility. At March 31, 2017, we recognized a \$0.8 million other current liability and a corresponding increase in our investment in non-controlled entities on our consolidated balance sheet to reflect the fair value of this guarantee.

The management fees we have recognized from BridgeTex, HoustonLink, Osage, Powder Springs, Saddlehorn, Seabrook and Texas Frontera are reported as affiliate management fee revenue on our consolidated

10

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Table of ContentsMAGELLAN MIDSTREAM PARTNERS, L.P.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

statements of income. In addition, we receive reimbursement from certain of our joint ventures for costs incurred during construction and operations, which we have included as reductions to costs and expenses on our consolidated statements of income. These cost reimbursements totaled \$0.5 million and \$1.0 million during the three months ended March 31, 2016 and 2017, respectively.

We recognized pipeline capacity lease revenue from BridgeTex of \$8.9 million for each of the three months ended March 31, 2016 and 2017, which we included in transportation and terminals revenue on our consolidated statements of income.

We recognized throughput revenue from Double Eagle of \$0.7 million and \$0.8 million for the three months ended March 31, 2016 and 2017, respectively, which we included in transportation and terminals revenue on our consolidated statements of income. At each December 31, 2016 and March 31, 2017, we recognized \$0.3 million of trade accounts receivable from Double Eagle.

We recognized storage revenue of \$0.5 million from Saddlehorn for the three months ended March 31, 2017, which we included in transportation and terminals revenue on our consolidated statement of income.

At March 31, 2017, we recognized \$0.1 million of other accounts receivable from each of Saddlehorn and Powder Springs, respectively, related to miscellaneous cost reimbursements.

The financial results from Texas Frontera are included in our marine storage segment, the financial results from BridgeTex, Double Eagle, HoustonLink, Osage, Saddlehorn and Seabrook are included in our crude oil segment and the financial results from Powder Springs are included in our refined products segment, each as earnings/losses of non-controlled entities.

A summary of our investments in non-controlled entities follows (in thousands):

|   |           |
|---|-----------|
| Investments at December 31, 2016                                      | \$931,255 |
| Additional investment   | 45,323    |
| Earnings of non-controlled entities:                                  |           |
| Proportionate share of earnings                                       | 22,026    |
| Amortization of excess investment and capitalized interest            | (580 )    |
| Earnings of non-controlled entities                                   | 21,446    |
| Less:   |           |
| Distributions of earnings from investments in non-controlled entities | 20,050    |
| Distributions in excess of earnings of non-controlled entities        | 1,555     |
| Investments at March 31, 2017   | \$976,419 |



Table of ContentsMAGELLAN MIDSTREAM PARTNERS, L.P.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 5. Inventory

Inventory at December 31, 2016 and March 31, 2017 was as follows (in thousands):

|                           | December 31, March 31, |            |
|---------------------------|------------------------|------------|
|                           | 2016                   | 2017       |
| Refined products          | \$ 54,285              | \$ 48,302  |
| Transmix                  | 28,319                 | 35,260     |
| Liquefied petroleum gases | 24,868                 | 32,696     |
| Crude oil                 | 20,839                 | 23,401     |
| Additives                 | 6,067                  | 6,769      |
| Total inventory           | \$ 134,378             | \$ 146,428 |

## 6. Employee Benefit Plans

We sponsor a defined contribution plan in which we match our employees' qualifying contributions, resulting in additional expense to us. Expenses related to the defined contribution plan were \$3.0 million and \$3.3 million, respectively, for the three months ended March 31, 2016 and 2017.

Additionally, we sponsor two union pension plans that cover certain union employees and a pension plan for all non-union employees, and a postretirement benefit plan for selected employees.

Net periodic benefit expense for the three months ended March 31, 2016 and 2017 was as follows (in thousands):

|   | Three Months Ended |                               | Three Months Ended |                               |
|---|--------------------|-------------------------------|--------------------|-------------------------------|
|   | March 31, 2016     |                               | March 31, 2017     |                               |
|   | Pension Benefits   | Other Postretirement Benefits | Pension Benefits   | Other Postretirement Benefits |
| Components of net periodic benefit costs:           |                    |                               |                    |                               |
| Service cost  | \$4,688            | \$ 61                         | \$5,018            | \$ 65                         |
| Interest cost <sup>(1)</sup>                        | 2,045              | 110                           | 2,350              | 122                           |
| Expected return on plan assets <sup>(1)</sup>       | (2,128 )           | —                             | (2,487 )           | —                             |
| Amortization of prior service credit <sup>(1)</sup> | (45 )              | (928 )                        | (45 )              | —                             |
| Amortization of actuarial loss <sup>(1)</sup>       | 1,217              | 184                           | 1,028              | 200                           |
| Settlement cost <sup>(1)</sup>                      | —                  | —                             | 1,365              | —                             |
| Net periodic benefit cost (credit)                  | \$5,777            | \$ (573 )                     | \$7,229            | \$ 387                        |

<sup>(1)</sup> Upon adoption of ASU 2017-07, Compensation-Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost, these components of net periodic benefit cost



(credit) are reported on the consolidated statements of income as other expense (income). See Note 1 – Organization, Description of Business and Basis of Presentation - New Accounting Pronouncements for further details about this accounting change.

Table of ContentsMAGELLAN MIDSTREAM PARTNERS, L.P.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The changes in AOCL related to employee benefit plan assets and benefit obligations for the three months ended March 31, 2016 and 2017 were as follows (in thousands):

| Gains (Losses) Included in AOCL      | Three Months Ended<br>March 31, 2016 |                                     | Three Months Ended<br>March 31, 2017 |                                     |
|--------------------------------------|--------------------------------------|-------------------------------------|--------------------------------------|-------------------------------------|
|                                      | Pension<br>Benefits                  | Other<br>Postretirement<br>Benefits | Pension<br>Benefits                  | Other<br>Postretirement<br>Benefits |
| Beginning balance                    | \$(62,279)                           | \$ (3,945 )                         | \$(58,584)                           | \$ (7,881 )                         |
| Amortization of prior service credit | (45 )                                | (928 )                              | (45 )                                | —                                   |
| Amortization of actuarial loss       | 1,217                                | 184                                 | 1,028                                | 200                                 |
| Settlement cost                      | —                                    | —                                   | 1,365                                | —                                   |
| Ending balance                       | \$(61,107)                           | \$ (4,689 )                         | \$(56,236)                           | \$ (7,681 )                         |

Contributions estimated to be paid into the plans in 2017 are \$26.5 million and \$0.5 million for the pension and other postretirement benefit plans, respectively.

## 7. Debt

Long-term debt at December 31, 2016 and March 31, 2017 was as follows (in thousands):

|  | December 31,<br>2016 | March 31,<br>2017 |
|--|----------------------|-------------------|
| Commercial paper   | \$ 50,000            | \$ 167,000        |
| 6.40% Notes due 2018   | 250,000              | 250,000           |
| 6.55% Notes due 2019   | 550,000              | 550,000           |
| 4.25% Notes due 2021   | 550,000              | 550,000           |
| 3.20% Notes due 2025   | 250,000              | 250,000           |
| 5.00% Notes due 2026   | 650,000              | 650,000           |
| 6.40% Notes due 2037   | 250,000              | 250,000           |
| 4.20% Notes due 2042   | 250,000              | 250,000           |
| 5.15% Notes due 2043   | 550,000              | 550,000           |
| 4.20% Notes due 2045   | 250,000              | 250,000           |
| 4.25% Notes due 2046   | 500,000              | 500,000           |
| Face value of long-term debt   | 4,100,000            | 4,217,000         |
| Unamortized debt issuance costs <sup>(1)</sup>                                   | (26,948 )            | (26,312 )         |
| Net unamortized debt premium <sup>(1)</sup>                                      | 6,530                | 5,747             |
| Net unamortized amount of gains from historical fair value hedges <sup>(1)</sup> | 7,610                | 6,645             |
| Long-term debt, net  | \$ 4,087,192         | \$ 4,203,080      |

(1) Debt issuance costs, note discounts and premiums and realized gains and losses of historical fair value hedges are being amortized or accreted to the applicable notes over the respective lives of those notes.

All of the instruments detailed in the table above are senior indebtedness.

Revolving Credit Facilities. At March 31, 2017, the total borrowing capacity under our revolving credit facility with a maturity date of October 27, 2020 was \$1.0 billion. Any borrowings outstanding under this facility are classified as long-term debt on our consolidated balance sheets. Borrowings under this facility are unsecured

13

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Table of Contents

MAGELLAN MIDSTREAM PARTNERS, L.P.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

and bear interest at LIBOR plus a spread ranging from 1.000% to 1.625% based on our credit ratings. Additionally, an unused commitment fee is assessed at a rate between 0.100% and 0.275% depending on our credit ratings. The unused commitment fee was 0.125% at March 31, 2017. Borrowings under this facility may be used for general partnership purposes, including capital expenditures. As of December 31, 2016 and March 31, 2017, respectively, there were no borrowings outstanding under this facility, with \$6.3 million obligated for letters of credit. Amounts obligated for letters of credit are not reflected as debt on our consolidated balance sheets, but decrease our borrowing capacity under this facility.

At March 31, 2017, the total borrowing capacity under our 364-day credit facility was \$250.0 million. The maturity date of this credit facility is October 19, 2017. Any borrowings under this facility are classified as current debt on our consolidated balance sheets. Borrowings under this facility are unsecured and bear interest at LIBOR plus a spread ranging from 1.000% to 1.625% based on our credit ratings. Additionally, an unused commitment fee is assessed at a rate between 0.080% and 0.225% depending on our credit ratings. The unused commitment fee was 0.100% at March 31, 2017. Borrowings under this facility may be used for general partnership purposes, including capital expenditures. As of December 31, 2016 and March 31, 2017, respectively, there were no borrowings outstanding under this facility.

Commercial Paper Program. We have a commercial paper program under which we may issue commercial paper notes in an amount up to the available capacity under our \$1.0 billion revolving credit facility. The maturities of the commercial paper notes vary, but may not exceed 397 days from the date of issuance. Because the commercial paper we can issue is limited to amounts available under our revolving credit facility, amounts outstanding under the program are classified as long-term debt. The commercial paper notes are sold under customary terms in the commercial paper market and are issued at a discount from par, or alternatively, are sold at par and bear varying interest rates on a fixed or floating basis. The weighted-average interest rate for commercial paper borrowings based on the number of days outstanding was 0.7% and 1.1%, respectively, for the quarters ended March 31, 2016 and 2017.

## 8. Derivative Financial Instruments

### Interest Rate Derivatives

We periodically enter into interest rate derivatives to hedge the fair value of debt or hedge against variability in interest rates, and we have historically designated these derivatives as fair value or cash flow hedges for accounting purposes. Adjustments resulting from discontinued hedges continue to be recognized in accordance with their historic hedging relationships.

We have entered into \$100.0 million of forward-starting interest rate swap agreements to hedge against the risk of variability of future interest payments on a portion of debt we anticipate issuing in 2018. The fair values of these contracts at March 31, 2017 were recorded on our balance sheets as other noncurrent assets of \$15.4 million, with the offset recorded to other comprehensive income. We account for these agreements as cash flow hedges.



Table of ContentsMAGELLAN MIDSTREAM PARTNERS, L.P.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## Commodity Derivatives

## Hedging Strategies

Our butane blending activities produce gasoline products, and we can reasonably estimate the timing and quantities of sales of these products. We use a combination of exchange-based commodities futures contracts and forward purchase and sale contracts to help manage commodity price changes and mitigate the risk of decline in the product margin realized from our butane blending activities. Further, certain of our other commercial operations generate petroleum products, and we also use futures contracts to hedge against price changes for some of these commodities.

Forward physical purchase and sale contracts that qualify for and are elected as normal purchases and sales are accounted for using traditional accrual accounting.

The futures contracts that we enter into fall into one of three hedge categories:

| Hedge Category   | Hedge Purpose   | Accounting Treatment   |
|--|---|--|
| <b>Qualifies For Hedge Accounting Treatment</b>        |   |  |
| Cash Flow Hedge  | To hedge the variability in cash flows related to a forecasted transaction.   | The effective portion of changes in the fair value of the hedge is recorded to accumulated other comprehensive income/loss and reclassified to earnings when the forecasted transaction occurs. Any ineffectiveness is recognized currently in earnings.     |
| Fair Value Hedge                                       | To hedge against changes in the fair value of a recognized asset or liability.  | The effective portion of changes in the fair value of the hedge is recorded as adjustments to the asset or liability being hedged. Any ineffectiveness and amounts excluded from the assessment of hedge effectiveness are recognized currently in earnings. |
| <b>Does Not Qualify For Hedge Accounting Treatment</b> |   |  |
| Economic Hedge   | To effectively serve as either a fair value or a cash flow hedge; however, the derivative agreement does not qualify for hedge accounting treatment under Accounting Standards Codification (“ASC”) 815, Derivatives and Hedging. | Changes in the fair value of these agreements are recognized currently in earnings.  |

During the three months ended March 31, 2016 and 2017, none of the commodity hedging contracts we entered into qualified for or were designated as cash flow hedges.

We use futures contracts designated as economic hedges for accounting purposes to hedge against changes in the price of refined products and crude oil that we expect to sell in the future. Period changes in the fair value of these agreements are recognized currently in earnings as adjustments to product sales.

We also use futures contracts designated as economic hedges for accounting purposes to hedge against changes in the price of butane we expect to purchase in the future. Period changes in the fair value of these agreements are recognized currently in earnings as adjustments to cost of product sales.

Additionally, we hold certain crude oil tank bottoms which we classify as long-term assets and include with other noncurrent assets on our consolidated balance sheets. We use futures contracts to hedge against changes in the fair value of these assets. We record the effective portion of the gains or losses for those contracts that qualify as fair value hedges as adjustments to the asset being hedged and the ineffective portions as well as amounts excluded from the assessment of hedge effectiveness as adjustments to other (income) or expense.

Table of ContentsMAGELLAN MIDSTREAM PARTNERS, L.P.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

As outlined in the table below, our open futures contracts at March 31, 2017 were as follows:

| Type of Contract/Accounting Methodology | Product Represented by the Contract and Associated Barrels | Maturity Dates                 |
|---|--|--------------------------------|
| Futures - Fair Value Hedges             | 0.7 million barrels of crude oil                           | November 2017                  |
| Futures - Economic Hedges               | 2.7 million barrels of refined products and crude oil      | Between April and October 2017 |
| Futures - Economic Hedges               | 0.1 million barrels of butane                              | April 2017                     |

## Energy Commodity Derivatives Contracts and Deposits Offsets

At December 31, 2016 and March 31, 2017, respectively, we had made margin deposits of \$49.9 million and \$9.9 million for our future contracts with our counterparties, which were recorded as current assets under energy commodity derivatives deposits on our consolidated balance sheets. We have the right to offset the combined fair values of our open futures contracts against our margin deposits under a master netting arrangement for each counterparty; however, we have elected to present the combined fair values of our open futures contracts separately from the related margin deposits on our consolidated balance sheets. Additionally, we have the right to offset the fair values of our futures contracts together for each counterparty, which we have elected to do, and we report the combined net balances on our consolidated balance sheets. A schedule of the derivative amounts we have offset and the deposit amounts we could offset under a master netting arrangement are provided below as of December 31, 2016 and March 31, 2017 (in thousands):

| Description                  | December 31, 2016                       |  |   |  |  | Net Asset Amount <sup>(1)</sup> |
|------------------------------|---|--|---|--|--|---------------------------------|
|                              | Gross Amounts of Recognized Liabilities | Gross Amounts of Assets Offset in the Consolidated Balance Sheets      | Net Amounts of Liabilities Presented in the Consolidated Balance Sheets | Margin Deposit Amounts Not Offset in the Consolidated Balance Sheets |  |                                 |
| Energy commodity derivatives | \$(36,798)                              | \$ 6,060   | \$ (30,738 )  | \$ 49,899  |  | \$ 19,161                       |
| Description                  | March 31, 2017                          |  |   |  |  | Net Asset Amount <sup>(1)</sup> |
|                              | Gross Amounts of Recognized Assets      | Gross Amounts of Liabilities Offset in the Consolidated Balance Sheets | Net Amounts of Assets Presented in the Consolidated Balance Sheets      | Margin Deposit Amounts Not Offset in the Consolidated Balance Sheets |  |                                 |
| Energy commodity derivatives | \$3,040                                 | \$ (2,513 )  | \$ 527  | \$ 9,921   |  | \$ 10,448                       |

(1)



Amount represents the maximum loss we would incur if all of our counterparties failed to perform on their derivative contracts.

Table of ContentsMAGELLAN MIDSTREAM PARTNERS, L.P.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## Impact of Derivatives on Our Financial Statements

## Comprehensive Income

The changes in derivative activity included in AOCL for the three months ended March 31, 2016 and 2017 were as follows (in thousands):

|  | Three Months Ended |            |
|--|--------------------|------------|
|  | March 31,          |            |
|  | 2016               | 2017       |
| Derivative Losses Included in AOCL                         |                    |            |
| Beginning balance  | \$(30,126)         | \$(34,776) |
| Net gain (loss) on cash flow hedges                        | (12,478 )          | 1,295      |
| Reclassification of net loss on cash flow hedges to income | 388                | 740        |
| Ending balance   | \$(42,216)         | \$(32,741) |

## Income Statements

The following tables provide a summary of the effect on our consolidated statements of income for the three months ended March 31, 2016 and 2017 of derivatives accounted for under ASC 815-30, Derivatives and Hedging—Cash Flow Hedges, that were designated as hedging instruments (in thousands):

| Derivative Instrument   | Three Months Ended March 31, 2016                      |   | Amount of Loss Reclassified from AOCL into Income |                     |
|-------------------------|--|---|---|---------------------|
|                         | Amount of Gain (Loss) Recognized in AOCL on Derivative | Location of Loss Reclassified from AOCL into Income | Effective Portion                                 | Ineffective Portion |
| Interest rate contracts | \$(12,478)   | Interest expense                                    | \$ (388 )   | \$ —                |
|                         | Three Months Ended March 31, 2017                      |   | Amount of Loss Reclassified from AOCL into Income |                     |
| Derivative Instrument   | Amount of Gain (Loss) Recognized in AOCL on Derivative | Location of Loss Reclassified from AOCL into Income | Effective Portion                                 | Ineffective Portion |
| Interest rate contracts | \$1,295  | Interest expense                                    | \$ (740 )   | \$ —                |

As of March 31, 2017, the net loss estimated to be classified to interest expense over the next twelve months from AOCL is approximately \$3.0 million.

Table of ContentsMAGELLAN MIDSTREAM PARTNERS, L.P.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

We use futures contracts designated as fair value hedges under ASC 815-25, Derivatives and Hedging—Fair Value Hedges, to hedge against changes in the fair value of 0.7 million barrels of crude oil that are contractually reserved as tank bottoms and included with other noncurrent assets on our consolidated balance sheets. The effective portions of the fair value gains or losses on these futures contracts were offset by fair value gains or losses on the tank bottoms. There was no ineffectiveness recognized on these hedges. The cash flows from settled contracts were recorded in operating activities in our consolidated statements of cash flows. The gains (losses) on these futures contracts and the underlying tank bottoms were as follows (in millions):

|  | Three<br>Months<br>Ended<br>March 31,<br>2016 2017 |       |
|--|--|-------|
| Gain recognized in other income/expense on derivatives (futures contracts) | 1.5  | 3.4   |
| Loss recognized in other income/expense on hedged item (tank bottoms)      | (1.5)  | (3.4) |

The differential between the current spot price and forward price is excluded from the assessment of hedge effectiveness for these fair value hedges. For the three months ended March 31, 2016 and 2017, we recognized a gain of \$2.3 million and \$1.4 million, respectively, for the amounts we excluded from the assessment of effectiveness of these fair value hedges, which we reported as other (income) expense on our consolidated statements of income. The following table provides a summary of the effect on our consolidated statements of income for the three months ended March 31, 2016 and 2017 of derivatives accounted for under ASC 815, Derivatives and Hedging, that were not designated as hedging instruments (in thousands):

| Derivative Instrument | Location of Gain (Loss)<br>Recognized on Derivatives | Amount of Gain<br>(Loss) Recognized<br>on Derivatives<br>Three Months<br>Ended<br>March 31, |           |
|-----------------------|--|---|-----------|
|                       |  | 2016  | 2017      |
| Futures contracts     | Product sales revenue                                | \$ 15,982   | \$ 28,680 |
| Futures contracts     | Operating expenses                                   | 2,599   | —         |
| Futures contracts     | Cost of product sales                                | (428 )  | 1,237     |
|                       | Total  | \$ 18,153   | \$ 29,917 |

The impact of the derivatives in the above table was reflected as cash from operations on our consolidated statements of cash flows.

Table of ContentsMAGELLAN MIDSTREAM PARTNERS, L.P.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## Balance Sheets

The following tables provide a summary of the fair value of derivatives accounted for under ASC 815, Derivatives and Hedging, which are presented on a net basis in our consolidated balance sheets, that were designated as hedging instruments as of December 31, 2016 and March 31, 2017 (in thousands):

|                         |   | December 31, 2016 |   |                       |  |
|-------------------------|---|-------------------|---|-----------------------|--|
|                         |   | Asset Derivatives |   | Liability Derivatives |  |
| Derivative Instrument   | Balance Sheet Location                      | Fair Value        | Balance Sheet Location                      | Fair Value            |  |
| Futures contracts       | Energy commodity derivatives contracts, net | \$—               | Energy commodity derivatives contracts, net | \$3,079               |  |
| Interest rate contracts | Other noncurrent assets                     | 14,114            | Other noncurrent liabilities                | —                     |  |
|                         | Total                                       | \$14,114          | Total                                       | \$3,079               |  |
|                         |   |                   |   |                       |  |
|                         |   | March 31, 2017    |   |                       |  |
|                         |   | Asset Derivatives |   | Liability Derivatives |  |
| Derivative Instrument   | Balance Sheet Location                      | Fair Value        | Balance Sheet Location                      | Fair Value            |  |
| Futures contracts       | Energy commodity derivatives contracts, net | \$368             | Energy commodity derivatives contracts, net | \$ —                  |  |
| Interest rate contracts | Other noncurrent assets                     | 15,409            | Other noncurrent liabilities                | —                     |  |
|                         | Total                                       | \$15,777          | Total                                       | \$ —                  |  |

The following tables provide a summary of the fair value of derivatives accounted for under ASC 815, Derivatives and Hedging, which are presented on a net basis in our consolidated balance sheets, that were not designated as hedging instruments as of December 31, 2016 and March 31, 2017 (in thousands):

|                       |   | December 31, 2016 |   |                       |  |
|-----------------------|---|-------------------|---|-----------------------|--|
|                       |   | Asset Derivatives |   | Liability Derivatives |  |
| Derivative Instrument | Balance Sheet Location                      | Fair Value        | Balance Sheet Location                      | Fair Value            |  |
| Futures contracts     | Energy commodity derivatives contracts, net | \$ 6,060          | Energy commodity derivatives contracts, net | \$ 33,719             |  |
|                       |   |                   |   |                       |  |
|                       |   | March 31, 2017    |   |                       |  |
|                       |   | Asset Derivatives |   | Liability Derivatives |  |
| Derivative Instrument | Balance Sheet Location                      | Fair Value        | Balance Sheet Location                      | Fair Value            |  |
| Futures contracts     | Energy commodity derivatives contracts, net | \$ 2,672          | Energy commodity derivatives contracts, net | \$ 2,513              |  |



Table of Contents

MAGELLAN MIDSTREAM PARTNERS, L.P.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

9. Commitments and Contingencies

Environmental Liabilities

Liabilities recognized for estimated environmental costs were \$24.0 million and \$24.6 million at December 31, 2016 and March 31, 2017, respectively. We have classified environmental liabilities as current or noncurrent based on management's estimates regarding the timing of actual payments. Environmental expenses recognized as a result of changes in our environmental liabilities are generally included in operating expenses on our consolidated statements of income. Environmental expenses were \$3.5 million and \$4.3 million for the three months ended March 31, 2016 and 2017, respectively.

Environmental Receivables

Receivables from insurance carriers and other third parties related to environmental matters were \$4.1 million at December 31, 2016, of which \$0.6 million and \$3.5 million were recorded to other accounts receivable and long-term receivables, respectively, on our consolidated balance sheets. Receivables from insurance carriers and other third parties related to environmental matters were \$4.0 million at March 31, 2017, of which \$0.5 million and \$3.5 million were recorded to other accounts receivable and long-term receivables, respectively, on our consolidated balance sheets.

Other

See Note 4 – Investments in Non-Controlled Entities for detail of our guarantee on behalf of Powder Springs.

We are a party to various other claims, legal actions and complaints arising in the ordinary course of business. While the results cannot be predicted with certainty, management believes the ultimate resolution of these claims, legal actions and complaints after consideration of amounts accrued, insurance coverage or other indemnification arrangements will not have a material adverse effect on our results of operations, financial position or cash flows.

10. Long-Term Incentive Plan

We have a long-term incentive plan ("LTIP") for certain of our employees and directors of our general partner. The LTIP primarily consists of phantom units and permits the grant of awards covering an aggregate payout of 11.9 million of our limited partner units. The compensation committee of our general partner's board of directors administers our LTIP. The estimated units remaining available under the LTIP at March 31, 2017 total 2.9 million.

Table of ContentsMAGELLAN MIDSTREAM PARTNERS, L.P.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Our equity-based incentive compensation expense was as follows (in thousands):

|                           | Three Months<br>Ended March<br>31, |         |
|---------------------------|------------------------------------|---------|
|                           | 2016                               | 2017    |
| Performance-based awards: |                                    |         |
| 2014 awards               | 3,409                              | 28      |
| 2015 awards               | 1,545                              | 1,158   |
| 2016 awards               | 1,120                              | 1,049   |
| 2017 awards               | —                                  | 1,246   |
| Time-based awards         | 576                                | 666     |
| Total                     | \$6,650                            | \$4,147 |

Allocation of LTIP expense on our consolidated statements of income:

|                   |         |         |
|-------------------|---------|---------|
| G&A expense       | \$6,608 | \$4,118 |
| Operating expense | 42      | 29      |
| Total             | \$6,650 | \$4,147 |

On February 2, 2017, 207,445 phantom unit awards were issued pursuant to our LTIP. These grants included both performance-based and time-based phantom unit awards and have a three-year vesting period that will end on December 31, 2019.

On January 31, 2017, we issued 216,679 limited partner units to settle unit awards to certain employees that vested on December 31, 2016 and 23,961 limited partner units to settle the equity-based retainers paid to certain independent directors of our general partner and the final payment of deferred director compensation to a former director.

#### Basic and Diluted Net Income Per Limited Partner Unit

The difference between our actual limited partner units outstanding and our weighted-average number of limited partner units outstanding used to calculate basic net income per unit is due to the impact of: (i) the phantom units issued to non-employee directors and (ii) the weighted average effect of units actually issued during a period. The difference between the weighted-average number of limited partner units outstanding used for basic and diluted net income per unit calculations on our consolidated statements of income is primarily the dilutive effect of phantom unit grants associated with our LTIP that have not yet vested.

Table of ContentsMAGELLAN MIDSTREAM PARTNERS, L.P.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 11. Distributions

Distributions we paid during 2016 and 2017 were as follows (in thousands, except per unit amounts):

| Payment Date              | Per Unit<br>Cash<br>Distribution<br>Amount | Total Cash<br>Distribution<br>to Limited<br>Partners |
|---------------------------|--|--|
| 02/12/2016                | \$ 0.7850                                  | \$ 178,808   |
| 05/13/2016                | 0.8025                                     | 182,797  |
| 08/12/2016                | 0.8200                                     | 186,783  |
| 11/14/2016                | 0.8375                                     | 190,769  |
| Total                     | \$ 3.2450                                  | \$ 739,157   |
| 02/14/2017                | \$ 0.8550                                  | \$ 194,961   |
| 05/15/2017 <sup>(1)</sup> | 0.8725                                     | 198,951  |
| Total                     | \$ 1.7275                                  | \$ 393,912   |

(1) Our general partner's board of directors declared this cash distribution in April 2017 to be paid on May 15, 2017 to unitholders of record at the close of business on May 1, 2017.

## 12. Fair Value

Fair Value Methods and Assumptions - Financial Assets and Liabilities.

We used the following methods and assumptions in estimating fair value of our financial assets and liabilities:

Energy commodity derivatives contracts. These include exchange-traded futures contracts related to petroleum products. These contracts are carried at fair value on our consolidated balance sheets and are valued based on quoted prices in active markets. See Note 8 – Derivative Financial Instruments for further disclosures regarding these contracts.

Interest rate contracts. These include forward-starting interest rate swap agreements to hedge against the risk of variability of interest payments on future debt. These contracts are carried at fair value on our consolidated balance sheets and are valued based on an assumed exchange, at the end of each period, in an orderly transaction with a market participant in the market in which the financial instrument is traded. The exchange value was calculated using present value techniques on estimated future cash flows based on forward interest rate curves. See Note 8 – Derivative Financial Instruments for further disclosures regarding these contracts.

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Long-term receivables. These primarily include payments receivable under a direct-financing leasing arrangement and cost reimbursement payments receivable. These receivables were recorded at fair value on our consolidated balance sheets, using then-current market rates to estimate the present value of future cash flows.

Debt. The fair value of our publicly traded notes was based on the prices of those notes at December 31, 2016 and March 31, 2017; however, where recent observable market trades were not available, prices were determined using adjustments to the last traded value for that debt issuance or by adjustments to the prices of similar debt instruments of peer entities that are actively traded. The carrying amount of borrowings, if any, under our revolving credit facility and

Table of ContentsMAGELLAN MIDSTREAM PARTNERS, L.P.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

our commercial paper program approximates fair value due to the frequent repricing of these obligations.

## Fair Value Measurements - Financial Assets and Liabilities

The following tables summarize the carrying amounts, fair values and fair value measurements recorded or disclosed as of December 31, 2016 and March 31, 2017 based on the three levels established by ASC 820, Fair Value Measurements and Disclosures (in thousands):

| Assets (Liabilities)                   | December 31, 2016 |               | Fair Value Measurements using:                                 |   |   |
|--|-------------------|---------------|--|---|---|
|  | Carrying Amount   | Fair Value    | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Energy commodity derivatives contracts | \$(30,738)        | \$(30,738)    | \$(30,738)   |   |   |
| Interest rate contracts                | \$14,114          | \$14,114      | \$—  | \$14,114                                      | \$—                                       |
| Long-term receivables                  | \$23,870          | \$23,870      | \$—  | \$—   | \$23,870                                  |
| Debt                                   | \$(4,087,192)     | \$(4,262,321) | \$—  | \$(4,262,321)                                 | \$—                                       |

| Assets (Liabilities)                   | March 31, 2017  |               | Fair Value Measurements using:                                 |   |   |
|--|-----------------|---------------|--|---|---|
|  | Carrying Amount | Fair Value    | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Energy commodity derivatives contracts | \$527           | \$527         | \$527  | \$—   | \$—                                       |
| Interest rate contracts                | \$15,409        | \$15,409      | \$—  | \$15,409                                      | \$—                                       |
| Long-term receivables                  | \$23,233        | \$23,233      | \$—  | \$—   | \$23,233                                  |
| Debt                                   | \$(4,203,080)   | \$(4,391,501) | \$—  | \$(4,391,501)                                 | \$—                                       |

## 13. Related Party Transactions

Barry R. Pearl is an independent member of our general partner's board of directors and was also a director of the general partner of Targa Resources Partners, L.P. ("Targa") through February 29, 2016. In the normal course of business, we purchase butane from subsidiaries of Targa. During Mr. Pearl's tenure as a director of the general partner of Targa, we made purchases of butane from subsidiaries of Targa of \$4.7 million for the period from January 1, 2016 through February 29, 2016.

Stacy P. Methvin is an independent member of our general partner's board of directors and is also a director of one of our customers. We received tariff revenue from this customer of \$3.0 million and \$4.1 million, respectively, for the three months ended March 31, 2016 and 2017. We recorded receivables of \$1.4 million and \$1.5 million from this customer at December 31, 2016 and March 31, 2017, respectively. The tariff revenue we recognized from this customer was in the normal course of business, with rates determined in accordance with published tariffs.

Table of Contents

MAGELLAN MIDSTREAM PARTNERS, L.P.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

See Note 4 – Investments in Non-Controlled Entities for a discussion of affiliate joint venture transactions we account for under the equity method.

14. Subsequent Events

Recognizable events

No recognizable events occurred subsequent to March 31, 2017.

Non-recognizable events

Cash Distribution. In April 2017, our general partner's board of directors declared a quarterly distribution of \$0.8725 per unit to be paid on May 15, 2017 to unitholders of record at the close of business on May 1, 2017. The total cash distributions expected to be paid under this declaration are approximately \$199.0 million.

Table of Contents

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

Introduction

We are a publicly traded limited partnership principally engaged in the transportation, storage and distribution of refined petroleum products and crude oil. As of March 31, 2017, our asset portfolio, including the assets of our joint ventures, consisted of:

- our refined products segment, comprised of our 9,700-mile refined products pipeline system with 53 terminals as well as 26 independent terminals not connected to our pipeline system and our 1,100-mile ammonia pipeline system;

- our crude oil segment, comprised of approximately 2,200 miles of crude oil pipelines and storage facilities with an aggregate storage capacity of approximately 26 million barrels, of which 17 million barrels are used for contract storage; and

- our marine storage segment, consisting of five marine terminals located along coastal waterways with an aggregate storage capacity of approximately 26 million barrels.

The following discussion provides an analysis of the results for each of our operating segments, an overview of our liquidity and capital resources and other items related to our partnership. The following discussion and analysis should be read in conjunction with (i) our accompanying interim consolidated financial statements and related notes and (ii) our consolidated financial statements, related notes and management's discussion and analysis of financial condition and results of operations included in our Annual Report on Form 10-K for the year ended December 31, 2016.

Recent Developments

**Cash Distribution.** In April 2017, the board of directors of our general partner declared a quarterly cash distribution of \$0.8725 per unit for the period of January 1, 2017 through March 31, 2017. This quarterly cash distribution will be paid on May 15, 2017 to unitholders of record on May 1, 2017. Total distributions expected to be paid under this declaration are approximately \$199.0 million.

**Corpus Christi Splitter.** The sole customer of our Corpus Christi condensate splitter, an affiliate of Trafigura, AG, gave notice to terminate its contract in January 2017, and we initiated legal action at that time to seek all available remedies. In March 2017, new agreements were entered into as part of an amicable resolution of the dispute between the parties under the previous contracts, and the legal action was dismissed with prejudice. See Legal Proceedings in Item 1 of Part II for further details. We expect to begin commercial operations of the condensate splitter during late second quarter 2017.

Table of Contents

Results of Operations

We believe that investors benefit from having access to the same financial measures utilized by management. Operating margin, which is presented in the following table, is an important measure used by management to evaluate the economic performance of our core operations. Operating margin is not a generally accepted accounting principles (“GAAP”) measure, but the components of operating margin are computed using amounts that are determined in accordance with GAAP. A reconciliation of operating margin to operating profit, which is its nearest comparable GAAP financial measure, is included in the following table. Operating profit includes expense items, such as depreciation and amortization expense and general and administrative (“G&A”) expense, which management does not focus on when evaluating the core profitability of our separate operating segments. Additionally, product margin, which management primarily uses to evaluate the profitability of our commodity-related activities, is provided in this table. Product margin is a non-GAAP measure; however, its components of product sales revenue and cost of product sales are determined in accordance with GAAP. Our butane blending, fractionation and other commodity-related activities generate significant revenue. We believe the product margin from these activities, which takes into account the related cost of product sales, better represents its importance to our results of operations.

Table of Contents

Three Months Ended March 31, 2016 compared to Three Months Ended March 31, 2017

|  | Three Months<br>Ended March 31, |         | Variance<br>Favorable<br>(Unfavorable) |          |
|--|---------------------------------|---------|--|----------|
|  | 2016                            | 2017    | \$ Change                              | % Change |
| Financial Highlights (\$ in millions, except operating statistics) |                                 |         |  |          |
| Transportation and terminals revenue:                              |                                 |         |  |          |
| Refined products   | \$224.8                         | \$241.9 | \$17.1                                 | 8        |
| Crude oil  | 101.7                           | 105.1   | 3.4                                    | 3        |
| Marine storage   | 43.6                            | 46.4    | 2.8                                    | 6        |
| Intersegment eliminations  | —                               | (0.7 )  | (0.7 )                                 | n/a      |
| Total transportation and terminals revenue                         | 370.1                           | 392.7   | 22.6                                   | 6        |
| Affiliate management fee revenue                                   | 3.2                             | 3.8     | 0.6                                    | 19       |
| Operating expenses:  |                                 |         |  |          |
| Refined products   | 85.8                            | 93.5    | (7.7 )                                 | (9)      |
| Crude oil  | 21.1                            | 27.4    | (6.3 )                                 | (30)     |
| Marine storage   | 17.2                            | 12.7    | 4.5                                    | 26       |
| Intersegment eliminations  | (1.2 )                          | (2.0 )  | 0.8                                    | 67       |
| Total operating expenses   | 122.9                           | 131.6   | (8.7 )                                 | (7)      |
| Product margin:  |                                 |         |  |          |
| Product sales revenue  | 146.5                           | 245.6   | 99.1                                   | 68       |
| Cost of product sales  | 113.6                           | 172.9   | (59.3 )                                | (52)     |
| Product margin   | 32.9                            | 72.7    | 39.8                                   | 121      |
| Earnings of non-controlled entities                                | 17.6                            | 21.5    | 3.9                                    | 22       |
| Operating margin   | 300.9                           | 359.1   | 58.2                                   | 19       |
| Depreciation and amortization expense                              | 43.8                            | 47.3    | (3.5 )                                 | (8)      |
| G&A expense  | 40.6                            | 40.3    | 0.3                                    | 1        |
| Operating profit   | 216.5                           | 271.5   | 55.0                                   | 25       |
| Interest expense (net of interest income and interest capitalized) | 37.2                            | 46.7    | (9.5 )                                 | (26)     |
| Gain on exchange of interest in non-controlled entity              | (26.9 )                         | —       | (26.9 )                                | (100)    |
| Other expense (income)   | (1.8 )                          | 1.2     | (3.0 )                                 | n/a      |
| Income before provision for income taxes                           | 208.0                           | 223.6   | 15.6                                   | 8        |
| Provision for income taxes   | 0.9                             | 0.9     | —                                      | —        |
| Net income   | \$207.1                         | \$222.7 | \$15.6                                 | 8        |
| Operating Statistics:  |                                 |         |  |          |
| Refined products:  |                                 |         |  |          |
| Transportation revenue per barrel shipped                          | \$1.416                         | \$1.461 |  |          |
| Volume shipped (million barrels):                                  |                                 |         |  |          |
| Gasoline   | 61.1                            | 66.2    |  |          |
| Distillates  | 36.3                            | 37.9    |  |          |
| Aviation fuel  | 5.5                             | 5.9     |  |          |
| Liquefied petroleum gases  | 1.6                             | 1.1     |  |          |
| Total volume shipped   | 104.5                           | 111.1   |  |          |
| Crude oil:   |                                 |         |  |          |
| Magellan 100%-owned assets:  |                                 |         |  |          |
| Transportation revenue per barrel shipped                          | \$1.447                         | \$1.543 |  |          |
| Volume shipped (million barrels)                                   | 43.7                            | 41.3    |  |          |

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|  |      |      |
|--|------|------|
| Crude oil terminal average utilization (million barrels per month) | 14.4 | 16.5 |
| Select joint venture pipelines:                                    |      |      |
| BridgeTex - volume shipped (million barrels) <sup>(1)</sup>        | 18.8 | 18.9 |
| Saddlehorn - volume shipped (million barrels) <sup>(2)</sup>       | —    | 4.0  |
| Marine storage:  |      |      |
| Marine terminal average utilization (million barrels per month)    | 23.5 | 24.0 |

(1) These volumes reflect the total shipments for the BridgeTex pipeline, which is owned 50% by us.

(2) These volumes reflect the total shipments for the Saddlehorn pipeline, which began operations in September 2016 and is owned 40% by us.



Table of Contents

Transportation and terminals revenue increased \$22.6 million resulting from:

an increase in refined products revenue of \$17.1 million. Shipments increased in the current period primarily due to volumes from recent growth projects, including our Little Rock pipeline extension which commenced commercial operations in July 2016, and stronger demand for refined products. The average rate per barrel in the current period was favorably impacted by the mid-year 2016 tariff adjustment, which was an approximate 2% average increase. Additionally, revenue from storage and other ancillary services along our pipeline system increased due to increased customer activity;

an increase in crude oil revenue of \$3.4 million primarily due to new storage contracts and higher transportation revenue, as lower shipments mainly on our Houston distribution system were more than offset by higher average rates primarily resulting from deficiency revenue for volume committed but not moved; and

an increase in marine storage revenue of \$2.8 million primarily due to higher ancillary fees reflecting increased customer activities at our marine facilities and in part due to newly constructed tankage.

Operating expenses increased by \$8.7 million primarily resulting from:

an increase in refined products expenses of \$7.7 million primarily due to higher asset integrity spending related to the timing of maintenance work, rental costs for a pipeline segment we began leasing in third quarter 2016 in connection with our Little Rock pipeline and higher asset retirements, partially offset by more favorable product overages (which reduce operating expenses);

an increase in crude oil expenses of \$6.3 million primarily due to less favorable product overages and higher asset integrity spending; and

a decrease in marine storage expenses of \$4.5 million primarily due to favorable product overages and lower asset integrity spending due to timing of maintenance work.

Product sales revenue resulted primarily from our butane blending activities, transmix fractionation and the sale of product gains from our operations. We utilize futures contracts to hedge against changes in the price of petroleum products we expect to sell in future periods, as well as to hedge against changes in the price of butane we expect to purchase. See Note 8 – Derivative Financial Instruments in Item 1 of Part I for a discussion of our hedging strategies and how our use of futures contracts impacts our product margin. Product margin increased \$39.8 million primarily due to higher recognition of gains on futures contracts in the current period. See Other Items—Commodity Derivative Agreements—Impact of Commodity Derivatives on Results of Operations below for more information about our futures contracts.

Earnings of non-controlled entities increased \$3.9 million primarily attributable to increased earnings from Saddlehorn Pipeline Company, LLC (“Saddlehorn”), which began operating during third quarter 2016.

Depreciation and amortization increased \$3.5 million primarily due to commencement of depreciation of expansion capital projects recently placed into service.

Interest expense, net of interest income and interest capitalized, increased \$9.5 million in first quarter 2017, primarily due to higher outstanding debt and lower capitalized interest in the current period. Our average outstanding debt increased from \$3.7 billion in first quarter 2016 to \$4.2 billion in first quarter 2017 primarily due to borrowings for expansion capital expenditures. In addition, our weighted-average interest rate of 4.8% in first quarter 2017 was higher than the 4.6% rate incurred in first quarter 2016.

In first quarter 2016, we recognized a \$26.9 million non-cash gain related to the transfer of our 50% membership interest in Osage Pipe Line Company, LLC (“Osage”). See Note 4 – Investments in Non-Controlled Entities of the consolidated financial statements included in Item 1 of this report for more details regarding this transaction.

Table of Contents

Other expense (income) was \$3.0 million unfavorable due to higher costs related to pension settlements in the current period and a less favorable non-cash adjustment in the current period for the change in the differential between the current spot price and forward price on fair value hedges associated with our crude oil tank bottoms.

Table of Contents

## Distributable Cash Flow

We calculate the non-GAAP measures of distributable cash flow (“DCF”) and adjusted EBITDA in the table below. Management uses DCF as a basis for recommending to our general partner’s board of directors the amount of cash distributions to be paid to our limited partners each period. Management also uses DCF as a basis for determining the payouts for the performance-based awards issued under our equity-based compensation plan. Adjusted EBITDA is an important measure that we and the investment community use to assess the financial results of an entity. We believe that investors benefit from having access to the same financial measures utilized by management for these evaluations. A reconciliation of DCF and adjusted EBITDA for the three months ended March 31, 2016 and 2017 to net income, which is its nearest comparable GAAP financial measure, follows (in millions):

|   | Three Months<br>Ended March 31, |         | Increase<br>(Decrease) |
|---|---------------------------------|---------|------------------------|
|   | 2016                            | 2017    |                        |
| Net income  | \$207.1                         | \$222.7 | \$ 15.6                |
| Interest expense, net   | 37.2                            | 46.7    | 9.5                    |
| Depreciation and amortization   | 43.8                            | 47.3    | 3.5                    |
| Equity-based incentive compensation <sup>(1)</sup>  | (7.7 )                          | (9.7 )  | (2.0 )                 |
| Loss on sale and retirement of assets   | 2.3                             | 3.5     | 1.2                    |
| Gain on exchange of interest in non-controlled entity <sup>(2)</sup>  | (26.9 )                         | —       | 26.9                   |
| Commodity-related adjustments:  |                                 |         |                        |
| Derivative (gains) losses recognized in the period associated with future product transactions <sup>(4)</sup>                 | (8.0 )                          | (6.7 )  | 1.3                    |
| Derivative gains (losses) recognized in previous periods associated with product sales completed in the period <sup>(4)</sup> | 21.7                            | (20.0 ) | (41.7 )                |
| Lower-of-cost-or-market adjustments <sup>(5)</sup>  | (1.7 )                          | 2.9     | 4.6                    |
| Total commodity-related adjustments   | 12.0                            | (23.8 ) | (35.8 )                |
| Cash distributions received from non-controlled entities in excess of (less than) earnings                                    | 2.3                             | 0.2     | (2.1 )                 |
| Other <sup>(3)</sup>  | —                               | 1.4     | 1.4                    |
| Adjusted EBITDA   | 270.1                           | 288.3   | 18.2                   |
| Interest expense, net, excluding debt issuance cost amortization  | (36.5 )                         | (45.9 ) | (9.4 )                 |
| Maintenance capital <sup>(6)</sup>  | (28.3 )                         | (14.8 ) | 13.5                   |
| DCF   | \$205.3                         | \$227.6 | \$ 22.3                |

Because we intend to satisfy vesting of unit awards under our equity-based incentive compensation plan with the issuance of limited partner units, expenses related to this plan generally are deemed non-cash and added back for DCF purposes. Total equity-based incentive compensation expense for the three months ended March 31, 2016 and <sup>(1)</sup> 2017 was \$6.7 million and \$4.2 million, respectively. However, the figures above include adjustments of \$14.4 million and \$13.9 million, respectively, for cash payments associated with our equity-based incentive compensation plan, which primarily include tax withholdings.

In February 2016, we transferred our 50% membership interest in Osage to an affiliate of HollyFrontier Corporation (“HFC”). In conjunction with this transaction, we entered into several commercial agreements with <sup>(2)</sup> affiliates of HFC, which were recorded as intangible assets and other receivables on our consolidated balance sheets. We recorded a \$26.9 million non-cash gain in relation to this transaction.

In conjunction with the February 2016 Osage transaction, HFC agreed to make certain payments to us until HFC <sup>(3)</sup> completes a connection to our El Paso terminal. These payments replace distributions we would have received had the Osage transaction not occurred and are, therefore, included in our calculation of DCF.

Certain derivatives we use as economic hedges have not been designated as hedges for accounting purposes and the mark-to-market changes of these derivatives are recognized currently in earnings. In addition, we have  
(4) designated certain derivatives we use to hedge our crude oil tank bottoms as fair value hedges and the change in the differential between the current spot price and forward price on

30

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## Table of Contents

these hedges is recognized currently in earnings. We exclude the net impact of both of these adjustments from our determination of DCF until the hedged products are physically sold. In the period in which these hedged products are physically sold, the net impact of the associated hedges is included in our determination of DCF.

We add the amount of lower-of-cost-or-market (“LCM”) adjustments on inventory and firm purchase commitments (5) we recognize in each applicable period to determine DCF as these are non-cash charges against income. In subsequent periods when we physically sell or purchase the related products, we deduct the LCM adjustments previously recognized to determine DCF.

Maintenance capital expenditures maintain our existing assets and do not generate incremental DCF (i.e. (6) incremental returns to our unitholders). For this reason, we deduct maintenance capital expenditures to determine DCF.

## Liquidity and Capital Resources

### Cash Flows and Capital Expenditures

**Operating Activities.** Operating cash flows consist of net income adjusted for certain non-cash items and changes in certain assets and liabilities.

Net cash provided by operating activities was \$209.6 million and \$265.3 million for the three months ended March 31, 2016 and 2017, respectively. The \$55.7 million increase in 2017 was due to adjustments for non-cash items, higher net income as previously described and changes in our working capital.

**Investing Activities.** Investing cash flows consist primarily of capital expenditures and investments in non-controlled entities.

Net cash used by investing activities for the three months ended March 31, 2016 and 2017 was \$199.0 million and \$181.1 million, respectively. During 2017, we incurred \$142.6 million for capital expenditures, which included \$14.8 million for maintenance capital and \$127.8 million for expansion capital. Also during the 2017 period, we contributed capital of \$44.5 million in conjunction with our joint venture capital projects, which we account for as investments in non-controlled entities. During 2016, we incurred \$139.6 million for capital expenditures, which included \$28.3 million for maintenance capital and \$111.3 million for expansion capital. Also during the 2016 period, we contributed capital of \$61.7 million in conjunction with our joint venture capital projects.

**Financing Activities.** Financing cash flows consist primarily of distributions to our unitholders and borrowings and repayments under long-term notes and our commercial paper program.

Net cash provided by financing activities for the three months ended March 31, 2016 was \$170.7 million, and net cash used by financing activities for the three months ended March 31, 2017 was \$91.9 million. During 2017, we have paid cash distributions of \$195.0 million to our unitholders. Additionally, net commercial paper borrowings during the 2017 period were \$117.0 million. Also, in January 2017, the cumulative amounts of the January 2014 equity-based incentive compensation awards were settled by issuing 216,679 limited partner units and distributing those units to the long-term incentive plan (“LTIP”) participants, resulting in payments primarily associated with tax withholdings of \$13.9 million. During 2016, we paid cash distributions of \$178.8 million to our unitholders. Additionally, we received net proceeds of \$649.2 million from borrowings under long-term notes, which were used in part to repay borrowings outstanding under our commercial paper program and for general partnership purposes, including expansion capital. Also, in February 2016, the cumulative amounts of the January 2013 equity-based incentive compensation awards were settled by issuing 350,552 limited partner units and distributing those units to the LTIP participants, resulting in payments of associated tax withholdings of \$14.4 million.

The quarterly distribution amount related to our first quarter 2017 financial results (to be paid in second quarter 2017) is \$0.8725 per unit. If we are able to meet management’s targeted distribution growth of 8% for 2017 and the number of outstanding limited partner units remains at 228.0 million, total cash distributions of approximately \$818 million will be paid to our unitholders related to 2017 earnings. Management believes we will have sufficient DCF to fund

these distributions.

31

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## Table of Contents

### Capital Requirements

Our businesses require continual investments to maintain, upgrade or enhance existing operations and to ensure compliance with safety and environmental regulations. Capital spending consists primarily of:

• Maintenance capital expenditures. These expenditures include costs required to maintain equipment reliability and safety and to address environmental or other regulatory requirements rather than to generate incremental DCF; and Expansion capital expenditures. These expenditures are undertaken primarily to generate incremental DCF and include costs to acquire additional assets to grow our business and to expand or upgrade our existing facilities, which we refer to as organic growth projects. Organic growth projects include, for example, capital expenditures that increase storage or throughput volumes or develop pipeline connections to new supply sources.

For the three months ended March 31, 2017, our maintenance capital spending was \$14.8 million. For 2017, we expect to spend approximately \$90 million on maintenance capital.

During the first three months of 2017, we spent \$127.8 million for organic growth capital and contributed \$44.5 million for capital projects in conjunction with our joint ventures. Based on the progress of expansion projects already underway, we expect to spend approximately \$600 million for expansion capital during 2017, with an additional \$350 million in 2018 to complete our current projects.

### Liquidity

Cash generated from operations is our primary source of liquidity for funding debt service, maintenance capital expenditures and quarterly distributions to our unitholders. Additional liquidity for purposes other than quarterly distributions, such as expansion capital expenditures and debt repayments, is available through borrowings under our commercial paper program and revolving credit facilities, as well as from other borrowings or issuances of debt or limited partner units (see Note 7 – Debt of the consolidated financial statements included in Item 1 of Part I of this report for detail of our borrowings and debt outstanding at December 31, 2016 and March 31, 2017). If capital markets do not permit us to issue additional debt and equity securities, our business may be adversely affected, and we may not be able to acquire additional assets and businesses, fund organic growth projects or continue paying cash distributions at the current level.

### Off-Balance Sheet Arrangements

None.

### Environmental

Our operations are subject to federal, state and local environmental laws and regulations. We have accrued liabilities for estimated costs at our facilities and properties. We record liabilities when environmental costs are probable and can be reasonably estimated. The determination of amounts recorded for environmental liabilities involves significant judgments and assumptions by management. Due to the inherent uncertainties involved in determining environmental liabilities, it is reasonably possible that the actual amounts required to extinguish these liabilities could be materially different from those we have recognized.





Table of Contents

## Other Items

Commodity Derivative Agreements. Certain of the business activities in which we engage result in our owning various commodities, which exposes us to commodity price risk. We use forward physical commodity contracts and exchange-based futures contracts to help manage this commodity price risk. We use forward physical contracts to purchase butane and sell refined products. We account for these forward physical contracts as normal purchase and sale contracts, using traditional accrual accounting. We use futures contracts to hedge against changes in prices of refined products and crude oil that we expect to sell and of butane that we expect to purchase in future periods. We use and account for those futures contracts that qualify for hedge accounting treatment as either cash flow or fair value hedges, and we use and account for those futures contracts that do not qualify for hedge accounting treatment as economic hedges.

As of and for the three months ended March 31, 2017, our open derivative contracts and the impact of the derivatives we settled during the period were as follows:

Futures contracts to hedge against future price changes of certain crude oil tank bottoms, which we account for as fair value hedges. The cumulative amount of gains from these agreements was recorded as an adjustment to the asset being hedged, and there has been no ineffectiveness recognized for these hedges. We exclude the differential between the current spot price and forward price from our assessment of hedge effectiveness for these fair value hedges, and we recognize the net change in this excluded amount as other income on our consolidated statements of income.

Futures contracts used to hedge sales and purchases of refined products, crude oil and butane related to our tender deductions, product overages, butane blending, fractionation and certain crude oil inventory activities. These contracts were accounted for as economic hedges, with the change in fair value of contracts that hedge future sales recorded to product sales, and the change in fair value of contracts that hedge future purchases recorded to cost of product sales.

For further information regarding the quantities of refined products and crude oil hedged at March 31, 2017 and the fair value of open hedge contracts at that date, please see Item 3. Quantitative and Qualitative Disclosures about Market Risk.

The following tables provide a summary of the impacts of the mark-to-market gains and losses associated with these futures contracts on our results of operations for the respective periods presented (in millions):

|  | Three Months Ended March 31, 2016 |                             |                      |                 |                                   |
|--|-----------------------------------|-----------------------------|----------------------|-----------------|-----------------------------------|
|  | Product<br>Sales<br>Revenues      | Cost of<br>Product<br>Sales | Operating<br>Expense | Other<br>Income | Net<br>Impact<br>on Net<br>Income |
| Gains recorded on open futures contracts during the period               | \$2.1                             | \$ 0.1                      | \$ 0.5               | \$ 2.3          | \$ 5.0                            |
| Gains (losses) recognized on settled futures contracts during the period | 13.9                              | (0.5 )                      | 2.1                  | —               | 15.5                              |
| Net impact of futures contracts  | \$16.0                            | \$ (0.4 )                   | \$ 2.6               | \$ 2.3          | \$ 20.5                           |

Table of Contents

|   | Three Months Ended March 31, 2017 |                             |                      |                 | Net<br>Impact<br>on Net<br>Income |
|---|-----------------------------------|-----------------------------|----------------------|-----------------|-----------------------------------|
|   | Product<br>Sales<br>Revenue       | Cost of<br>Product<br>Sales | Operating<br>Expense | Other<br>Income |                                   |
| Gains (losses) recorded on open futures contracts during the period | \$5.0                             | \$ (0.2 )                   | \$                   | —\$ 1.4         | \$ 6.2                            |
| Gains recognized on settled futures contracts during the period     | 23.7                              | 1.4                         | —                    | —               | 25.1                              |
| Net impact of futures contracts                                     | \$28.7                            | \$ 1.2                      | \$                   | —\$ 1.4         | \$ 31.3                           |

Related Party Transactions. See Note 13 – Related Party Transactions in Item 1 of Part I of this report for detail of our related party transactions.

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

We may be exposed to market risk through changes in commodity prices and interest rates and have established policies to monitor and control these market risks. We use derivative agreements to help manage our exposure to commodity price and interest rate risks.

#### Commodity Price Risk

Our commodity price risk primarily arises from our butane blending and fractionation activities, and from managing product overages associated with our refined products and crude oil pipelines and certain tank bottoms. We use derivatives such as forward physical contracts and exchange-traded futures contracts to help us manage commodity price risk.

Forward physical contracts that qualify for and are elected as normal purchases and sales are accounted for using traditional accrual accounting. As of March 31, 2017, we had commitments under forward purchase and sale contracts as follows (in millions):

|   | Total  | < 1<br>Year | 1 - 3<br>Years |
|---|--------|-------------|----------------|
| Forward purchase contracts – notional value | \$78.2 | \$36.0      | \$42.2         |
| Forward purchase contracts – barrels        | 2.2    | 0.9         | 1.3            |
| Forward sales contracts – notional value    | \$26.2 | \$26.2      | \$—            |
| Forward sales contracts – barrels           | 0.4    | 0.4         | —              |

We use futures contracts to hedge against changes in the price of petroleum products we expect to sell or purchase. At March 31, 2017, the fair value of our open futures contracts, representing 3.4 million barrels of petroleum products we expect to sell and 0.1 million barrels of butane we expect to purchase, was a net asset of \$0.5 million. Contracts representing 0.7 million barrels of petroleum products we expect to sell qualified for hedge accounting treatment, and we designated and accounted for these contracts as fair value hedges. The remaining contracts did not qualify for hedge accounting treatment under ASC 815, Derivatives and Hedging, and we accounted for these contracts as economic hedges, with changes in fair value recognized currently in earnings. With respect to these contracts, a \$10.00 per barrel increase (decrease) in the prices of petroleum products related to the contracts representing 2.7 million barrels we expect to sell would result in a \$27.0 million decrease (increase) in our operating profit, while a \$10.00 per barrel increase (decrease) in the price of butane would result in \$1.0 million increase (decrease) in our operating profit. These increases or decreases in operating profit would be substantially offset by

higher or lower product sales revenue or cost of product sales when the physical sale or purchase of those products occurs. These contracts may be for the purchase or sale of products in markets different from those in which we are attempting to hedge our exposure, and the resulting hedges may not eliminate all price risks.

Table of Contents

Interest Rate Risk

Our use of variable rate debt and any forecasted issuances of fixed rate debt expose us to interest rate risk.

We entered into \$100.0 million of forward-starting interest rate swap agreements during 2016 to hedge against the risk of variability of future interest payments on a portion of debt we anticipate issuing in 2018. The fair value of these contracts at March 31, 2017 was a net asset of \$15.4 million. We account for these agreements as cash flow hedges. A 0.125% decrease in interest rates would result in a decrease in the fair value of this asset of approximately \$2.3 million. A 0.125% increase in interest rates would result in an increase in the fair value of approximately \$2.2 million.

ITEM 4. CONTROLS AND PROCEDURES

We performed an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in rule 13a-14(c) of the Securities Exchange Act) as of the end of the period covered by the date of this report. We performed this evaluation under the supervision and with the participation of our management, including our general partner's Chief Executive Officer and Chief Financial Officer. Based upon that evaluation, our general partner's Chief Executive Officer and Chief Financial Officer concluded that these disclosure controls and practices are effective in providing reasonable assurance that all required disclosures are included in the current report.

Additionally, these disclosure controls and practices are effective in ensuring that information required to be disclosed is accumulated and communicated to our Chief Executive Officer and Chief Financial Officer to allow timely decisions regarding required disclosures. There has been no change in our internal control over financial reporting (as defined in Rule 13a-15(f) of the Securities Exchange Act) during the quarter ended March 31, 2017 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

Forward-Looking Statements

Certain matters discussed in this Quarterly Report on Form 10-Q include forward-looking statements within the meaning of the federal securities laws that discuss our expected future results based on current and pending business operations. Forward-looking statements can be identified by words such as “anticipates,” “believes,” “continue,” “could,” “estimates,” “expects,” “forecasts,” “goal,” “guidance,” “intends,” “may,” “might,” “plans,” “potential,” “projected,” “scheduled” and other similar expressions. Although we believe our forward-looking statements are based on reasonable assumptions, statements made regarding future results are not guarantees of future performance and are subject to numerous assumptions, uncertainties and risks that are difficult to predict. Therefore, actual outcomes and results may be materially different from the results stated or implied in such forward-looking statements included in this report.

The following are among the important factors that could cause future results to differ materially from any projected, forecasted, estimated or budgeted amounts we have discussed in this report:

- overall demand for refined products, crude oil, liquefied petroleum gases and ammonia in the U.S.;
- price fluctuations for refined products, crude oil, liquefied petroleum gases and ammonia and expectations about future prices for these products;
- changes in the production of crude oil in the basins served by our pipelines;
- changes in general economic conditions, interest rates and price levels;
- changes in the financial condition of our customers, vendors, derivatives counterparties, lenders or joint venture co-owners;
- our ability to secure financing in the credit and capital markets in amounts and on terms that will allow us to execute our growth strategy, refinance our existing obligations when due and maintain adequate liquidity;
- development of alternative energy sources, including but not limited to natural gas, solar power, wind power and geothermal energy, increased use of biofuels such as ethanol and biodiesel, increased conservation or fuel efficiency, as well as regulatory developments or other trends that could affect demand for our services;
- changes in the throughput or interruption in service of refined products or crude oil pipelines owned and operated by third parties and connected to our assets;
- changes in demand for storage in our refined products, crude oil or marine terminals;
- changes in supply and demand patterns for our facilities due to geopolitical events, the activities of the Organization of the Petroleum Exporting Countries, changes in U.S. trade policies or in laws governing the importing and exporting of petroleum products, technological developments or other factors;
- our ability to manage interest rate and commodity price exposures;
- changes in our tariff rates or other terms of service implemented by the Federal Energy Regulatory Commission, the U.S. Surface Transportation Board or state regulatory agencies;
- shut-downs or cutbacks at refineries, oil wells, petrochemical plants, ammonia production facilities or other customers or businesses that use or supply our services;
- the effect of weather patterns and other natural phenomena, including climate change, on our operations and demand for our services;
- an increase in the competition our operations encounter;
- the occurrence of natural disasters, terrorism, operational hazards, equipment failures, system failures or unforeseen interruptions;
- our ability to obtain adequate levels of insurance at a reasonable cost, and the potential for losses to exceed the insurance coverage we do obtain;
- the treatment of us as a corporation for federal or state income tax purposes or if we become subject to significant forms of other taxation or more aggressive enforcement or increased assessments under existing forms of taxation;
- our ability to identify expansion projects or to complete identified expansion projects on time and at projected costs;



Table of Contents

our ability to make and integrate accretive acquisitions and joint ventures and successfully execute our business strategy;

uncertainty of estimates, including accruals and costs of environmental remediation;

our ability to cooperate with and rely on our joint venture co-owners;

actions by rating agencies concerning our credit ratings;

our ability to timely obtain and maintain all necessary approvals, consents and permits required to operate our existing assets and to construct, acquire and operate any new or modified assets;

our ability to promptly obtain all necessary services, materials, labor, supplies and rights-of-way required for construction of our growth projects, and to complete construction without significant delays, disputes or cost overruns;

risks inherent in the use and security of information systems in our business and implementation of new software and hardware;

changes in laws and regulations that govern product quality specifications or renewable fuel obligations that could impact our ability to produce gasoline volumes through our butane blending activities or that could require significant capital outlays for compliance;

changes in laws and regulations to which we or our customers are or could become subject, including tax withholding requirements, safety, security, employment, hydraulic fracturing, derivatives transactions, trade and environmental laws and regulations, including laws and regulations designed to address climate change;

the cost and effects of legal and administrative claims and proceedings against us or our subsidiaries;

the amount of our indebtedness, which could make us vulnerable to general adverse economic and industry conditions, limit our ability to borrow additional funds, place us at competitive disadvantages compared to our competitors that have less debt or have other adverse consequences;

the effect of changes in accounting policies;

the potential that our internal controls may not be adequate, weaknesses may be discovered or remediation of any identified weaknesses may not be successful;

the ability and intent of our customers, vendors, lenders, joint venture co-owners or other third parties to perform on their contractual obligations to us;

petroleum product supply disruptions;

global and domestic repercussions from terrorist activities, including cyber attacks, and the government's response thereto; and

other factors and uncertainties inherent in the transportation, storage and distribution of petroleum products and ammonia, and the operation, acquisition and construction of assets related to such activities.

This list of important factors is not exclusive. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, changes in assumptions or otherwise.

Table of Contents

PART II  
OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Condensate Splitter Litigation. On January 27, 2017, our subsidiary, Magellan Processing, L.P., filed suit against Trafigura Trading LLC (“Trafigura”), in the District Court of Harris County, Texas, alleging breach of contract under the tolling agreement and revenue commitment agreement executed by the parties in connection with the condensate splitter we have constructed at our Corpus Christi terminal. On March 11, 2017, the parties entered into a new feedstock tolling agreement for Trafigura’s exclusive use of the condensate splitter and a new revenue commitment agreement for Trafigura’s use of three common carrier pipelines constructed as part of the condensate splitter project. The new agreements were entered into as part of an amicable resolution of the dispute between the parties under the previous contracts. On March 21, 2017, Magellan Processing, L.P.’s lawsuit against Trafigura was dismissed with prejudice as part of such resolution.

Anhydrous Ammonia Event. On October 17, 2016, we experienced a release of anhydrous ammonia on our ammonia pipeline system near Tekamah, Nebraska. The release resulted in a fatality and other possible injuries. The National Transportation Safety Board is investigating the event. We are currently unable to estimate the full impact of this event. However, we believe the impact on our financial position and results of operations is not likely to be material as defined by the SEC.

Settlement of Clean Water Act Claims. In July 2011, we received an information request from the EPA pursuant to Section 308 of the Clean Water Act regarding a pipeline release near Texas City, Texas in February 2011 (the “Texas Release”). In April 2012, we received a similar information request from the EPA pursuant to Section 308 of the Clean Water Act regarding a pipeline release near Nemaha, Nebraska in December 2011 (the “Nebraska Release”). In October 2015, we received a letter from the U.S. Department of Justice (“DOJ Letter”) stating that the Clean Water Act claims arising out of the Texas Release, the Nebraska Release and a pipeline release near El Dorado, Kansas in May 2015 had all been referred to the U.S. Department of Justice for enforcement. In January 2017, we agreed to settle these enforcement claims for payment of \$2 million and certain related injunctive relief regarding ongoing remediation efforts and future training and safety matters.

U.S. Oil Recovery, EPA ID No.: TXN000607093 Superfund Site. We have liability at the U.S. Oil Recovery Superfund Site in Pasadena, Texas as a potential responsible party (“PRP”) under Section 107(a) of the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended (“CERCLA”). As a result of the EPA’s Administrative Settlement Agreement and Order on Consent for Removal Action, filed August 25, 2011, EPA Region 6, CERCLA Docket No. 06-10-11, we voluntarily entered into the PRP group responsible for the site investigation, stabilization and subsequent site cleanup. We have paid \$15,000 associated with the assessment phase. Until this assessment phase has been completed, we cannot reasonably estimate our proportionate share of the remediation costs associated with this site. While the results cannot be reasonably estimated, we believe the ultimate resolution of this matter will not have a material impact on our results of operations, financial position or cash flows.

Lake Calumet Cluster Site, EPA ID No.: ILD000716852 Superfund Site. We have liability at the Lake Calumet Cluster Superfund Site in Chicago, Illinois as a PRP under Sections 107(a) and 113(f)(1) of CERCLA. As a result of the EPA’s Administrative Settlement Agreement and Order for Remedial Investigation/Feasibility Study of June 2013, we voluntarily entered into the PRP group responsible for the investigation, cleanup and installation of an appropriate clay cap over the site. We have paid \$8,000 associated with the Remedial Investigation/Feasibility Study and cleanup costs to date. Our projected portion of the estimated cap installation is \$55,000. While the results cannot be predicted



with certainty, we believe the ultimate resolution of this matter will not have a material impact on our results of operations, financial position or cash flows.

Table of Contents

We are a party to various other claims, legal actions and complaints arising in the ordinary course of business. While the results cannot be predicted with certainty, management believes the ultimate resolution of these claims, legal actions and complaints after consideration of amounts accrued, insurance coverage or other indemnification arrangements will not have a material adverse effect on our future results of operations, financial position or cash flows.

ITEM 1A. RISK FACTORS

In addition to the information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A. "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2016, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not our only risks. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also could materially adversely affect our business, financial condition or operating results.

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.

ITEM 6. EXHIBITS

The exhibits listed on the accompanying Index to Exhibits are filed or incorporated by reference as part of this report, and such Index to Exhibits is incorporated herein by reference.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized in Tulsa, Oklahoma on May 3, 2017.

MAGELLAN  
MIDSTREAM  
PARTNERS, L.P.

By: Magellan GP, LLC,  
its general partner

/s/ Aaron L. Milford  
Aaron L. Milford  
Chief Financial Officer  
(Principal Accounting  
and Financial Officer)

Table of Contents

INDEX TO EXHIBITS

| Exhibit<br>Number   | Description  |
|---------------------|--|
| <u>Exhibit 3.1</u>  | Amendment No. 2 dated January 16, 2017 to Fifth Amended and Restated Agreement of Limited Partnership of Magellan Midstream Partners, L.P. dated as of September 28, 2009 (filed as Exhibit 3.2 to Form 8-K filed January 17, 2017). |
| <u>Exhibit 3.2</u>  | Amendment No. 1 dated January 16, 2017 to Third Amended and Restated Limited Liability Company Agreement of Magellan GP, LLC dated as of September 28, 2009 (filed as Exhibit 3.1 to Form 8-K filed January 17, 2017).               |
| <u>Exhibit 12</u>   | <del>Ratio of earnings to fixed charges.</del>   |
| <u>Exhibit 31.1</u> | <del>Certification of Michael N. Mears, principal executive officer.</del>   |
| <u>Exhibit 31.2</u> | <del>Certification of Aaron L. Milford, principal financial officer.</del>   |
| <u>Exhibit 32.1</u> | <del>Section 1350 Certification of Michael N. Mears, Chief Executive Officer.</del>  |
| <u>Exhibit 32.2</u> | <del>Section 1350 Certification of Aaron L. Milford, Chief Financial Officer.</del>  |
| Exhibit<br>101.INS  | <del>XBRL Instance Document.</del>   |
| Exhibit<br>101.SCH  | <del>XBRL Taxonomy Extension Schema.</del>   |
| Exhibit<br>101.CAL  | <del>XBRL Taxonomy Extension Calculation Linkbase.</del>   |
| Exhibit<br>101.DEF  | <del>XBRL Taxonomy Extension Definition Linkbase.</del>  |
| Exhibit<br>101.LAB  | <del>XBRL Taxonomy Extension Label Linkbase.</del>   |
| Exhibit<br>101.PRE  | <del>XBRL Taxonomy Extension Presentation Linkbase.</del>  |