SUBURBAN PROPANE PARTNERS LP
Form 10-Q
May 05, 2011

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

þ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the quarterly period ended March 26, 2011

o **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
Commission File Number: 1-14222
SUBURBAN PROPANE PARTNERS, L.P.
(Exact name of registrant as specified in its charter)

Delaware	**22-3410353**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

240 Route 10 West
Whippany, NJ 07981
(973) 887-5300
(Address, including zip code, and telephone number,
including area code, of registrant s principal executive offices)

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 þ No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§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 þ No o

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

Large accelerated filer þ	Accelerated filer o	Non-accelerated filer o (do not check if a smaller reporting company)	Smaller reporting company o

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

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DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements (Forward-Looking Statements) as defined in the Private Securities Litigation Reform Act of 1995 and Section 27A of the Securities Act of 1933, as amended, relating to future business expectations and predictions and financial condition and results of operations of Suburban Propane Partners, L.P. (the Partnership). Some of these statements can be identified by the use of forward-looking terminology such as prospects, outlook, believes, estimates, intends, may, will, should, anticipates, the negative or other variation of these or similar words, or by discussion of trends and conditions, strategies or risks and uncertainties. These Forward-Looking Statements involve certain risks and uncertainties that could cause actual results to differ materially from those discussed or implied in such Forward-Looking Statements (statements contained in this Quarterly Report identifying such risks and uncertainties are referred to as Cautionary Statements). The risks and uncertainties and their impact on the Partnership s results include, but are not limited to, the following risks:

- The impact of weather conditions on the demand for propane, fuel oil and other refined fuels, natural gas and electricity;
- Volatility in the unit cost of propane, fuel oil and other refined fuels and natural gas, the impact of the Partnership s hedging and risk management activities, and the adverse impact of price increases on volumes as a result of customer conservation;
- The ability of the Partnership to compete with other suppliers of propane, fuel oil and other energy sources;
- The impact on the price and supply of propane, fuel oil and other refined fuels from the political, military or economic instability of the oil producing nations, global terrorism and other general economic conditions;
- The ability of the Partnership to acquire and maintain reliable transportation for its propane, fuel oil and other refined fuels;
- The ability of the Partnership to retain customers or acquire new customers;
- The impact of customer conservation, energy efficiency and technology advances on the demand for propane, fuel oil and other refined fuels, natural gas and electricity;
- The ability of management to continue to control expenses;
- The impact of changes in applicable statutes and government regulations, or their interpretations, including those relating to the environment and global warming, derivative instruments and other regulatory developments on the Partnership s business;
- The impact of changes in tax regulations that could adversely affect the tax treatment of the Partnership for federal income tax purposes;
- The impact of legal proceedings on the Partnership s business;
- The impact of operating hazards that could adversely affect the Partnership s operating results to the extent not covered by insurance;
- The Partnership s ability to make strategic acquisitions and successfully integrate them;
- The impact of current conditions in the global capital and credit markets, and general economic pressures; and
- Other risks referenced from time to time in filings with the Securities and Exchange Commission (SEC) and those factors listed or incorporated by reference into the Partnership s Annual Report under Risk Factors.

Some of these Forward-Looking Statements are discussed in more detail in Management s Discussion and Analysis of Financial Condition and Results of Operations in this Quarterly Report. Reference is also made to the risk factors discussed in Item 1A of our Annual Report on Form 10-K for the fiscal year ended September 25, 2010. On different occasions, the Partnership or its representatives have made or may make Forward-Looking Statements in other filings with the SEC, press releases or oral statements made by or with the approval of one of the Partnership s authorized executive officers. Readers are cautioned not to place undue reliance on Forward-Looking Statements, which reflect management s view only as of the date made. The Partnership undertakes no obligation to update any Forward-Looking Statement or Cautionary Statement except as otherwise required by law. All subsequent written and oral Forward-Looking Statements attributable to the Partnership or persons acting on its behalf are expressly qualified in their entirety by the Cautionary Statements in this Quarterly Report and in future SEC reports.

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SUBURBAN PROPANE PARTNERS, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands)
(unaudited)

	March 26, 2011	September 25, 2010
ASSETS		
Current assets:		
Cash and cash equivalents	$ 136,923	$ 156,908
Accounts receivable, less allowance for doubtful accounts of $6,646 and $5,403, respectively	142,052	60,383
Inventories	59,802	61,047
Other current assets	16,943	18,089
Total current assets	355,720	296,427
Property, plant and equipment, net	345,682	350,420
Goodwill	277,651	277,244
Other assets	43,479	46,169
Total assets	$ 1,022,532	$ 970,260
LIABILITIES AND PARTNERS CAPITAL		
Current liabilities:		
Accounts payable	$ 50,016	$ 39,886
Accrued employment and benefit costs	23,770	28,624
Customer deposits and advances	31,036	63,579
Other current liabilities	31,418	32,425
Total current liabilities	136,240	164,514
Long-term borrowings	348,061	347,953
Accrued insurance	39,757	44,965
Other liabilities	44,281	47,991
Total liabilities	568,339	605,423
Commitments and contingencies		
Partners capital:		
Common Unitholders (35,398 and 35,318 units issued and outstanding at March 26, 2011 and September 25, 2010, respectively)	507,668	422,063
Accumulated other comprehensive loss	(53,475)	(57,226)
Total partners capital	454,193	364,837
Total liabilities and partners capital	$ 1,022,532	$ 970,260

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

SUBURBAN PROPANE PARTNERS, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per unit amounts)
(unaudited)

	Three Months Ended	
	March 26, 2011	March 27, 2010
Revenues		
Propane	$ 358,309	$ 369,341
Fuel oil and refined fuels	63,518	61,311
Natural gas and electricity	32,689	28,841
All other	9,586	9,670
	464,102	469,163
Costs and expenses		
Cost of products sold	259,832	248,459
Operating	76,007	78,508
General and administrative	10,576	20,257
Severance charges	2,000	
Depreciation and amortization	8,454	7,142
	356,869	354,366
Operating income	107,233	114,797
Loss on debt extinguishment		9,473
Interest expense, net	6,819	6,608
Income before provision for income taxes	100,414	98,716
Provision for income taxes	98	328
Net income	$ 100,316	$ 98,388
Income per Common Unit basic	$ 2.82	$ 2.78
Weighted average number of Common Units outstanding basic	35,513	35,343
Income per Common Unit diluted	$ 2.81	$ 2.76
Weighted average number of Common Units outstanding diluted	35,757	35,622

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

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SUBURBAN PROPANE PARTNERS, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per unit amounts)
(unaudited)

	Six Months Ended	
	March 26, 2011	**March 27, 2010**
Revenues		
Propane	$ 617,710	$ 602,872
Fuel oil and refined fuels	101,920	100,558
Natural gas and electricity	51,657	45,703
All other	21,122	21,462
	792,409	770,595
Costs and expenses		
Cost of products sold	446,336	398,825
Operating	145,084	152,995
General and administrative	24,781	33,995
Severance charges	2,000	
Depreciation and amortization	16,634	14,226
	634,835	600,041
Operating income	157,574	170,554
Loss on debt extinguishment		9,473
Interest expense, net	13,665	13,791
Income before provision for income taxes	143,909	147,290
Provision for income taxes	464	527
Net income	$ 143,445	$ 146,763
Income per Common Unit basic	$ 4.04	$ 4.15
Weighted average number of Common Units outstanding basic	35,494	35,332
Income per Common Unit diluted	$ 4.02	$ 4.12
Weighted average number of Common Units outstanding diluted	35,717	35,581

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

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SUBURBAN PROPANE PARTNERS, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Six Months Ended	
	March 26, 2011	March 27, 2010
Cash flows from operating activities:		
Net income	$ 143,445	$ 146,763
Adjustments to reconcile net income to net cash provided by operations:		
Depreciation and amortization	16,634	14,226
Loss on debt extinguishment		9,473
Other, net	570	2,877
Changes in assets and liabilities:		
Accounts receivable	(81,669)	(84,461)
Inventories	1,384	3,774
Other current and noncurrent assets	2,617	1,159
Accounts payable	10,427	10,509
Accrued employment and benefit costs	(4,854)	(14,093)
Customer deposits and advances	(32,543)	(33,079)
Accrued insurance	(5,208)	7,026
Other current and noncurrent liabilities	(965)	(6,843)
Net cash provided by operating activities	49,838	57,331
Cash flows from investing activities:		
Capital expenditures	(11,417)	(9,450)
Acquisition of business	(3,195)	
Proceeds from sale of property, plant and equipment	5,028	2,300
Net cash (used in) investing activities	(9,584)	(7,150)
Cash flows from financing activities:		
Repayments of long-term borrowings, including premium and fees		(256,510)
Proceeds from long-term borrowings		247,840
Issuance costs associated with long-term borrowings		(5,018)
Partnership distributions	(60,239)	(58,754)
Net cash (used in) financing activities	(60,239)	(72,442)
Net (decrease) in cash and cash equivalents	(19,985)	(22,261)
Cash and cash equivalents at beginning of period	156,908	163,173
Cash and cash equivalents at end of period	$ 136,923	$ 140,912

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

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SUBURBAN PROPANE PARTNERS, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF PARTNERS CAPITAL
(in thousands)
(unaudited)

	Number of Common Units	Common Unitholders	Accumulated Other Comprehensive (Loss)	Total Partners Capital	Comprehensive Income
Balance at September 25, 2010	35,318	$ 422,063	$ (57,226)	$ 364,837	
Net income		143,445		143,445	$ 143,445
Other comprehensive income:					
Unrealized gains on cash flow hedges			226	226	226
Reclassification of realized losses on cash flow hedges into earnings			1,428	1,428	1,428
Amortization of net actuarial losses and prior service credits into earnings			2,097	2,097	2,097
Comprehensive income					$ 147,196
Partnership distributions		(60,239)		(60,239)	
Common Units issued under Restricted Unit Plans	80				
Compensation cost recognized under Restricted Unit Plans, net of forfeitures		2,399		2,399	
Balance at March 26, 2011	35,398	$ 507,668	$ (53,475)	$ 454,193	

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

SUBURBAN PROPANE PARTNERS, L.P. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per unit amounts)
(unaudited)

1. Partnership Organization and Formation

Suburban Propane Partners, L.P. (the Partnership) is a publicly traded Delaware limited partnership principally engaged, through its operating partnership and subsidiaries, in the retail marketing and distribution of propane, fuel oil and refined fuels, as well as the marketing of natural gas and electricity in deregulated markets. In addition, to complement its core marketing and distribution businesses, the Partnership services a wide variety of home comfort equipment, particularly for heating and ventilation. The publicly traded limited partner interests in the Partnership are evidenced by common units traded on the New York Stock Exchange (Common Units), with 35,397,754 Common Units outstanding at March 26, 2011. The holders of Common Units are entitled to participate in distributions and exercise the rights and privileges available to limited partners under the Third Amended and Restated Agreement of Limited Partnership (the Partnership Agreement), adopted on October 19, 2006 following approval by Common Unitholders at the Partnership s Tri-Annual Meeting and as thereafter amended by the Board of Supervisors on July 31, 2007, pursuant to the authority granted to the Board in the Partnership Agreement. Rights and privileges under the Partnership Agreement include, among other things, the election of all members of the Board of Supervisors and voting on the removal of the general partner.

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

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

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

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

2. Basis of Presentation

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

The accompanying condensed consolidated financial statements are unaudited and have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission (SEC). They include all adjustments that the Partnership considers necessary for a fair statement of the results for the interim periods presented. Such adjustments consist only of normal recurring items, unless otherwise disclosed. These financial statements should be read in conjunction with the Partnership s Annual Report on Form 10-K for the fiscal year ended September 25, 2010. Due to the seasonal nature of the Partnership s operations, the results of operations for interim periods are not necessarily indicative of the results to be expected for a full year.

Fiscal Period. The Partnership s fiscal periods end on the last Saturday of the quarter.

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

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

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

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

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

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

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

3. Financial Instruments and Risk Management

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

Derivative Instruments and Hedging Activities.

Commodity Price Risk. Given the retail nature of its operations, the Partnership maintains a certain level of priced physical inventory to ensure its field operations have adequate supply commensurate with the time of year. The Partnership s strategy is to keep its physical inventory priced relatively close to market for its field operations. The Partnership enters into a combination of exchange-traded futures and option contracts and, in certain instances, over-the-counter option contracts (collectively, derivative instruments) to hedge price risk associated with propane and fuel oil physical inventories, as well as anticipated future purchases of propane or fuel oil to be used in its operations and to ensure adequate supply during periods of high demand. Under this risk management strategy, realized gains or losses on derivative instruments will typically offset losses or gains on the physical inventory once the product is

sold. All of the Partnership s derivative instruments are reported on the condensed consolidated balance sheet at their fair values. In addition, in the course of normal operations, the Partnership routinely enters into contracts such as forward priced physical contracts for the purchase or sale of propane and fuel oil that qualify for and are designated as normal purchase or normal sale contracts. Such contracts are exempted from the fair value accounting requirements and are accounted for at the time product is purchased or sold under the related contract. The Partnership does not use derivative instruments for speculative trading purposes. Market risks associated with futures, options and forward contracts are monitored daily for compliance with the Partnership s Hedging and Risk Management Policy which includes volume limits for open positions. Priced on-hand inventory is also reviewed and managed daily as to exposures to changing market prices.

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

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

The Partnership measures the fair value of its exchange-traded options and futures contracts using Level 1 inputs, the fair value of its interest rate swaps using Level 2 inputs and the fair value of its over-the-counter options contracts using Level 3 inputs. The Partnership s over-the-counter options contracts are valued based on an internal option model. The inputs utilized in the model are based on publicly available information as well as broker quotes.

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The following summarizes the gross fair value of the Partnership s derivative instruments and their location in the condensed consolidated balance sheet as of March 26, 2011 and September 25, 2010, respectively:

	As of March 26, 2011		As of September 25, 2010	
Asset Derivatives	Location	Fair Value	Location	Fair Value
Derivatives not designated as hedging instruments:				
Commodity options	Other current assets	$ 2,024	Other current assets	$ 2,601
Commodity futures	Other current assets		Other current assets	22
		$ 2,024		$ 2,623
Liability Derivatives	Location	Fair Value	Location	Fair Value
Derivatives designated as hedging instruments:				
Interest rate swaps	Other current liabilities	$ 2,683	Other current liabilities	$ 2,740
	Other liabilities	1,964	Other liabilities	3,561
		$ 4,647		$ 6,301
Derivatives not designated as hedging instruments:				
Commodity options	Other current liabilities	$ 353	Other current liabilities	$ 641
Commodity futures	Other current liabilities	65	Other current liabilities	1,838
		$ 418		$ 2,479

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

	Fair Value Measurement Using Significant Unobservable Inputs (Level 3)			
	Six Months Ended March 26, 2011		Six Months Ended March 27, 2010	
	Assets	Liabilities	Assets	Liabilities

Beginning balance of over-the-counter options	$	1,509	$	29	$	1,675	$	844
Beginning balance realized during the period		(833)		(11)		(710)		(693)
Contracts purchased during the period		475						
Change in the fair value of beginning balance		(41)		(18)		(566)		(151)
Ending balance of over-the-counter options	$	1,110	$		$	399	$	

As of March 26, 2011 and September 25, 2010, the Partnership s outstanding commodity-related derivatives had a weighted average maturity of approximately 4 months and 3 months, respectively.

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The effect of the Partnership s derivative instruments on the condensed consolidated statement of operations for the three and six months ended March 26, 2011 and March 27, 2010 are as follows:

Derivatives in Cash Flow Hedging Relationships	Three months ended March 26, 2011 Gains (Losses) Recognized in OCI (Effective Portion)	Three months ended March 26, 2011 Gains (Losses) Reclassified from Accumulated OCI into Income (Effective Portion) Location	Amount	Three months ended March 27, 2010 Gains (Losses) Recognized in OCI (Effective Portion)	Three months ended March 27, 2010 Gains (Losses) Reclassified from Accumulated OCI into Income (Effective Portion) Location	Amount
Interest rate swap	$ (352)	Interest expense	$ (704)	$ (1,472)	Interest expense	$ (1,041)
	$ (352)		$ (704)	$ (1,472)		$ (1,041)

Derivatives Not Designated as Hedging Instruments	Location of Gains (Losses) Recognized in Income	Amount of Unrealized Gains (Losses) Recognized in Income	Location of Gains (Losses) Recognized in Income	Amount of Unrealized Gains (Losses) Recognized in Income
Options	Cost of products sold	$ 766	Cost of products sold	$ (2,820)
Futures	Cost of products sold	3,357	Cost of products sold	1,087
		$ 4,123		$ (1,733)

Derivatives in Cash Flow Hedging Relationships	Six months ended March 26, 2011 Gains (Losses) Recognized in OCI (Effective Portion)	Six months ended March 26, 2011 Gains (Losses) Reclassified from Accumulated OCI into Income (Effective Portion) Location	Amount	Six months ended March 27, 2010 Gains (Losses) Recognized in OCI (Effective Portion)	Six months ended March 27, 2010 Gains (Losses) Reclassified from Accumulated OCI into Income (Effective Portion) Location	Amount
Interest rate swap	$ 226	Interest expense	$ (1,428)	$ (1,883)	Interest expense	$ (2,075)
	$ 226		$ (1,428)	$ (1,883)		$ (2,075)

Derivatives Not Designated as	Location of Gains	Amount of Unrealized Gains (Losses)	Location of Gains	Amount of Unrealized Gains (Losses)

Hedging Instruments	(Losses) Recognized in Income		Recognized in Income	(Losses) Recognized in Income		Recognized in Income
Options	Cost of products sold	$	799	Cost of products sold	$	(1,279)
Futures	Cost of products sold		1,751	Cost of products sold		(3,861)
		$	2,550		$	(5,140)

Bank Debt and Senior Notes. The fair value of the Revolving Credit Facility (defined below) approximates the carrying value since the interest rates are periodically adjusted to reflect market conditions. Based upon quoted market prices, the fair value of the Partnership s 2020 senior notes was $268,375 and $269,375 as of March 26, 2011 and September 25, 2010, respectively.

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4. Inventories

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

	As of	
	March 26, 2011	September 25, 2010
Propane, fuel oil and refined fuels and natural gas	$ 58,453	$ 59,836
Appliances and related parts	1,349	1,211
	$ 59,802	$ 61,047

5. Goodwill

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

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

	As of	
	March 26, 2011	September 25, 2010
Propane	$ 265,313	$ 264,906
Fuel oil and refined fuels	4,438	4,438
Natural gas and electricity	7,900	7,900
	$ 277,651	$ 277,244

During the six months ended March 26, 2011 the Partnership acquired the net assets of a propane business. The impact on the condensed consolidated balance sheet and the pro forma results of operations was not considered material for disclosure purposes.

6. Net Income Per Common Unit

Computations of basic income per Common Unit are performed by dividing net income by the weighted average number of outstanding Common Units, and restricted units granted under the restricted unit plans to retirement-eligible grantees. Computations of diluted income per Common Unit are performed by dividing net income by the weighted average number of outstanding Common Units and unvested restricted units granted under the restricted unit plans. In computing diluted net income per Common Unit, weighted average units outstanding used to compute basic net income per Common Unit were increased by 244,092 and 223,057 units for the three and six months ended March 26, 2011, respectively, and 279,033 and 249,371 for the three and six months ended March 27, 2010, respectively, to reflect the potential dilutive effect of the unvested restricted units outstanding using the treasury stock method.

7. Long-Term Borrowings

Long-term borrowings consist of the following:

	As of	
	March 26, 2011	September 25, 2010
7.375% senior notes, due March 15, 2020, net of unamortized discount of $1,939 and $2,047, respectively	$ 248,061	$ 247,953
Revolving credit facility, due June 25, 2013	100,000	100,000
	$ 348,061	$ 347,953

On March 23, 2010, the Partnership and its wholly-owned subsidiary, Suburban Energy Finance Corporation, completed a public offering of $250,000 in aggregate principal amount of 7.375% senior notes due 2020 (the 2020 Senior Notes). The 2020 Senior Notes were issued at 99.136% of the principal amount. The net proceeds from the issuance, along with cash on hand, were used to repurchase the previously outstanding 6.875% senior notes due 2013 on March 23, 2010 through a redemption and tender offer. In connection with the repurchase of the 2013 Senior Notes, the Partnership recognized a loss on the extinguishment of debt of $9,473 in the second quarter of fiscal 2010, consisting of $7,231 for the repurchase premium and related fees, as well as the write-off of $2,242 in unamortized debt origination costs and unamortized discount.

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

The Operating Partnership has a Credit Agreement (the Credit Agreement) that provides for a four-year $250,000 revolving credit facility (the Revolving Credit Facility) of which, $100,000 was outstanding as of March 26, 2011 and September 25, 2010. Borrowings under the Revolving Credit Facility may be used for general corporate purposes, including working capital, capital expenditures and acquisitions until maturity on June 25, 2013. The Operating Partnership has the right to prepay any borrowings under the Revolving Credit Facility, in whole or in part, without penalty at any time prior to maturity. In addition, the Partnership has standby letters of credit issued under the Revolving Credit Facility in the aggregate amount of $54,856 primarily in support of retention levels under its self-insurance programs, which expire periodically through April 15, 2012. Therefore, as of March 26, 2011 the Partnership had available borrowing capacity of $95,144 under the Revolving Credit Facility.

Borrowings under the Revolving Credit Facility bear interest at prevailing interest rates based upon, at the Operating Partnership s option, LIBOR plus the applicable margin or the base rate, defined as the higher of the Federal Funds Rate plus $^{1}/2$ of 1%, the agent bank s prime rate, or LIBOR plus 1%, plus in each case the applicable margin. The applicable margin is dependent upon the Partnership s ratio of total debt to EBITDA on a consolidated basis, as defined in the Revolving Credit Facility. As of March 26, 2011, the interest rate for the Revolving Credit Facility was approximately 3.3%. The interest rate and the applicable margin will be reset at the end of each calendar quarter.

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

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

The Revolving Credit Facility and the 2020 Senior Notes both contain various restrictive and affirmative covenants applicable to the Operating Partnership and the Partnership, respectively, including (i) restrictions on the incurrence of additional indebtedness, and (ii) restrictions on certain liens, investments, guarantees, loans, advances, payments, mergers, consolidations, distributions, sales of assets and other transactions. The Revolving Credit Facility contains certain financial covenants (a) requiring the Partnership s consolidated interest coverage ratio, as defined, to be not less than 2.5 to 1.0 as of the end of any fiscal quarter; (b) prohibiting the total consolidated leverage ratio, as defined, of the Partnership from being greater than 4.5 to 1.0 as of the end of any fiscal quarter; and (c) prohibiting the Operating Partnership s senior secured consolidated leverage ratio, as defined, from being greater than 3.0 to 1.0 as of the end of any fiscal quarter. Under the indenture governing the 2020 Senior Notes, the Partnership is generally permitted to make cash distributions equal to available cash, as defined, as of the end of the immediately preceding quarter, if no event of default exists or would exist upon making such distributions, and the Partnership s consolidated fixed charge coverage ratio, as defined, is greater than 1.75 to 1. The Partnership and the Operating Partnership were in compliance with all covenants and terms of the 2020 Senior Notes and the Revolving Credit Facility as of March 26, 2011.

Debt origination costs representing the costs incurred in connection with the placement of, and the subsequent amendment to, long-term borrowings are capitalized within other assets and amortized on a straight-line basis over the term of the respective debt agreements. Other assets at March 26, 2011 and September 25, 2010 include debt origination costs with a net carrying amount of $8,182 and $9,157, respectively.

The aggregate amounts of long-term debt maturities subsequent to March 26, 2011 are as follows: 2010 through 2012: $-0-; 2013: $100,000; 2014: $-0-; and thereafter: $250,000.

8. Distributions of Available Cash

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

On April 21, 2011, the Partnership announced a quarterly distribution of $0.8525 per Common Unit, or $3.41 per Common Unit on an annualized basis, in respect of the second quarter of fiscal 2011, payable on May 10, 2011 to holders of record on May 3, 2011. The annualized distribution represents a growth rate of 1.5% compared to the second quarter of fiscal 2010.

9. Unit-Based Compensation Arrangements

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

Restricted Unit Plans. In fiscal 2000 and fiscal 2009, the Partnership adopted the Suburban Propane Partners, L.P. 2000 Restricted Unit Plan and 2009 Restricted Unit Plan (collectively, the Restricted Unit Plans), respectively, which authorize the issuance of Common Units to executives, managers and other employees and members of the Board of Supervisors of the Partnership. The total number of Common Units authorized for issuance under the Restricted Unit Plans is 1,910,887. Unless otherwise stipulated by the Compensation Committee of the Board of Supervisors on or before the grant date, restricted units issued under the Restricted Unit Plans vest over time with 25% of the Common Units vesting on the third and fourth anniversaries of the grant date and the remaining 50% of the Common Units vesting on the fifth anniversary of the grant date. The Restricted Unit Plans participants are not eligible to receive quarterly distributions or vote their respective restricted units until vested. Because each restricted unit represents a promise to issue a Common Unit at a future date, restricted units cannot be sold or transferred prior to vesting. The fair value of the restricted unit is established by the market price of the Common Unit on the date of grant, net of estimated future distributions during the vesting period. Restricted units are subject to forfeiture in certain circumstances as defined in the Restricted Unit Plans. Compensation expense for the unvested awards is recognized ratably over the vesting periods and is net of estimated forfeitures.

During the six months ended March 26, 2011, the Partnership awarded 116,033 restricted units under the Restricted Unit Plans at an aggregate grant date fair value of $4,769. The following is a summary of activity for the Restricted Unit Plans for the six months ended March 26, 2011:

	Units	Weighted Average Grant Date Fair Value Per Unit
Outstanding September 25, 2010	481,267	$ 29.67
Awarded	116,033	41.10
Forfeited	(11,682)	(31.57)
Issued	(79,694)	(25.21)
Outstanding March 26, 2011	505,924	$ 32.95

As of March 26, 2011, unrecognized compensation cost related to unvested restricted units awarded under the Restricted Unit Plans amounted to $7,565. Compensation cost associated with unvested awards is expected to be recognized over a weighted-average period of 1.9 years. Compensation expense recognized under the Restricted Unit Plans, net of forfeitures, for the three and six months ended March 26, 2011 was $1,067 and $2,399, respectively, and $1,025 and $2,017 for the three and six months ended March 27, 2010, respectively.

Long-Term Incentive Plan. The Partnership has a non-qualified, unfunded long-term incentive plan for officers and key employees (the LTIP) which provides for payment, in the form of cash, of an award of equity-based compensation at the end of a three-year performance period. The level of compensation earned under the LTIP is based on the market performance of the Partnership s Common Units on the basis of total return to Unitholders (TRU) compared to the TRU of a predetermined peer group consisting solely of other master limited partnerships, approved by the Compensation Committee of the Board of Supervisors, over the same three-year performance period. As a result of the quarterly remeasurement of the liability for awards under the LTIP, compensation expense for the three and six months ended March 26, 2011 was $645 and $1,501, respectively, and $584 and $1,619 for the three and six months ended March 27, 2010, respectively. As of March 26, 2011 and September 25, 2010, the Partnership had a liability included within accrued employment and benefit costs (or other liabilities, as applicable) of $5,162 and $6,258, respectively, related to estimated future payments under the LTIP.

10. Commitments and Contingencies

Self-Insurance. The Partnership is self-insured for general and product, workers compensation and automobile liabilities up to predetermined thresholds above which third party insurance applies. As of March 26, 2011 and September 25, 2010, the Partnership had accrued insurance liabilities of $51,787 and $55,445, respectively,

representing the total estimated losses under these self-insurance programs. The Partnership is also involved in various legal actions that have arisen in the normal course of business, including those relating to commercial transactions and product liability. Although any litigation is inherently uncertain, based on the information currently available to the Partnership, management does not believe that existing legal actions will have a material adverse effect on the Partnership s financial position or future results of operations, after considering its self-insurance reserves for known and unasserted claims, as well as existing insurance policies in force. For the portion of the estimated self-insurance liability that exceeds insurance deductibles, the Partnership records an asset within other assets (or other current assets, as applicable) related to the amount of the liability expected to be covered by insurance which amounted to $16,736 and $17,990 as of March 26, 2011 and September 25, 2010, respectively.

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11. Guarantees

The Partnership has residual value guarantees associated with certain of its operating leases, related primarily to transportation equipment, with remaining lease periods scheduled to expire periodically through fiscal 2018. Upon completion of the lease period, the Partnership guarantees that the fair value of the equipment will equal or exceed the guaranteed amount, or the Partnership will pay the lessor the difference. Although the fair value of equipment at the end of its lease term has historically exceeded the guaranteed amounts, the maximum potential amount of aggregate future payments the Partnership could be required to make under these leasing arrangements, assuming the equipment is deemed worthless at the end of the lease term, was $9,637 as of March 26, 2011. The fair value of residual value guarantees for outstanding operating leases was de minimis as of March 26, 2011 and September 25, 2010.

12. Pension Plans and Other Postretirement Benefits

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

	Pension Benefits			
	Three Months Ended		Six Months Ended	
	March 26, 2011	March 27, 2010	March 26, 2011	March 27, 2010
Interest cost	$ 1,705	$ 1,876	$ 3,411	$ 3,752
Expected return on plan assets	(1,573)	(2,020)	(3,147)	(4,040)
Recognized net actuarial loss	1,180	1,343	2,360	2,686
Net periodic benefit cost	$ 1,312	$ 1,199	$ 2,624	$ 2,398

	Postretirement Benefits			
	Three Months Ended		Six Months Ended	
	March 26, 2011	March 27, 2010	March 26, 2011	March 27, 2010
Service Cost	$ 2	$ 2	$ 4	$ 4
Interest cost	213	253	427	506
Amortization of prior service costs	(122)	(123)	(244)	(245)
Recognized net actuarial loss	(9)	(16)	(18)	(32)
Net periodic benefit cost	$ 84	$ 116	$ 169	$ 233

There are no projected minimum employer contribution requirements under ERISA laws for fiscal 2011 under our defined benefit pension plan. The projected annual contribution requirements related to the Partnership s postretirement health care and life insurance benefit plan for fiscal 2011 is $1,620, of which $808 has been contributed during the six months ended March 26, 2011.

13. Income Taxes

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

The earnings of the Partnership s Corporate Entities are subject to federal and state income taxes. However, the Corporate Entities have experienced operating losses in recent years, and therefore a full valuation allowance has been provided against the deferred tax assets. As a result, at present, many of those Corporate Entities do not report a tax provision. The conclusion that a full valuation allowance is necessary was based upon an analysis of all available evidence, both negative and positive at the balance sheet date, which, taken as a whole, indicates that it is more likely than not that sufficient future taxable income will not be available to utilize the deferred tax assets of the Corporate Entities. Management s periodic reviews include, among other things, the nature and amount of the taxable income, the expected timing of when assets will be used or liabilities will be required to be reported and the reliability of historical profitability of businesses expected to provide future earnings. Furthermore, management considered tax-planning strategies it could use to increase the likelihood that the deferred tax assets will be realized.

In prior business combinations, the Partnership acquired (or established in purchasing accounting, as applicable) deferred tax assets. Certain provisions of the accounting guidance concerning business combinations, in particular a provision related to the accounting for acquired tax benefits, are required to be applied regardless of when the business combination occurred. Therefore, to the extent the Partnership s Corporate Entities generate taxable profits that enable the utilization of tax benefits acquired in prior business combinations, the corresponding reduction in the valuation allowance will be recorded as a reduction in the provision for income taxes. This reduction in tax expense would generally be offset either currently or over time, by an increase in tax expense associated with the taxable income that enabled utilization of the deferred tax asset.

14. Segment Information

The Partnership manages and evaluates its operations in five operating segments, three of which are reportable segments: Propane, Fuel Oil and Refined Fuels and Natural Gas and Electricity. The chief operating decision maker evaluates performance of the operating segments using a number of performance measures, including gross margins and income before interest expense and provision for income taxes (operating profit). Costs excluded from these profit measures are captured in Corporate and include corporate overhead expenses not allocated to the operating segments. Unallocated corporate overhead expenses include all costs of back office support functions that are reported as general and administrative expenses within the condensed consolidated statements of operations. In addition, certain costs associated with field operations support that are reported in operating expenses within the condensed consolidated statements of operations, including purchasing, training and safety, are not allocated to the individual operating segments. Thus, operating profit for each operating segment includes only the costs that are directly attributable to the operations of the individual segment. The accounting policies of the operating segments are otherwise the same as those described in the summary of significant accounting policies Note in the Partnership s Annual Report on Form 10-K for the fiscal year ended September 25, 2010.

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

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The fuel oil and refined fuels segment is primarily engaged in the retail distribution of fuel oil, diesel, kerosene and gasoline to residential and commercial customers for use primarily as a source of heat in homes and buildings.
The natural gas and electricity segment is engaged in the marketing of natural gas and electricity to residential and commercial customers in the deregulated energy markets of New York and Pennsylvania. Under this operating segment, the Partnership owns the relationship with the end consumer and has agreements with the local distribution companies to deliver the natural gas or electricity from the Partnership s suppliers to the customer.
Activities in the all other category include the Partnership s service business, which is primarily engaged in the sale, installation and servicing of a wide variety of home comfort equipment, particularly in the areas of heating and ventilation, and activities from the Partnership s HomeTown Hearth & Grill and Suburban Franchising subsidiaries.

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

	Three Months Ended		Six Months Ended	
	March 26, 2011	March 27, 2010	March 26, 2011	March 27, 2010
Revenues:				
Propane	$ 358,309	$ 369,341	$ 617,710	$ 602,872
Fuel oil and refined fuels	63,518	61,311	101,920	100,558
Natural gas and electricity	32,689	28,841	51,657	45,703
All other	9,586	9,670	21,122	21,462
Total revenues	$ 464,102	$ 469,163	$ 792,409	$ 770,595
Operating income:				
Propane	$ 108,128	$ 124,780	$ 173,266	$ 198,678
Fuel oil and refined fuels	13,033	14,694	14,755	14,844
Natural gas and electricity	5,375	4,674	8,620	7,219
All other	(2,951)	(4,139)	(5,514)	(8,213)
Corporate	(16,352)	(25,212)	(33,553)	(41,974)
Total operating income	107,233	114,797	157,574	170,554
Reconciliation to net income:				
Loss on debt extinguishment		9,473		9,473
Interest expense, net	6,819	6,608	13,665	13,791
Provision for income taxes	98	328	464	527
Net income	$ 100,316	$ 98,388	$ 143,445	$ 146,763
Depreciation and amortization:				
Propane	$ 4,800	$ 3,711	$ 9,493	$ 7,361
Fuel oil and refined fuels	617	778	1,271	1,544
Natural gas and electricity	224	253	447	506
All other	98	42	105	125
Corporate	2,715	2,358	5,318	4,690
Total depreciation and amortization	$ 8,454	$ 7,142	$ 16,634	$ 14,226

	As of	
	March 26, 2011	September 25, 2010
Assets:		
Propane	$ 759,319	$ 693,699
Fuel oil and refined fuels	59,418	57,681
Natural gas and electricity	24,547	21,552

All other	3,784	3,042
Corporate	263,445	282,267
Eliminations	(87,981)	(87,981)
Total assets	$ 1,022,532	$ 970,260

15. Subsequent Events

The Partnership has evaluated all subsequent events that occurred after the balance sheet date through the date its financial statements were issued, and concluded there were no events or transactions occurring during this period that required recognition or disclosure in its financial statements.

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

The following is a discussion of the financial condition and results of operations of the Partnership as of and for the three and six months ended March 26, 2011. The discussion should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations and the historical consolidated financial statements and notes thereto included in the Annual Report on Form 10-K for the fiscal year ended September 25, 2010.

Executive Overview

The following are factors that regularly affect our operating results and financial condition. In addition, our business is subject to the risks and uncertainties described in Item 1A included in the Annual Report on Form 10-K for the fiscal year ended September 25, 2010.

Product Costs and Supply

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

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

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

Seasonality

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

Weather

Weather conditions have a significant impact on the demand for our products, in particular propane, fuel oil and natural gas, for both heating and agricultural purposes. Many of our customers rely heavily on propane, fuel oil or natural gas as a heating source. Accordingly, the volume sold is directly affected by the severity of the winter weather in our service areas, which can vary substantially from year to year. In any given area, sustained warmer than normal temperatures will tend to result in reduced propane, fuel oil and natural gas consumption, while sustained colder than normal temperatures will tend to result in greater consumption.

Hedging and Risk Management Activities

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

Critical Accounting Policies and Estimates

Our significant accounting policies are summarized in Note 2, Summary of Significant Accounting Policies, included within the Notes to Consolidated Financial Statements section of our Annual Report on Form 10-K for the fiscal year ended September 25, 2010.

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

Results of Operations and Financial Condition

Net income amounted to $100.3 million, or $2.82 per Common Unit, compared to $98.4 million, or $2.78 per Common Unit, in the prior year second quarter. Earnings before interest, taxes, depreciation and amortization (EBITDA) for the second quarter of fiscal 2011 amounted to $115.7 million, compared to $112.5 million in the prior year second quarter.

Net income and EBITDA for the fiscal 2011 second quarter included a $2.0 million charge for severance costs associated with a field realignment effort initiated during the quarter. Net income and EBITDA for the fiscal 2010 second quarter included a $9.5 million loss on debt extinguishment associated with the senior note refinancing completed during March 2010. Excluding the effects of the loss on debt extinguishment from the fiscal 2010 second quarter, as well as the unrealized (non-cash) mark-to-market adjustments on derivative instruments used in risk management activities in both quarters, Adjusted EBITDA amounted to $111.6 million for the fiscal 2011 second quarter, compared to Adjusted EBITDA of $123.7 million in the prior year second quarter.

Retail propane gallons sold in the second quarter of fiscal 2011 decreased approximately 10.5 million gallons, or 8.4%, to 114.0 million gallons compared to 124.5 million gallons in the prior year second quarter. Sales of fuel oil and other refined fuels decreased approximately 2.2 million gallons, or 12.0%, to 16.2 million gallons during the second quarter of fiscal 2011 compared to 18.4 million gallons in the prior year second quarter. While sales volumes benefitted from colder average temperatures in many parts of our service territories, sales volumes were negatively impacted by customer conservation from historically high commodity prices and ongoing weakness in the economy. Average temperatures across our service territories for the second quarter of fiscal 2011 were 1% colder than normal, compared to 3% warmer than normal in the prior year second quarter.

Revenues of $464.1 million decreased $5.1 million, or 1.1%, compared to the prior year second quarter, primarily due to lower volumes sold offset to an extent by higher average selling prices attributable to higher base commodity prices. Average posted prices for propane and fuel oil were 11.8% and 37.3% higher, respectively, compared to the prior year second quarter as commodity prices rose to their highest levels in over two years, dating back to the unprecedented levels reached in the latter half of fiscal 2008. Cost of products sold for the second quarter of fiscal 2011 of $259.8 million increased approximately $11.3 million, or 4.5%, compared to $248.5 million in the prior year second quarter. Cost of products sold in the second quarter of fiscal 2011 included a $4.1 million unrealized (non-cash) gain attributable to the mark-to-market adjustment for derivative instruments used in risk management activities, compared to a $1.7 million unrealized (non-cash) loss in the prior year second quarter; these unrealized gains and losses are excluded from Adjusted EBITDA for both periods in the table below. The historically high and rising commodity prices during the second quarter of fiscal 2011 put pressure on overall unit margins as we were limited in our ability to pass along the higher commodity prices.

Combined operating and general and administrative expenses of $86.6 million for the second quarter of fiscal 2011 were $12.2 million, or 12.3%, lower than the prior year second quarter, primarily due to lower variable compensation attributable to lower earnings, and continued savings in payroll and field related expenses, offset to an extent by higher vehicle fuel costs to operate our fleet. Depreciation and amortization expense of $8.5 million increased $1.4 million, or 19.7%, primarily due to the impact of prior year acquisitions.

Once again, we funded all working capital requirements with cash on hand without the need to borrow under our working capital facility and ended the second quarter of fiscal 2011 with $136.9 million of cash. On April 21, 2011, we announced that our Board of Supervisors had declared a quarterly distribution of $0.8525 per Common Unit for the three months ended March 26, 2011. On an annualized basis, this distribution rate equates to $3.41 per Common Unit, or 1.5% higher than the distribution rate at the end of the second quarter of fiscal 2010. The $0.8525 per Common Unit distribution will be paid on May 10, 2011 to Common Unitholders of record as of May 3, 2011.

Looking ahead to the remainder of fiscal 2011, we expect that the weak economy and high commodity prices will continue to present challenges in each of our markets that will continue to affect customer buying habits, thus having a possible negative impact on sales volumes. Nonetheless, we believe that our flexible cost structure, focus on operating efficiencies and financial strength are all factors that will help us effectively manage through the challenging operating environment.

Our anticipated cash requirements for the remainder of fiscal 2011 include: (i) maintenance and growth capital expenditures of approximately $13.6 million; (ii) interest payments of approximately $12.5 million; and (iii) cash distributions of approximately $60.4 million to our Common Unitholders based on the current quarterly distribution rate of $0.8525 per Common Unit. Based on our current estimates of cash flow from operations and our cash position at the end of the second quarter of fiscal 2011, we do not anticipate the need to borrow under our credit facility to meet our working capital requirements for the remainder of fiscal 2011. As of March 26, 2011, there was unused

borrowing capacity under our Revolving Credit Facility of $95.1 million after considering outstanding letters of credit of $54.9 million.

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Three Months Ended March 26, 2011 Compared to Three Months Ended March 27, 2010

Revenues

(Dollars in thousands)	Three Months Ended March 26, 2011	Three Months Ended March 27, 2010	Increase/ (Decrease)	Percent Increase/ (Decrease)
Revenues				
Propane	$ 358,309	$ 369,341	$ (11,032)	(3.0%)
Fuel oil and refined fuels	63,518	61,311	2,207	3.6%
Natural gas and electricity	32,689	28,841	3,848	13.3%
All other	9,586	9,670	(84)	(0.9%)
Total revenues	$ 464,102	$ 469,163	$ (5,061)	(1.1%)

Total revenues decreased $5.1 million, or 1.1%, to $464.1 million for the three months ended March 26, 2011 compared to $469.2 million for the three months ended March 27, 2010 due to lower volumes sold, partially offset by higher average selling prices associated with higher product costs. Although we experienced a slightly favorable weather pattern during the second quarter of fiscal 2011, volumes declined compared to the prior year second quarter as a result of increased customer conservation efforts attributable to the high commodity price environment and ongoing sluggish economic conditions. From a weather perspective, average temperatures across our service territories for the second quarter of fiscal 2011 were 1% colder than normal and 4% colder than the prior year second quarter.

Revenues from the distribution of propane and related activities of $358.3 million in the second quarter of fiscal 2011 decreased $11.0 million, or 3.0%, compared to $369.3 million in the prior year second quarter primarily due to lower volumes sold, partially offset by higher average selling prices. Retail propane gallons sold in the second quarter of fiscal 2011 decreased 10.5 million gallons, or 8.4%, to 114.0 million gallons from 124.5 million gallons in the prior year second quarter. The volume decline was primarily attributable to the aforementioned customer conservation resulting from the high commodity price environment and continued weakness in the economy. Average propane selling prices in the second quarter of fiscal 2011 increased 3.9% compared to the prior year second quarter due to higher product costs. Additionally, included within the propane segment are revenues from other propane activities of $21.0 million in the second quarter of fiscal 2011, which increased $5.8 million compared to the prior year second quarter as a result of the settlement of certain contracts used for risk management purposes (see similar increase in cost of products sold).

Revenues from the distribution of fuel oil and refined fuels of $63.5 million in the second quarter of fiscal 2011 increased $2.2 million, or 3.6%, from $61.3 million in the prior year second quarter primarily due to higher average selling prices, partially offset by lower volumes sold. Average selling prices in our fuel oil and refined fuels segment in the second quarter of fiscal 2011 increased 17.9% compared to the prior year second quarter due to higher product costs. Fuel oil and refined fuels gallons sold in the second quarter of fiscal 2011 decreased 2.2 million gallons, or 12.0%, to 16.2 million gallons from 18.4 million gallons in the prior year second quarter. The volume decline was primarily attributable to the impact of ongoing customer conservation.

Revenues in our natural gas and electricity segment increased $3.8 million, or 13.3%, to $32.6 million in the second quarter of fiscal 2011 compared to $28.8 million in the prior year second quarter primarily as a result of higher natural gas and electricity volumes sold.

Cost of Products Sold

(Dollars in thousands)	Three Months Ended March 26, 2011	March 27, 2010	Increase/ (Decrease)	Percent Increase/ (Decrease)
Cost of products sold				
Propane	$ 191,444	$ 186,709	$ 4,735	2.5%
Fuel oil and refined fuels	41,640	37,284	4,356	11.7%
Natural gas and electricity	24,351	21,721	2,630	12.1%
All other	2,397	2,745	(348)	(12.7%)
Total cost of products sold	$ 259,832	$ 248,459	$ 11,373	4.6%
As a percent of total revenues	56.0%	53.0%		

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

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

Average posted prices for propane and fuel oil in the second quarter of fiscal 2011 were 11.8% and 37.3% higher, respectively, compared to the prior year second quarter. Total cost of products sold increased approximately $11.4 million, or 4.6%, to $259.8 million in the second quarter of fiscal 2011 compared to $248.5 million in the prior year second quarter due to higher average product costs resulting from the increase in commodity prices, partially offset by lower volumes sold and the favorable impact of non-cash mark-to-market adjustments from our risk management activities in the second quarter of fiscal 2011 compared to the prior year second quarter. Cost of products sold in the second quarter of fiscal 2011 included a $4.1 million unrealized (non-cash) gain representing the net change in the fair value of derivative instruments during the period, compared to a $1.7 million unrealized (non-cash) loss in the prior year second quarter, resulting in a decrease of $5.8 million in cost of products sold in the second quarter of fiscal 2011 compared to the prior year second quarter ($2.1 million and $3.7 million decrease reported within the propane segment and fuel oil and refined fuels segment, respectively).

Cost of products sold associated with the distribution of propane and related activities of $191.4 million in the second quarter of fiscal 2011 increased $4.7 million, or 2.5%, compared to the prior year second quarter. Higher average propane costs resulted in an increase of $16.1 million in cost of products sold during the second quarter of fiscal 2011 compared to the prior year second quarter. The impact of the increase in average propane costs was partially offset by lower propane volumes sold, which resulted in a $15.3 million decrease in cost of products sold during the second quarter of fiscal 2011 compared to the prior year second quarter. Cost of products sold from other propane activities increased $6.0 million in the second quarter of fiscal 2011 compared to the prior year second quarter.

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Cost of products sold associated with our fuel oil and refined fuels segment of $41.6 million in the second quarter of fiscal 2011 increased $4.4 million, or 11.7%, compared to the prior year second quarter. Higher average fuel oil and refined fuels costs resulted in an increase of $12.3 million in cost of products sold during the second quarter of fiscal 2011 compared to the prior year second quarter. The impact of the increase in average fuel oil and refined fuels costs was partially offset by lower fuel oil and refined fuels volumes sold, which resulted in a $4.2 million decrease in cost of products sold during the second quarter of fiscal 2011 compared to the prior year second quarter.

Cost of products sold in our natural gas and electricity segment of $24.4 million in the second quarter of fiscal 2011 increased $2.6 million, or 12.1%, compared to the prior year second quarter primarily due to higher natural gas and electricity volumes sold, coupled with higher average electricity costs.

For the second quarter of fiscal 2011, total cost of products sold as a percent of total revenues increased 3.0 percentage points to 56.0% from 53.0% in the prior year second quarter. The increase in cost of products sold as a percentage of revenues was primarily attributable to wholesale product costs rising at a faster rate than average selling prices in the second quarter of fiscal 2011 compared to the prior year second quarter as we were limited in our ability to pass along the higher commodity prices to the end user.

Operating Expenses

	Three Months Ended			
(Dollars in thousands)	March 26, 2011	March 27, 2010	Decrease	Percent Decrease
Operating expenses	$ 76,007	$ 78,508	$ (2,501)	(3.2%)
As a percent of total revenues	16.4%	16.7%		

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

Operating expenses of $76.0 million in the second quarter of fiscal 2011 decreased $2.5 million, or 3.2%, compared to $78.5 million in the prior year second quarter as a result of lower variable compensation associated with lower earnings, lower payroll and benefit related expenses resulting from operating efficiencies and lower bad debt expense. These savings were partially offset by an increase in fuel costs for operating our fleet.

General and Administrative Expenses

	Three Months Ended			
(Dollars in thousands)	March 26, 2011	March 27, 2010	Decrease	Percent Decrease
General and administrative expenses	$ 10,576	$ 20,257	$ (9,681)	(47.8%)
As a percent of total revenues	2.3%	4.3%		

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

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General and administrative expenses of $10.6 million for second quarter of fiscal 2011 decreased $9.7 million, or 47.8%, compared to $20.3 million in the prior year second quarter primarily due to lower variable compensation associated with lower earnings, lower professional services fees and the impact of a $2.5 million gain on sale of assets during the second quarter of fiscal 2011. In addition, general and administrative expenses for the second quarter of fiscal 2010 included a charge for an unfavorable judgment in an uninsured legal matter.

Severance charges

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

Depreciation and Amortization

	Three Months Ended			
(Dollars in thousands)	March 26, 2011	March 27, 2010	Increase	Percent Increase
Depreciation and amortization	$ 8,454	$ 7,142	$ 1,312	18.4%
As a percent of total revenues	1.8%	1.5%		

Depreciation and amortization expense of $8.5 million for the second quarter of fiscal 2011 increased $1.3 million compared to $7.1 million in the prior year second quarter primarily as a result of tangible and intangible long-lived assets acquired from business combinations in the second half of the prior year.

Interest Expense, net

	Three Months Ended			
(Dollars in thousands)	March 26, 2011	March 27, 2010	Increase	Percent Increase
Interest expense, net	$ 6,819	$ 6,608	$ 211	3.2%
As a percent of total revenues	1.5%	1.4%		

Net interest expense of $6.8 million for the second quarter of fiscal 2011 increased $0.2 million compared to $6.6 million in the prior year second quarter primarily due to the refinancing of our senior notes in the prior year second quarter. See Liquidity and Capital Resources below for additional discussion regarding long-term borrowings.

Net Income and EBITDA

Net income for the second quarter of fiscal 2011 amounted to $100.3 million, or $2.82 per Common Unit, compared to net income of $98.4 million, or $2.78 per Common Unit, in the prior year second quarter. Earnings before interest, taxes, depreciation and amortization (EBITDA) for the second quarter of fiscal 2011 amounted to $115.7 million, compared to $112.5 million in the prior year second quarter. Adjusted EBITDA amounted to $111.6 million for the second quarter of fiscal 2011 compared to $123.7 million in the prior year second quarter.

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

	Three Months Ended	
(Dollars in thousands)	**March 26, 2011**	**March 27, 2010**
Net income	$ 100,316	$ 98,388
Add:		
Provision for income taxes	98	328
Interest expense, net	6,819	6,608
Depreciation and amortization	8,454	7,142
EBITDA	115,687	112,466
Unrealized (non-cash) (gains) losses on changes in fair value of derivatives	(4,123)	1,732
Loss on debt extinguishment		9,473
Adjusted EBITDA	111,564	123,671
Add (subtract):		
Provision for income taxes	(98)	(328)
Interest expense, net	(6,819)	(6,608)
Unrealized (non-cash) gains (losses) on changes in fair value of derivatives	4,123	(1,732)
Compensation cost recognized under Restricted Unit Plans	1,067	1,025
(Gain) loss on disposal of property, plant and equipment, net	(2,612)	293
Changes in working capital and other assets and liabilities	(52,529)	(44,264)
Net cash provided by operating activities	$ 54,696	$ 72,057

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Six Months Ended March 26, 2011 Compared to Six Months Ended March 27, 2010

Revenues

(Dollars in thousands)	Six Months Ended March 26, 2011	Six Months Ended March 27, 2010	Increase/ (Decrease)	Percent Increase/ (Decrease)
Revenues				
Propane	$ 617,710	$ 602,872	$ 14,838	2.5%
Fuel oil and refined fuels	101,920	100,558	1,362	1.4%
Natural gas and electricity	51,657	45,703	5,954	13.0%
All other	21,122	21,462	(340)	(1.6%)
Total revenues	$ 792,409	$ 770,595	$ 21,814	2.8%

Total revenues increased $21.8 million, or 2.8%, to $792.4 million for the six months ended March 26, 2011 compared to $770.6 million for the six months ended March 27, 2010 as a result of higher average selling prices associated with higher product costs, partially offset by lower volumes sold. The decline in volumes was primarily due to customer conservation efforts attributable to the high commodity price environment and ongoing sluggish economic conditions. Average temperatures across our service territories for the first half of fiscal 2011 were at normal levels and 3% colder than the first half of the prior year.

Revenues from the distribution of propane and related activities of $617.7 million in the first six months of fiscal 2011 increased $14.8 million, or 2.5%, compared to $602.9 million in the prior year period primarily due to higher average selling prices, partially offset by lower volumes sold. Average propane selling prices in the first six months of fiscal 2011 increased 6.1% compared to the prior year period due to higher product costs. Retail propane gallons sold in the first six months of fiscal 2011 decreased 14.1 million gallons, or 6.6%, to 200.3 million gallons from 214.4 million gallons in the prior year period. The volume decline was primarily attributable to the aforementioned impact of customer conservation resulting from the high commodity price environment and continued weakness in the economy. Additionally, included within the propane segment are revenues from other propane activities of $45.9 million in the first six months of fiscal 2011, which increased $20.1 million compared to the prior year period as a result of the settlement of certain contracts used for risk management purposes (see similar increase in cost of products sold).

Revenues from the distribution of fuel oil and refined fuels of $101.9 million in the first six months of fiscal 2011 increased $1.4 million, or 1.4%, from $100.5 million in the prior year period, primarily due to higher average selling prices, partially offset by lower volumes sold. Average selling prices in our fuel oil and refined fuels segment in the first six months of fiscal 2011 increased 15.7% compared to the prior year period due to higher product costs. Fuel oil and refined fuels gallons sold in the first six months of fiscal 2011 decreased 3.8 million gallons, or 12.1%, to 27.6 million gallons from 31.4 million gallons in the prior year period. The volume decline was primarily attributable to the aforementioned impact of customer conservation.

Revenues in our natural gas and electricity segment increased $6.0 million, or 13.0%, to $51.7 million in the first six months of fiscal 2011 compared to $45.7 million in the prior year period primarily as a result of higher natural gas and electricity volumes sold, coupled with higher average selling prices.

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Cost of Products Sold

(Dollars in thousands)	Six Months Ended March 26, 2011	Six Months Ended March 27, 2010	Increase/ (Decrease)	Percent Increase/ (Decrease)
Cost of products sold				
Propane	$ 331,887	$ 291,326	$ 40,561	13.9%
Fuel oil and refined fuels	71,477	67,206	4,271	6.4%
Natural gas and electricity	37,634	34,174	3,460	10.1%
All other	5,338	6,119	(781)	(12.8%)
Total cost of products sold	$ 446,336	$ 398,825	$ 47,511	11.9%
As a percent of total revenues	56.3%	51.8%		

Average posted prices for propane and fuel oil in the first six months of fiscal 2011 were 13.5% and 28.0% higher, respectively, compared to the prior year period. Total cost of products sold increased $47.5 million, or 11.9%, to $446.3 million in the first six months of fiscal 2011 compared to $398.8 million in the prior year period due to higher average product costs resulting from the increase in commodity prices and, to a much lesser extent, realized losses on derivative instruments used for risk management purposes reported in the first six months of fiscal 2011 that were not fully offset by sales of the physical product during the period. Partially offsetting the items driving cost of products sold higher was the impact of lower volumes sold and the favorable impact of non-cash mark-to-market adjustments from our risk management activities in the first six months of fiscal 2011 compared to the prior year period. Cost of products sold in the first six months of fiscal 2011 included a $2.6 million unrealized (non-cash) gain representing the net change in the fair value of derivative instruments during the period, compared to a $5.1 million unrealized (non-cash) loss in the prior year period, resulting in a decrease of $7.7 million in cost of products sold in the first six months of fiscal 2011 compared to the prior year period ($1.1 million and $6.6 million decrease reported within the propane segment and fuel oil and refined fuels segment, respectively).

Cost of products sold associated with the distribution of propane and related activities of $331.9 million in the first six months of fiscal 2011 increased $40.6 million, or 13.9%, compared to the prior year period. Higher average propane costs resulted in an increase of $37.6 million in cost of products sold during the first six months of fiscal 2011 compared to the prior year period. The impact of the increase in average propane costs was partially offset by lower propane volumes sold, which resulted in a $19.0 million decrease in cost of products sold during the first six months of fiscal 2011 compared to the prior year period. Cost of products sold from other propane activities increased $23.1 million in the first six months of fiscal 2011 compared to the prior year period.

Cost of products sold associated with our fuel oil and refined fuels segment of $71.5 million in the first six months of fiscal 2011 increased $4.3 million, or 6.4%, compared to the prior year period. Higher average fuel oil and refined fuels costs resulted in an increase of $18.4 million in cost of products sold during the first six months of fiscal 2011 compared to the prior year period. The impact of the increase in average fuel oil and refined fuels costs was partially offset by lower fuel oil and refined fuels volumes sold, which resulted in a $7.5 million decrease in cost of products sold during the first six months of fiscal 2011 compared to the prior year period.

Cost of products sold in our natural gas and electricity segment of $37.6 million in the first six months of fiscal 2011 increased $3.5 million, or 10.1%, compared to the prior year period primarily due to higher natural gas and electricity volumes sold, coupled with higher average costs.

For the first six months of fiscal 2011, total cost of products sold as a percent of total revenues increased 4.5 percentage points to 56.3% from 51.8% in the prior year period. The increase in cost of products sold as a percentage of revenues was primarily attributable to wholesale product costs rising at a faster rate than average selling prices in the first six months of fiscal 2011 compared to the prior year period, as well as the impact of realized losses on derivative instruments used for risk management purposes which were not fully offset by gains on sales of the

physical product during the first six months of fiscal 2011.

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Operating Expenses

	Six Months Ended			
(Dollars in thousands)	March 26, 2011	March 27, 2010	Decrease	Percent Decrease
Operating expenses	$ 145,084	$ 152,995	$ (7,911)	(5.2%)
As a percent of total revenues	18.3%	19.9%		

Operating expenses of $145.1 million in the first six months of fiscal 2011 decreased $7.9 million, or 5.2%, compared to $153.0 million in the prior year period as a result of lower variable compensation associated with lower earnings, lower payroll and benefit related expenses resulting from operating efficiencies and lower bad debt expense. These savings were partially offset by an increase in fuel costs for operating our fleet.

General and Administrative Expenses

	Six Months Ended			
(Dollars in thousands)	March 26, 2011	March 27, 2010	Decrease	Percent Decrease
General and administrative expenses	$ 24,781	$ 33,995	$ (9,214)	(27.1%)
As a percent of total revenues	3.1%	4.4%		

General and administrative expenses of $24.8 million in first six months of fiscal 2011 decreased $9.2 million, or 27.1%, compared to $34.0 million in the prior year period primarily due to lower variable compensation associated with lower earnings and the impact of a $2.5 million gain on sale of assets during the first half of fiscal 2011. In addition, general and administrative expenses for the first half of fiscal 2010 included a charge for an unfavorable judgment in an uninsured legal matter.

Severance charges

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

Depreciation and Amortization

	Six Months Ended			
(Dollars in thousands)	March 26, 2011	March 27, 2010	Increase	Percent Increase
Depreciation and amortization	$ 16,634	$ 14,226	$ 2,408	16.9%
As a percent of total revenues	2.1%	1.8%		

Depreciation and amortization expense of $16.6 million for the first six months of fiscal 2011 increased $2.4 million compared to $14.2 million in the prior year period primarily as a result of tangible and intangible long-lived assets acquired from business combinations in the second half of the prior year.

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Interest Expense, net

(Dollars in thousands)	Six Months Ended March 26, 2011	Six Months Ended March 27, 2010	Decrease	Percent Decrease
Interest expense, net	$ 13,665	$ 13,791	$ (126)	(0.9%)
As a percent of total revenues	1.7%	1.8%		

Net interest expense of $13.7 million for the first six months of fiscal 2011 was flat compared to the prior year period as higher interest expense on our senior notes was offset by lower interest expense on our revolving credit facility. See Liquidity and Capital Resources below for additional discussion regarding long-term borrowings.

Net Income and EBITDA

Net income for the first six months of fiscal 2011 amounted to $143.4 million, or $4.04 per Common Unit, compared to net income of $146.8 million, or $4.15 per Common Unit, in the prior year period. EBITDA for the first six months of fiscal 2011 amounted to $174.2 million, compared to $175.3 million in the prior year period. Adjusted EBITDA amounted to $171.7 million for the first six months of fiscal 2011 compared to $189.9 million in the prior year period.

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

(Dollars in thousands)	Six Months Ended March 26, 2011	Six Months Ended March 27, 2010
Net income	$ 143,445	$ 146,763
Add:		
Provision for income taxes	464	527
Interest expense, net	13,665	13,791
Depreciation and amortization	16,634	14,226
EBITDA	174,208	175,307
Unrealized (non-cash) (gains) losses on changes in fair value of derivatives	(2,550)	5,140
Loss on debt extinguishment		9,473
Adjusted EBITDA	171,658	189,920
Add (subtract):		
Provision for income taxes	(464)	(527)
Interest expense, net	(13,665)	(13,791)
Unrealized (non-cash) gains (losses) on changes in fair value of derivatives	2,550	(5,140)
Compensation cost recognized under Restricted Unit Plans	2,399	2,017
(Gain) on disposal of property, plant and equipment, net	(2,911)	(134)
Changes in working capital and other assets and liabilities	(109,729)	(115,014)
Net cash provided by operating activities	$ 49,838	$ 57,331

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Liquidity and Capital Resources

Analysis of Cash Flows

Operating Activities. Net cash provided by operating activities for the first six months of fiscal 2011 was $49.8 million, compared to net cash provided by operating activities of $57.3 million for the first six months of the prior year. The decrease in net cash provided by operating activities was primarily attributable to the increase in propane and fuel oil commodity prices that resulted in a larger investment in working capital, coupled with a decrease in earnings in the first six months of fiscal 2010 compared to the first six months of the prior year. Despite the year over year increase in working capital requirements, we continued to fund working capital through cash on hand without the need to access the revolving credit facility.

Investing Activities. Net cash used in investing activities of $9.6 million for the first six months of fiscal 2011 consisted of capital expenditures of $11.4 million (including $5.2 million for maintenance expenditures and $6.2 million to support the growth of operations), and business acquisitions of $3.2 million, partially offset by $5.0 million in net proceeds from the sale of property, plant and equipment. Net cash used in investing activities of $7.2 million for the first six months of fiscal 2010 consisted of capital expenditures of $9.5 million (including $4.0 million for maintenance expenditures and $5.5 million to support the growth of operations), partially offset by $2.3 million in net proceeds from the sale of property, plant and equipment.

Financing Activities. Net cash used in financing activities for the first six months of fiscal 2011 of $60.2 million reflects the quarterly distribution to Common Unitholders at a rate of $0.850 per Common Unit paid in respect of the fourth quarter of fiscal 2010 and $0.8525 per Common Unit paid in respect of the first quarter of fiscal 2011.

Net cash used in financing activities for the first six months of fiscal 2010 of $72.4 million reflects quarterly distributions to Common Unitholders at a rate of $0.830 per Common Unit paid in respect of the fourth quarter of fiscal 2009 and $0.835 per Common Unit paid in respect of the first quarter of fiscal 2010. In addition, financing activities for the first six months of fiscal 2010 reflects the repurchase of $250.0 million aggregate principal amount of our 6.875% senior notes due 2013 for $256.5 million (including repurchase premiums and fees), which was substantially funded by the net proceeds of $247.8 million from the issuance of 7.375% senior notes due 2020, as well as the $5.0 million payment of debt issuance costs associated with the issuance of the 2020 senior notes.

Summary of Long-Term Debt Obligations and Revolving Credit Lines

On March 23, 2010, we and our wholly-owned subsidiary, Suburban Energy Finance Corporation, completed a public offering of $250.0 million in aggregate principal amount of 7.375% senior notes due 2020 (the 2020 Senior Notes). The 2020 Senior Notes were issued at 99.136% of the principal amount. The net proceeds from the issuance, along with cash on hand, were used to repurchase the previously outstanding 6.875% senior notes due 2013 on March 23, 2010 through a redemption and tender offer. In connection with the repurchase of the 2013 Senior Notes, we recognized a loss on the extinguishment of debt of $9.5 million in the second quarter of fiscal 2010, consisting of $7.2 million for the repurchase premium and related fees, as well as the write-off of $2.3 million in unamortized debt origination costs and unamortized discount.

As of March 26, 2011, our long-term borrowings and revolving credit lines consist of the 2020 Senior Notes and a $250.0 million senior secured revolving credit facility at the Operating Partnership level (the Revolving Credit Facility). Borrowings under the Revolving Credit Facility may be used for general corporate purposes, including working capital, capital expenditures and acquisitions until maturity on June 25, 2013. Our Operating Partnership has the right to prepay loans under the Revolving Credit Facility, in whole or in part, without penalty at any time prior to maturity. We have standby letters of credit issued under the Revolving Credit Facility in the aggregate amount of $54.9 million primarily in support of retention levels under our self-insurance programs, which expire periodically through April 15, 2012. Therefore, as of March 26, 2011 we had available borrowing capacity of $95.1 million under the Revolving Credit Facility.

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

Borrowings under the Revolving Credit Facility bear interest at prevailing interest rates based upon, at our Operating Partnership s option, LIBOR plus the applicable margin or the base rate, defined as the higher of the Federal Funds Rate plus 1/2 of 1%, the agent bank s prime rate, or LIBOR plus 1%, plus in each case the applicable margin. The applicable margin is dependent upon our ratio of total debt to EBITDA on a consolidated basis, as defined in the Revolving Credit Facility. As of March 26, 2011, the interest rate for the Revolving Credit Facility was approximately 3.3%. The interest rate and the applicable margin will be reset at the end of each calendar quarter.

In connection with the Revolving Credit Facility, the Operating Partnership also entered into an interest rate swap agreement with a notional amount of $100.0 million and an effective date of March 31, 2010 and termination date of June 25, 2013. Under the interest rate swap agreement, the Operating Partnership will pay a fixed interest rate of 3.12% to the issuing lender on the notional principal amount outstanding, effectively fixing the LIBOR portion of the interest rate at 3.12%. In return, the issuing lender will pay to the Operating Partnership a floating rate, namely LIBOR, on the same notional principal amount. This interest rate swap agreement replaced the previous interest rate swap agreement which terminated on March 31, 2010.

The Revolving Credit Facility and the 2020 Senior Notes both contain various restrictive and affirmative covenants applicable to the Operating Partnership and the Partnership, respectively, including (i) restrictions on the incurrence of additional indebtedness, and (ii) restrictions on certain liens, investments, guarantees, loans, advances, payments, mergers, consolidations, distributions, sales of assets and other transactions. The Revolving Credit Facility contains certain financial covenants (a) requiring the consolidated interest coverage ratio, as defined, at the Partnership level to be not less than 2.5 to 1.0 as of the end of any fiscal quarter; (b) prohibiting the total consolidated leverage ratio, as defined, at the Partnership level from being greater than 4.5 to 1.0 as of the end of any fiscal quarter; and (c) prohibiting the senior secured consolidated leverage ratio, as defined, of the Operating Partnership from being greater than 3.0 to 1.0 as of the end of any fiscal quarter. Under the 2020 Senior Note indenture, we are generally permitted to make cash distributions equal to available cash, as defined, as of the end of the immediately preceding quarter, if no event of default exists or would exist upon making such distributions, and the Partnership s consolidated fixed charge coverage ratio, as defined, is greater than 1.75 to 1. We were in compliance with all covenants and terms of the 2020 Senior Notes and the Revolving Credit Facility as of March 26, 2011.

Partnership Distributions

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

On April 21, 2011, we announced a quarterly distribution of $0.8525 per Common Unit, or $3.41 on an annualized basis, in respect of the second quarter of fiscal 2011 payable on May 10, 2011 to holders of record on May 3, 2011. The annualized distribution represents a growth rate of 1.5% in the quarterly distribution rate compared to the second quarter of fiscal 2010.

Other Commitments

We have a noncontributory, cash balance format, defined benefit pension plan which was frozen to new participants effective January 1, 2000. Effective January 1, 2003, the defined benefit pension plan was amended such that future service credits ceased and eligible employees would receive interest credits only toward their ultimate retirement benefit. We also provide postretirement health care and life insurance benefits for certain retired employees under a plan that was also frozen to new participants effective January 1, 2000. At March 26, 2011, we had a liability for the defined benefit pension plan and accrued retiree health and life benefits of $18.0 million and $20.6 million, respectively.

We are self-insured for general and product, workers compensation and automobile liabilities up to predetermined thresholds above which third party insurance applies. At March 26, 2011, we had accrued insurance liabilities of $51.8 million, and an insurance recovery asset of $16.7 million related to the amount of the liability expected to be covered by insurance carriers.

Off-Balance Sheet Arrangements

Guarantees

We have residual value guarantees associated with certain of our operating leases, related primarily to transportation equipment, with remaining lease periods scheduled to expire periodically through fiscal 2018. Upon completion of the lease period, we guarantee that the fair value of the equipment will equal or exceed the guaranteed amount, or we will pay the lessor the difference. Although the fair value of equipment at the end of its lease term has historically exceeded the guaranteed amounts, the maximum potential amount of aggregate future payments we could be required to make under these leasing arrangements, assuming the equipment is deemed worthless at the end of the lease term, is approximately $9.6 million as of March 26, 2011. The fair value of residual value guarantees for outstanding operating leases was de minimis as of March 26, 2011 and September 25, 2010.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Commodity Price Risk

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

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

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

As a result of the steady rise in commodity prices throughout the first half of fiscal 2011, we reported realized losses on derivative instruments used for risk management purposes which were not fully offset by sales of the physical product, thus negatively impacting overall gross margins for the first half of fiscal 2011.

Market Risk

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

Credit Risk

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

Interest Rate Risk

A portion of our borrowings bear interest at prevailing interest rates based upon, at the Operating Partnership s option, LIBOR, plus an applicable margin or the base rate, defined as the higher of the Federal Funds Rate plus 1/2 of 1% or the agent bank s prime rate, or LIBOR plus 1%, plus the applicable margin. The applicable margin is dependent on the level of the Partnership s total leverage (the total ratio of debt to EBITDA). Therefore, we are subject to interest rate risk on the variable component of the interest rate. We manage our interest rate risk by entering into interest rate swap agreements. The interest rate swaps have been designated as a cash flow hedge. Changes in the fair value of the interest rate swaps are recognized in other comprehensive income (OCI) until the hedged item is recognized in earnings. At March 26, 2011, the fair value of the interest rate swaps was $4.6 million representing an unrealized loss and is included within other current liabilities and other liabilities, as applicable, with a corresponding debit in OCI.

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Derivative Instruments and Hedging Activities

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

At March 26, 2011, the fair value of derivative instruments described above resulted in derivative assets (unrealized gains) of $2.0 million and derivative liabilities (unrealized losses) of $0.4 million.

Sensitivity Analysis

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

A. The fair value of open positions as of March 26, 2011.

B. The estimated forward market prices as of March 26, 2011 as derived from the NYMEX for traded commodities.

C. The market prices determined in B. above were adjusted adversely by a hypothetical 10% change in the forward prices and compared to the fair value amounts in A. above to project the potential negative impact on earnings that would be recognized for the respective scenario.

Based on the sensitivity analysis described above, a hypothetical 10% adverse change in market prices for which futures and option contracts exists indicates potential future losses in future earnings of $0.4 million as of March 26, 2011. See also Item 7A of our Annual Report on Form 10-K for the fiscal year ended September 25, 2010. The above hypothetical change does not reflect the worst case scenario. Actual results may be significantly different depending on market conditions and the composition of the open position portfolio.

ITEM 4. CONTROLS AND PROCEDURES

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

The Partnership completed an evaluation under the supervision and with participation of the Partnership s management, including the Partnership s principal executive officer and principal financial officer, of the effectiveness of the design and operation of the Partnership s disclosure controls and procedures as of March 26, 2011. Based on this evaluation, the Partnership s principal executive officer and principal financial officer have concluded that as of March 26, 2011, such disclosure controls and procedures were effective to provide the reasonable assurance described above.

There have not been any changes in the Partnership s internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Securities Exchange Act of 1934) during the quarter ended March 26, 2011 that have materially affected or are reasonably likely to materially affect its internal control over financial reporting.

PART II

ITEM 6. EXHIBITS

(a) Exhibits

31.1	Certification of the President and Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (Filed herewith).
31.2	Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (Filed herewith).
32.1	Certification of the President and Chief Executive Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (Filed herewith).
32.2	Certification of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (Filed herewith).
101.INS	XBRL Instance Document (Furnished herewith). *
101.SCH	XBRL Taxonomy Extension Schema Document (Furnished herewith). *
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document (Furnished herewith). *
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document (Furnished herewith). *
101.LAB	XBRL Taxonomy Extension Label Linkbase Document (Furnished herewith). *
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document (Furnished herewith). *

* XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934 and otherwise is not subject to liability under these actions.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SUBURBAN PROPANE PARTNERS, L.P.

May 5, 2011 Date	By: /s/ MICHAEL A. STIVALA Michael A. Stivala Chief Financial Officer
May 5, 2011 Date	By: /s/ MICHAEL A. KUGLIN Michael A. Kuglin Controller and Chief Accounting Officer

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