

NGL Energy Partners LP  
Form 10-Q  
February 07, 2017  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended December 31, 2016

OR

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

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

Commission File Number: 001-35172

NGL Energy Partners LP  
(Exact Name of Registrant as Specified in Its Charter)

Delaware 27-3427920  
(State or Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification No.)

6120 South Yale Avenue  
Suite 805 74136  
Tulsa, Oklahoma  
(Address of Principal Executive Offices) (Zip Code)  
(918) 481-1119  
(Registrant's Telephone Number, Including Area Code)

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

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

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

Large accelerated filer  Accelerated filer

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

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

At February 6, 2017, there were 110,059,407 common units issued and outstanding.

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Forward-Looking Statements

This Quarterly Report on Form 10-Q (“Quarterly Report”) contains various forward-looking statements and information that are based on our beliefs and those of our general partner, as well as assumptions made by and information currently available to us. These forward-looking statements are identified as any statement that does not relate strictly to historical or current facts. Certain words in this Quarterly Report such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “forecast,” “goal,” “intend,” “may,” “plan,” “project,” “will,” and similar expressions and statements regarding our objectives for future operations, identify forward-looking statements. Although we and our general partner believe such forward-looking statements are reasonable, neither we nor our general partner can assure they will prove to be correct. Forward-looking statements are subject to a variety of risks, uncertainties and assumptions. If one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect, our actual results may vary materially from those expected. Among the key risk factors that may affect our consolidated financial position and results of operations are:

- the prices of crude oil, natural gas liquids, refined products, ethanol, and biodiesel;
- energy prices generally;
- the general level of crude oil, natural gas, and natural gas liquids production;
- the general level of demand for crude oil, natural gas liquids, refined products, ethanol, and biodiesel;
- the availability of supply of crude oil, natural gas liquids, refined products, ethanol, and biodiesel;
- the level of crude oil and natural gas drilling and production in producing areas where we have water treatment and disposal facilities;
- the prices of propane and distillates relative to the prices of alternative and competing fuels;
- the price of gasoline relative to the price of corn, which affects the price of ethanol;
- the ability to obtain adequate supplies of products if an interruption in supply or transportation occurs and the availability of capacity to transport products to market areas;
- actions taken by foreign oil and gas producing nations;
- the political and economic stability of foreign oil and gas producing nations;
- the effect of weather conditions on supply and demand for crude oil, natural gas liquids, refined products, ethanol, and biodiesel;
- the effect of natural disasters, lightning strikes, or other significant weather events;
- the availability of local, intrastate, and interstate transportation infrastructure with respect to our truck, railcar, and barge transportation services;
- the availability, price, and marketing of competing fuels;
- the effect of energy conservation efforts on product demand;
- energy efficiencies and technological trends;
- governmental regulation and taxation;
  - the effect of legislative and regulatory actions on hydraulic fracturing, wastewater disposal, and the treatment of flowback and produced water;
- hazards or operating risks related to transporting and distributing petroleum products that may not be fully covered by insurance;
- the maturity of the crude oil, natural gas liquids, and refined products industries and competition from other marketers;
- loss of key personnel;
- the ability to renew contracts with key customers;
- the ability to maintain or increase the margins we realize for our terminal, barging, trucking, water disposal, recycling, and discharge services;
- the ability to renew leases for our leased equipment and storage facilities;



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- the nonpayment or nonperformance by our counterparties;
- the availability and cost of capital and our ability to access certain capital sources;
- a deterioration of the credit and capital markets;
- the ability to successfully identify and consummate strategic acquisitions, and integrate acquired assets and businesses;
- changes in the volume of hydrocarbons recovered during the wastewater treatment process;
- changes in the financial condition and results of operations of entities in which we own noncontrolling equity interests;
- changes in applicable laws and regulations, including tax, environmental, transportation, and employment regulations, or new interpretations by regulatory agencies concerning such laws and regulations and the effect of such laws and regulations (now existing or in the future) on our business operations;
- the costs and effects of legal and administrative proceedings;
- any reduction or the elimination of the federal Renewable Fuel Standard; and
- changes in the jurisdictional characteristics of, or the applicable regulatory policies with respect to, our pipeline assets.

You should not put undue reliance on any forward-looking statements. All forward-looking statements speak only as of the date of this Quarterly Report. Except as may be required by state and federal securities laws, we undertake no obligation to publicly update or revise any forward-looking statements as a result of new information, future events, or otherwise. When considering forward-looking statements, please review the risks discussed under Part I, Item 1A—"Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended March 31, 2016 and under Part II, Item 1A—"Risk Factors" in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2016.

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## PART I - FINANCIAL INFORMATION

## Item 1. Financial Statements

## NGL ENERGY PARTNERS LP AND SUBSIDIARIES

## Unaudited Condensed Consolidated Balance Sheets

(U.S. Dollars in Thousands, except unit amounts)

|  | December 31,<br>2016 | March 31,<br>2016 |
|--|----------------------|-------------------|
| <b>ASSETS</b>  |                      |                   |
| <b>CURRENT ASSETS:</b>   |                      |                   |
| Cash and cash equivalents  | \$ 28,927            | \$ 28,176         |
| Accounts receivable-trade, net of allowance for doubtful accounts of \$5,578 and \$6,928, respectively                         | 765,290              | 521,014           |
| Accounts receivable-affiliates   | 20,008               | 15,625            |
| Inventories  | 613,993              | 367,806           |
| Prepaid expenses and other current assets  | 134,485              | 95,859            |
| Total current assets   | 1,562,703            | 1,028,480         |
| PROPERTY, PLANT AND EQUIPMENT, net of accumulated depreciation of \$348,136 and \$266,491, respectively                        | 1,746,925            | 1,649,572         |
| GOODWILL   | 1,462,116            | 1,315,362         |
| INTANGIBLE ASSETS, net of accumulated amortization of \$388,517 and \$316,878, respectively                                    | 1,164,749            | 1,148,890         |
| INVESTMENTS IN UNCONSOLIDATED ENTITIES   | 187,514              | 219,550           |
| LOAN RECEIVABLE-AFFILIATE  | 2,700                | 22,262            |
| OTHER NONCURRENT ASSETS  | 251,369              | 176,039           |
| Total assets   | \$ 6,378,076         | \$ 5,560,155      |
| <b>LIABILITIES AND EQUITY</b>  |                      |                   |
| <b>CURRENT LIABILITIES:</b>  |                      |                   |
| Accounts payable-trade   | \$ 650,886           | \$ 420,306        |
| Accounts payable-affiliates  | 22,917               | 7,193             |
| Accrued expenses and other payables  | 196,033              | 214,426           |
| Advance payments received from customers   | 63,509               | 56,185            |
| Current maturities of long-term debt   | 33,501               | 7,907             |
| Total current liabilities  | 966,846              | 706,017           |
| LONG-TERM DEBT, net of debt issuance costs of \$24,574 and \$15,500, respectively, and current maturities                      | 3,216,505            | 2,912,837         |
| OTHER NONCURRENT LIABILITIES   | 186,280              | 247,236           |
| COMMITMENTS AND CONTINGENCIES (NOTE 10)  |                      |                   |
| CLASS A 10.75% CONVERTIBLE PREFERRED UNITS, 19,942,169 and 0 preferred units issued and outstanding, respectively              | 61,170               | —                 |
| <b>EQUITY:</b>   |                      |                   |
| General partner, representing a 0.1% interest, 109,201 and 104,274 notional units, respectively                                | (50,785              | ) (50,811 )       |
| Limited partners, representing a 99.9% interest, 109,091,710 and 104,169,573 common units issued and outstanding, respectively | 1,969,113            | 1,707,326         |

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|                                      |              |              |   |
|--------------------------------------|--------------|--------------|---|
| Accumulated other comprehensive loss | (97          | ) (157       | ) |
| Noncontrolling interests             | 29,044       | 37,707       |   |
| Total equity                         | 1,947,275    | 1,694,065    |   |
| Total liabilities and equity         | \$ 6,378,076 | \$ 5,560,155 |   |

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

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NGL ENERGY PARTNERS LP AND SUBSIDIARIES  
 Unaudited Condensed Consolidated Statements of Operations  
 (U.S. Dollars in Thousands, except unit and per unit amounts)

|  | As Restated        |                    | As Restated       |                   |
|--|--------------------|--------------------|-------------------|-------------------|
|  | Three Months Ended | Three Months Ended | Nine Months Ended | Nine Months Ended |
|  | December 31,       | December 31,       | December 31,      | December 31,      |
|  | 2016               | 2015               | 2016              | 2015              |
| <b>REVENUES:</b>   |                    |                    |                   |                   |
| Crude Oil Logistics  | \$385,906          | \$519,425          | \$1,161,742       | \$2,854,787       |
| Water Solutions  | 40,359             | 45,438             | 115,845           | 147,225           |
| Liquids  | 470,275            | 353,527            | 909,584           | 861,504           |
| Retail Propane   | 128,654            | 100,145            | 240,131           | 217,798           |
| Refined Products and Renewables                                  | 2,381,283          | 1,666,471          | 6,746,168         | 5,335,356         |
| Other  | 164                | —                  | 679               | —                 |
| Total Revenues   | 3,406,641          | 2,685,006          | 9,174,149         | 9,416,670         |
| <b>COST OF SALES:</b>  |                    |                    |                   |                   |
| Crude Oil Logistics  | 361,839            | 495,529            | 1,107,587         | 2,770,240         |
| Water Solutions  | 477                | (3,128)            | 3,871             | (8,088)           |
| Liquids  | 430,946            | 300,766            | 831,221           | 754,157           |
| Retail Propane   | 60,508             | 45,974             | 106,019           | 96,417            |
| Refined Products and Renewables                                  | 2,374,175          | 1,594,359          | 6,674,194         | 5,149,151         |
| Other  | 77                 | —                  | 300               | —                 |
| Total Cost of Sales  | 3,228,022          | 2,433,500          | 8,723,192         | 8,761,877         |
| <b>OPERATING COSTS AND EXPENSES:</b>                             |                    |                    |                   |                   |
| Operating  | 76,981             | 104,721            | 225,408           | 307,941           |
| General and administrative                                       | 18,280             | 23,035             | 88,077            | 114,814           |
| Depreciation and amortization                                    | 60,767             | 59,180             | 160,276           | 175,772           |
| Loss (gain) on disposal or impairment of assets, net             | 34                 | 1,328              | (203,433)         | 3,040             |
| Revaluation of liabilities                                       | —                  | (19,312)           | —                 | (46,416)          |
| Operating Income   | 22,557             | 82,554             | 180,629           | 99,642            |
| <b>OTHER INCOME (EXPENSE):</b>                                   |                    |                    |                   |                   |
| Equity in earnings of unconsolidated entities                    | 1,279              | 2,858              | 1,726             | 14,008            |
| Revaluation of investments                                       | —                  | —                  | (14,365)          | —                 |
| Interest expense   | (41,436)           | (36,176)           | (105,316)         | (98,549)          |
| Gain on early extinguishment of liabilities                      | —                  | —                  | 30,890            | —                 |
| Other income, net  | 20,007             | 2,161              | 25,860            | 2,941             |
| Income Before Income Taxes                                       | 2,407              | 51,397             | 119,424           | 18,042            |
| <b>INCOME TAX (EXPENSE) BENEFIT</b>                              | (1,114)            | (402)              | (2,036)           | 1,846             |
| Net Income   | 1,293              | 50,995             | 117,388           | 19,888            |
| <b>LESS: NET INCOME ATTRIBUTABLE TO NONCONTROLLING INTERESTS</b> | (317)              | (6,838)            | (6,091)           | (14,685)          |
| <b>NET INCOME ATTRIBUTABLE TO NGL ENERGY PARTNERS LP</b>         | 976                | 44,157             | 111,297           | 5,203             |
| <b>LESS: DISTRIBUTIONS TO PREFERRED UNITHOLDERS</b>              | (8,906)            | —                  | (20,958)          | —                 |
| <b>LESS: NET INCOME ALLOCATED TO GENERAL PARTNER</b>             | (22)               | (16,239)           | (180)             | (47,798)          |
| <b>NET (LOSS) INCOME ALLOCATED TO COMMON UNITHOLDERS</b>         | \$(7,952)          | \$27,918           | \$90,159          | \$(42,595)        |

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|  |             |             |             |             |
|--|-------------|-------------|-------------|-------------|
| BASIC (LOSS) INCOME PER COMMON UNIT                  | \$ (0.07 )  | \$ 0.27     | \$ 0.85     | \$ (0.41 )  |
| DILUTED (LOSS) INCOME PER COMMON UNIT                | \$ (0.07 )  | \$ 0.22     | \$ 0.82     | \$ (0.41 )  |
| BASIC WEIGHTED AVERAGE COMMON UNITS<br>OUTSTANDING   | 107,966,901 | 105,338,200 | 106,114,668 | 104,808,649 |
| DILUTED WEIGHTED AVERAGE COMMON UNITS<br>OUTSTANDING | 107,966,901 | 106,194,547 | 109,554,928 | 104,808,649 |

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

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NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Unaudited Condensed Consolidated Statements of Comprehensive Income  
(U.S. Dollars in Thousands)

|                                   | As<br>Restated                        |          | As<br>Restated                    |          |
|-----------------------------------|---------------------------------------|----------|-----------------------------------|----------|
|                                   | Three Months<br>Ended<br>December 31, |          | Nine Months Ended<br>December 31, |          |
|                                   | 2016                                  | 2015     | 2016                              | 2015     |
| Net income                        | \$1,293                               | \$50,995 | \$117,388                         | \$19,888 |
| Other comprehensive income (loss) | 545                                   | (12 )    | 60                                | (39 )    |
| Comprehensive income              | \$1,838                               | \$50,983 | \$117,448                         | \$19,849 |

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

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## NGL ENERGY PARTNERS LP AND SUBSIDIARIES

## Unaudited Condensed Consolidated Statement of Changes in Equity

Nine Months Ended December 31, 2016

(U.S. Dollars in Thousands, except unit amounts)

|   | General Partner | Limited Partners<br>Common Units | Amount      | Accumulated<br>Other<br>Comprehensive<br>(Loss)<br>Income | Noncontrolling<br>Interests | Total<br>Equity |
|---|-----------------|----------------------------------|-------------|---|-----------------------------|-----------------|
| BALANCES AT MARCH 31, 2016  | \$(50,811)      | 104,169,573                      | \$1,707,326 | \$ (157 )   | \$ 37,707                   | \$1,694,065     |
| Distributions to partners   | (213 )          | —                                | (131,922 )  | —   | —                           | (132,135 )      |
| Distributions to noncontrolling interest owners   | —               | —                                | —           | —   | (3,292 )                    | (3,292 )        |
| Contributions   | 59              | —                                | (501 )      | —   | 1,140                       | 698             |
| Business combinations   | —               | 218,617                          | 3,947       | —   | —                           | 3,947           |
| Purchase of noncontrolling interest (Notes 4 and 15)  | —               | —                                | (215 )      | —   | (12,602 )                   | (12,817 )       |
| Equity issued pursuant to incentive compensation plan                                       | —               | 2,350,082                        | 61,646      | —   | —                           | 61,646          |
| Common units issued, net of offering costs  | —               | 2,353,438                        | 43,896      | —   | —                           | 43,896          |
| Allocation of value to beneficial conversion feature of Class A convertible preferred units | —               | —                                | 131,534     | —   | —                           | 131,534         |
| Issuance of warrants  | —               | —                                | 48,550      | —   | —                           | 48,550          |
| Accretion of beneficial conversion feature of Class A convertible preferred units           | —               | —                                | (6,265 )    | —   | —                           | (6,265 )        |
| Net income  | 180             | —                                | 111,117     | —   | 6,091                       | 117,388         |
| Other comprehensive income  | —               | —                                | —           | 60  | —                           | 60              |
| BALANCES AT DECEMBER 31, 2016   | \$(50,785)      | 109,091,710                      | \$1,969,113 | \$ (97 )  | \$ 29,044                   | \$1,947,275     |

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

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NGL ENERGY PARTNERS LP AND SUBSIDIARIES  
 Unaudited Condensed Consolidated Statements of Cash Flows  
 (U.S. Dollars in Thousands)

|   | As<br>Restated                    |             |
|---|-----------------------------------|-------------|
|   | Nine Months Ended<br>December 31, |             |
|   | 2016                              | 2015        |
| <b>OPERATING ACTIVITIES:</b>  |                                   |             |
| Net income  | \$117,388                         | \$ 19,888   |
| Adjustments to reconcile net income to net cash (used in) provided by operating activities: |                                   |             |
| Depreciation and amortization, including amortization of debt issuance costs                | 173,566                           | 191,081     |
| Gain on early extinguishment or revaluation of liabilities                                  | (30,890 )                         | (46,416 )   |
| Gain on termination of contract   | (16,205 )                         | —           |
| Non-cash equity-based compensation expense  | 39,859                            | 50,080      |
| (Gain) loss on disposal or impairment of assets, net  | (203,433 )                        | 3,040       |
| Provision for doubtful accounts   | 471                               | 3,770       |
| Net adjustments to fair value of commodity derivatives                                      | 102,638                           | (97,069 )   |
| Equity in earnings of unconsolidated entities   | (1,726 )                          | (14,008 )   |
| Distributions of earnings from unconsolidated entities                                      | 2,094                             | 15,742      |
| Revaluation of investments  | 14,365                            | —           |
| Other   | (3,269 )                          | (4,395 )    |
| Changes in operating assets and liabilities, exclusive of acquisitions:                     |                                   |             |
| Accounts receivable-trade and affiliates  | (245,065 )                        | 454,686     |
| Inventories   | (244,941 )                        | 29,236      |
| Other current and noncurrent assets   | (65,331 )                         | 19,806      |
| Accounts payable-trade and affiliates   | 245,506                           | (337,334 )  |
| Other current and noncurrent liabilities  | (2,692 )                          | 5,027       |
| Net cash (used in) provided by operating activities   | (117,665 )                        | 293,134     |
| <b>INVESTING ACTIVITIES:</b>  |                                   |             |
| Capital expenditures  | (264,580 )                        | (497,147 )  |
| Acquisitions, net of cash acquired  | (127,513 )                        | (187,356 )  |
| Cash flows from settlements of commodity derivatives  | (82,815 )                         | 92,216      |
| Proceeds from sales of assets   | 14,195                            | 4,981       |
| Proceeds from sale of TLP common units  | 112,370                           | —           |
| Proceeds from sale of freshwater supply company   | 22,000                            | —           |
| Investments in unconsolidated entities  | —                                 | (8,373 )    |
| Distributions of capital from unconsolidated entities                                       | 7,608                             | 14,043      |
| Loan for natural gas liquids facility   | —                                 | (3,913 )    |
| Payments on loan for natural gas liquids facility   | 6,585                             | 5,552       |
| Loan to affiliate   | (2,700 )                          | (15,621 )   |
| Payments on loan to affiliate   | 655                               | 517         |
| Payment to terminate development agreement  | (16,875 )                         | —           |
| Net cash used in investing activities   | (331,070 )                        | (595,101 )  |
| <b>FINANCING ACTIVITIES:</b>  |                                   |             |
| Proceeds from borrowings under revolving credit facilities                                  | 1,176,000                         | 2,042,100   |
| Payments on revolving credit facilities   | (1,510,500)                       | (1,514,100) |
| Issuance of senior notes  | 700,000                           | —           |

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|   |            |            |
|---|------------|------------|
| Repurchases of senior notes   | (15,129 )  | —          |
| Proceeds from borrowings under other long-term debt                                   | —          | 53,223     |
| Payments on other long-term debt  | (6,549 )   | (3,649 )   |
| Debt issuance costs   | (12,608 )  | (9,684 )   |
| Contributions from general partner  | 59         | 54         |
| Contributions from noncontrolling interest owners, net                                | 639        | 10,037     |
| Distributions to partners   | (132,135 ) | (238,414 ) |
| Distributions to noncontrolling interest owners                                       | (3,292 )   | (26,638 )  |
| Proceeds from sale of convertible preferred units and warrants, net of offering costs | 234,989    | —          |

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|  |           |           |
|--|-----------|-----------|
| Proceeds from sale of common units, net of offering costs  | 43,896    | —         |
| Payments for the early extinguishment of liabilities       | (25,884 ) | —         |
| Taxes paid on behalf of equity incentive plan participants | —         | (19,303 ) |
| Common unit repurchases                                    | —         | (7,707 )  |
| Other  | —         | (76 )     |
| Net cash provided by financing activities                  | 449,486   | 285,843   |
| Net increase (decrease) in cash and cash equivalents       | 751       | (16,124 ) |
| Cash and cash equivalents, beginning of period             | 28,176    | 41,303    |
| Cash and cash equivalents, end of period                   | \$28,927  | \$25,179  |
| Supplemental cash flow information:                        |           |           |
| Cash interest paid   | \$89,102  | \$90,217  |
| Income taxes paid (net of income tax refunds)              | \$1,985   | \$1,778   |
| Supplemental non-cash investing and financing activities:  |           |           |
| Value of common units issued in business combinations      | \$3,947   | \$19,098  |
| Accrued capital expenditures                               | \$2,754   | \$9,139   |

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

NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements

At December 31, 2016 and March 31, 2016, and for the

Three Months and Nine Months Ended December 31, 2016 and 2015

Note 1—Organization and Operations

NGL Energy Partners LP (“we,” “us,” “our,” or the “Partnership”) is a Delaware limited partnership. NGL Energy Holdings LLC serves as our general partner. At December 31, 2016, our operations include:

Our Crude Oil Logistics segment, the assets of which include owned and leased crude oil storage terminals and pipeline injection stations, a fleet of owned trucks and trailers, a fleet of owned and leased railcars, a fleet of owned barges and towboats, and interests in two crude oil pipelines, purchases crude oil from producers and transports it to refineries or for resale at owned and leased pipeline injection stations, storage terminals, barge loading facilities, rail facilities, refineries, and other trade hubs.

Our Water Solutions segment, the assets of which include water pipelines, water treatment and disposal facilities, washout facilities, and solid waste disposal facilities, provides services for the treatment and disposal of wastewater generated from crude oil and natural gas production and for the disposal of solids such as tank bottoms and drilling fluids and performs truck washouts. In addition, our Water Solutions segment sells the recovered hydrocarbons that result from performing these services.

Our Liquids segment supplies natural gas liquids to retailers, wholesalers, refiners, and petrochemical plants throughout the United States and in Canada using its leased underground storage and fleet of leased railcars, markets regionally through its 18 owned terminals throughout the United States, and provides terminaling and storage services at its salt dome storage facility in Utah.

Our Retail Propane segment sells propane, distillates, and equipment and supplies to end users consisting of residential, agricultural, commercial, and industrial customers and to certain resellers in 28 states and the District of Columbia.

Our Refined Products and Renewables segment conducts gasoline, diesel, ethanol, and biodiesel marketing operations, purchases refined petroleum and renewable products primarily in the Gulf Coast, Southeast and Midwest regions of the United States and schedules them for delivery at various locations.

Recent Developments

On February 1, 2016, we completed the sale of our general partner interest in TransMontaigne Partners L.P. (“TLP”) to an affiliate of ArcLight Capital Partners (“ArcLight”). As a result, on February 1, 2016, we deconsolidated TLP and began to account for our limited partner investment in TLP using the equity method of accounting (see Note 2). As TLP was previously a consolidated entity, our unaudited condensed consolidated statements of operations for the three months and nine months ended December 31, 2015 included TLP’s operations and income attributable to the noncontrolling interests of TLP. On April 1, 2016, we sold all of the TLP common units we owned to ArcLight (see Note 2).

Note 2—Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements include our accounts and those of our controlled subsidiaries. Intercompany transactions and account balances have been eliminated in consolidation. Investments we cannot control, but can exercise significant influence over, are accounted for using the equity method of accounting. We also own an undivided interest in a crude oil pipeline, and include our proportionate share of assets, liabilities, and expenses related to this pipeline in our unaudited condensed consolidated financial statements.

Our unaudited condensed consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim consolidated financial information in accordance with the rules and regulations of the Securities and Exchange Commission (“SEC”). Accordingly, the unaudited condensed consolidated financial statements exclude certain information and notes required by GAAP for complete annual consolidated financial statements. However, we believe that the disclosures made are adequate to make the information presented not misleading. The unaudited condensed consolidated financial statements include all adjustments that we consider necessary for a fair presentation of our consolidated financial position and results of operations for the interim periods presented. Such adjustments consist only of normal recurring items, unless otherwise disclosed in this Quarterly Report. The unaudited condensed consolidated balance

NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

At December 31, 2016 and March 31, 2016, and for the

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sheet at March 31, 2016 was derived from our audited consolidated financial statements for the fiscal year ended March 31, 2016 included in our Annual Report on Form 10-K (“Annual Report”).

As previously reported, subsequent to the issuance of certain previously issued financial statements, in the fourth quarter of fiscal year 2016, we determined that there were errors in those financial statements from not recording certain contingent consideration liabilities related to royalty agreements assumed as part of acquisitions in our Water Solutions segment. The effect of the error was material to the financial statements for each of the first three quarters of the fiscal year ended March 31, 2016, so those quarters have been restated for the effects of the error correction. We have restated our previously issued unaudited condensed consolidated statements of operations and unaudited condensed consolidated statements of comprehensive income (loss) for the three months and nine months ended December 31, 2015 and unaudited condensed consolidated statement of cash flows for the nine months ended December 31, 2015. See Note 17 in our Annual Report for a summary of the impact of the error correction for the three months and nine months ended December 31, 2015.

These interim unaudited condensed consolidated financial statements should be read in conjunction with our audited consolidated financial statements and notes thereto included in our Annual Report. Due to the seasonal nature of certain of our operations and other factors, the results of operations for interim periods are not necessarily indicative of the results of operations to be expected for future periods or for the full fiscal year ending March 31, 2017.

#### Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires us to make estimates and assumptions that affect the amount of assets and liabilities reported at the date of the consolidated financial statements and the amount of revenues and expenses reported during the periods presented.

Critical estimates we make in the preparation of our unaudited condensed consolidated financial statements include, among others, determining the fair value of assets and liabilities acquired in business combinations, the collectibility of accounts receivable, the recoverability of inventories, useful lives and recoverability of property, plant and equipment and amortizable intangible assets, the impairment of assets, the fair value of asset retirement obligations, the value of equity-based compensation, and accruals for various commitments and contingencies. Although we believe these estimates are reasonable, actual results could differ from those estimates.

#### Significant Accounting Policies

Our significant accounting policies are consistent with those disclosed in Note 2 of our audited consolidated financial statements included in our Annual Report.

#### Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date. Fair value is based upon assumptions that market participants would use when pricing an asset or liability. We use the following fair value hierarchy, which prioritizes valuation technique inputs used to measure fair value into three broad levels:

• Level 1: Quoted prices in active markets for identical assets and liabilities that we have the ability to access at the measurement date.

Level 2: Inputs (other than quoted prices included within Level 1) that are either directly or indirectly observable for the asset or liability, including (i) quoted prices for similar assets or liabilities in active markets, (ii) quoted prices for identical or similar assets or liabilities in inactive markets, (iii) inputs other than quoted prices that are observable for the asset or liability, and (iv) inputs that are derived from observable market data by correlation or other means.

Instruments categorized in Level 2 include non-exchange traded derivatives such as over-the-counter commodity price swap and option contracts. We determine the fair value of all of our derivative financial instruments utilizing pricing models for similar instruments. Inputs to the pricing models include publicly available prices and forward curves generated from a compilation of data gathered from third parties.

Level 3: Unobservable inputs for the asset or liability including situations where there is little, if any, market activity for the asset or liability.

NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

At December 31, 2016 and March 31, 2016, and for the

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

#### Derivative Financial Instruments

We record all derivative financial instrument contracts at fair value in our unaudited condensed consolidated balance sheets except for certain contracts that qualify for the normal purchase and normal sale election. Under this accounting policy election, we do not record the contracts at fair value at each balance sheet date; instead, we record the purchase or sale at the contracted value once the delivery occurs.

We have not designated any financial instruments as hedges for accounting purposes. All changes in the fair value of our commodity derivative instruments that do not qualify as normal purchases and normal sales (whether cash transactions or non-cash mark-to-market adjustments) are reported within cost of sales in our unaudited condensed consolidated statements of operations, regardless of whether the contract is physically or financially settled.

We utilize various commodity derivative financial instrument contracts to attempt to reduce our exposure to price fluctuations. We do not enter into such contracts for trading purposes. Changes in assets and liabilities from commodity derivative financial instruments result primarily from changes in market prices, newly originated transactions, and the timing of settlements. We attempt to balance our contractual portfolio in terms of notional amounts and timing of performance and delivery obligations. However, net unbalanced positions can exist or are established based on our assessment of anticipated market movements. Inherent in the resulting contractual portfolio are certain business risks, including commodity price risk and credit risk. Commodity price risk is the risk that the market value of crude oil, natural gas liquids, or refined products will change, either favorably or unfavorably, in response to changing market conditions. Credit risk is the risk of loss from nonperformance by suppliers, customers or financial counterparties to a contract. Procedures and limits for managing commodity price risks and credit risks are specified in our market risk policy and credit risk policy, respectively. Open commodity positions and market price changes are monitored daily and are reported to senior management and to marketing operations personnel. Credit risk is monitored daily and exposure is minimized through customer deposits, restrictions on product liftings, letters of credit, and entering into master netting agreements that allow for offsetting counterparty receivable and payable balances for certain transactions.

#### Revenue Recognition

We record product sales revenues when title to the product transfers to the purchaser, which typically occurs when the purchaser receives the product. We record terminaling, transportation, storage, and service revenues when the service is performed, and we record tank and other rental revenues over the lease term. Revenues for our Water Solutions segment are recognized when we obtain the wastewater at our treatment and disposal facilities.

We report taxes collected from customers and remitted to taxing authorities, such as sales and use taxes, on a net basis. We include amounts billed to customers for shipping and handling costs in revenues in our unaudited condensed consolidated statements of operations. We enter into certain contracts whereby we agree to purchase product from a counterparty and sell the same volume of product to the same counterparty at a different location or time. When such

agreements are entered into at the same time and in contemplation of each other, we record the revenues for these transactions net of cost of sales.

Revenues during the three months ended December 31, 2016 and 2015 include \$1.2 million and \$1.5 million, respectively, and revenues during the nine months ended December 31, 2016 and 2015 include \$3.7 million and \$4.4 million, respectively, associated with the amortization of a liability recorded in the acquisition accounting for an acquired business related to certain out-of-market revenue contracts.

#### Inventories

We value our inventories at the lower of cost or market, with cost determined using either the weighted-average cost or the first in, first out (FIFO) methods, including the cost of transportation and storage. Market is determined based on estimated

## NGL ENERGY PARTNERS LP AND SUBSIDIARIES

## Notes to Unaudited Condensed Consolidated Financial Statements - Continued

At December 31, 2016 and March 31, 2016, and for the

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replacement cost using prices at the end of the reporting period. In performing this analysis, we consider fixed-price forward commitments and the opportunity to transfer propane inventory from our wholesale Liquids business to our Retail Propane business to sell the inventory in retail markets.

Inventories consist of the following at the dates indicated:

|                      | December 31,<br>2016 | March 31,<br>2016 |
|----------------------|----------------------|-------------------|
|                      | (in thousands)       |                   |
| Crude oil            | \$95,011             | \$84,030          |
| Natural gas liquids: |                      |                   |
| Propane              | 86,909               | 28,639            |
| Butane               | 22,452               | 8,461             |
| Other                | 4,724                | 6,011             |
| Refined products:    |                      |                   |
| Gasoline             | 164,570              | 80,569            |
| Diesel               | 177,039              | 99,398            |
| Renewables           | 53,563               | 52,458            |
| Other                | 9,725                | 8,240             |
| Total                | \$613,993            | \$367,806         |

## Investments in Unconsolidated Entities

Investments we cannot control, but can exercise significant influence over, are accounted for using the equity method of accounting. Under the equity method, we do not report the individual assets and liabilities of these entities on our unaudited condensed consolidated balance sheets; instead, our ownership interests are reported within investments in unconsolidated entities on our unaudited condensed consolidated balance sheets. Under the equity method, the investment is recorded at acquisition cost, increased by our proportionate share of any earnings and additional capital contributions and decreased by our proportionate share of any losses, distributions paid, and amortization of any excess investment. Excess investment is the amount by which our total investment exceeds our proportionate share of the historical net book value of the net assets of the investee. We use the cumulative earnings approach to classify distributions received from unconsolidated entities as either operating activities or investing activities in our unaudited condensed consolidated statements of cash flows.

On April 1, 2016, we sold all of the TLP common units we owned to ArcLight for approximately \$112.4 million in cash and recorded a gain on disposal of \$104.1 million during the nine months ended December 31, 2016.

Our investments in unconsolidated entities consist of the following at the dates indicated:

| Entity                                | Segment                         | Ownership Interest | Date Acquired or Formed | December 2016  | March 2016 |
|---------------------------------------|---------------------------------|--------------------|-------------------------|----------------|------------|
|                                       |                                 |                    |                         | (in thousands) |            |
| Glass Mountain (1)                    | Crude Oil Logistics             | 50%                | December 2013           | \$172,065      | \$179,594  |
| Ethanol production facility           | Refined Products and Renewables | 19%                | December 2013           | 12,921         | 12,570     |
| Water treatment and disposal facility | Water Solutions                 | 50%                | August 2015             | 2,159          | 2,238      |
| Retail propane company                | Retail Propane                  | 50%                | April 2015              | 369            | 972        |

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|                               |                                    |      |           |           |           |
|-------------------------------|------------------------------------|------|-----------|-----------|-----------|
| TLP (2)                       | Refined Products and<br>Renewables | 0%   | July 2014 | —         | 8,301     |
| Freshwater supply company (3) | Water Solutions                    | 100% | June 2014 | —         | 15,875    |
| Total                         |                                    |      |           | \$187,514 | \$219,550 |

When we acquired Gavilon, LLC, (“Gavilon Energy”), we recorded the investment in Glass Mountain Pipeline, LLC (“Glass Mountain”), which owns a crude oil pipeline in Oklahoma, at fair value. Our investment in Glass Mountain (1) exceeds our proportionate share of the historical net book value of Glass Mountain’s net assets by \$73.1 million at December 31, 2016. This difference relates primarily to goodwill and customer relationships.

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## NGL ENERGY PARTNERS LP AND SUBSIDIARIES

## Notes to Unaudited Condensed Consolidated Financial Statements - Continued

At December 31, 2016 and March 31, 2016, and for the

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(2) On April 1, 2016, we sold all of the TLP common units we owned.

On June 3, 2016, we acquired the remaining 65% ownership interest in the freshwater supply company, and as a (3) result, the freshwater supply company was consolidated in our unaudited condensed consolidated financial statements (see Note 4). On November 29, 2016, we sold this freshwater supply company.

## Other Noncurrent Assets

Other noncurrent assets consist of the following at the dates indicated:

|                     | December 2016  | March 31, 2016 |
|---------------------|----------------|----------------|
|                     | (in thousands) |                |
| Loan receivable (1) | \$42,410       | \$49,827       |
| Tank bottoms (2)    | 42,044         | 42,044         |
| Line fill (3)       | 43,015         | 35,060         |
| Other               | 123,900        | 49,108         |
| Total               | \$251,369      | \$176,039      |

(1) Represents a loan receivable associated with our financing of the construction of a natural gas liquids facility to be utilized by a third party.

Tank bottoms, which are product volumes required for the operation of storage tanks, are recorded at historical cost. We recover tank bottoms when the storage tanks are removed from service. At December 31, 2016 and

(2) March 31, 2016, tank bottoms held in third party terminals consisted of 366,212 barrels and 366,212 barrels of refined products, respectively. Tank bottoms held in terminals we own are included within property, plant and equipment (see Note 5).

Represents minimum volumes of crude oil we are required to leave on certain third-party owned pipelines under (3) long-term shipment commitments. At December 31, 2016 and March 31, 2016, line fill consisted of 582,807 barrels and 487,104 barrels of crude oil, respectively.

## Accrued Expenses and Other Payables

Accrued expenses and other payables consist of the following at the dates indicated:

|  | December 2016  | March 31, 2016 |
|--|----------------|----------------|
|  | (in thousands) |                |
| Accrued compensation and benefits                        | \$16,539       | \$40,517       |
| Excise and other tax liabilities                         | 55,451         | 59,455         |
| Derivative liabilities                                   | 40,813         | 28,612         |
| Accrued interest   | 27,767         | 20,543         |
| Product exchange liabilities                             | 9,355          | 5,843          |
| Deferred gain on sale of general partner interest in TLP | 30,113         | 30,113         |
| Other  | 15,995         | 29,343         |
| Total  | \$196,033      | \$214,426      |

## Sale of General Partner Interest in TLP

As previously reported, on February 1, 2016, we completed the sale of our general partner interest in TLP to ArcLight and deferred a portion of the gain on the sale and will recognize this amount over our future lease payment

obligations, which is approximately seven years. During the three months and nine months ended December 31, 2016, we recognized \$7.5 million and \$22.6 million, respectively, of the deferred gain in our unaudited condensed consolidated statements of operations. Within our unaudited condensed consolidated balance sheet, the current portion of the deferred gain, \$30.1 million, is recorded in accrued expenses and other payables and the long-term portion, \$146.8 million, is recorded in other noncurrent liabilities.

## NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

At December 31, 2016 and March 31, 2016, and for the

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### Noncontrolling Interests

We have certain consolidated subsidiaries in which outside parties own interests. The noncontrolling interest shown in our unaudited condensed consolidated financial statements represents the other owners' interests in these entities.

### Business Combination Measurement Period

We record the assets acquired and liabilities assumed in a business combination at their acquisition date fair values. Pursuant to GAAP, an entity is allowed a reasonable period of time (not to exceed one year) to obtain the information necessary to identify and measure the value of the assets acquired and liabilities assumed in a business combination. As discussed in Note 4, certain of our acquisitions are still within this measurement period, and as a result, the acquisition date fair values we have recorded for the assets acquired and liabilities assumed are subject to change.

Also, as discussed in Note 4, we made certain adjustments during the three months ended December 31, 2016 to our estimates of the acquisition date fair values of assets acquired and liabilities assumed in business combinations that occurred during the fiscal year ended March 31, 2016.

In September 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2015-16, "Simplifying the Accounting Adjustments for Measurement-Period Adjustments." The ASU requires that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. This ASU requires that the acquirer record, in the same period's financial statements, the effect on earnings of changes in depreciation, amortization, or other income effects, if any, as a result of the change to the provisional amounts, calculated as if the accounting had been completed at the acquisition date. The ASU was effective for the Partnership beginning April 1, 2016, and required a prospective method of adoption.

### Reclassifications

We have reclassified certain prior period financial statement information to be consistent with the classification methods used in the current fiscal year. These reclassifications did not impact previously reported amounts of equity, net income, or cash flows.

### Recent Accounting Pronouncements

In June 2016, the FASB issued ASU No. 2016-13, "Financial Instruments-Credit Losses." The ASU requires a financial asset (or a group of financial assets) measured at amortized cost to be presented at the net amount expected to be collected. The measurement of expected credit losses is based on relevant information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectibility of the reported amount. The ASU is effective for the Partnership beginning April 1, 2020, and requires a modified retrospective method of adoption, although early adoption is permitted. We are in the process of assessing the impact of this ASU on our consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, "Leases." The ASU will replace previous lease accounting guidance in GAAP. The ASU requires the recognition of lease assets and lease liabilities by lessees for those leases classified as operating leases. The ASU retains a distinction between finance leases and operating leases. The ASU is effective for the Partnership beginning April 1, 2019, and requires a modified retrospective method of adoption. We

are in the process of assessing the impact of this ASU on our consolidated financial statements.

In July 2015, the FASB issued ASU No. 2015-11, "Simplifying the Measurement of Inventory." The ASU requires that inventory within the scope of the guidance be measured at the lower of cost or net realizable value. The ASU is effective for the Partnership beginning April 1, 2017, and requires a prospective method of adoption, although early adoption is permitted. We do not expect the adoption of this ASU to have a material impact on our consolidated financial position or results of operations.

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers." The ASU will replace most existing revenue recognition guidance in GAAP. The core principle of this ASU is that an entity should recognize revenue for the transfer of goods or services equal to the amount that it expects to be entitled to receive for those goods or services. The ASU is effective for the Partnership beginning April 1, 2018, and allows for both full retrospective and modified retrospective

NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

At December 31, 2016 and March 31, 2016, and for the

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methods of adoption. We are in the process of determining the method of adoption and assessing the impact of this ASU on our consolidated financial statements.

Note 3—Income (Loss) Per Common Unit

Our income (loss) per common unit is as follows for the periods indicated:

|   | As Restated                                      |                   | As Restated        |                   |
|---|--|-------------------|--------------------|-------------------|
|   | Three Months Ended                               | Nine Months Ended | Three Months Ended | Nine Months Ended |
|   | December 31,                                     | December 31,      | December 31,       | December 31,      |
|   | 2016   | 2015              | 2016               | 2015              |
|   | (in thousands, except unit and per unit amounts) |                   |                    |                   |
| Net income  | \$ 1,293   | \$ 50,995         | \$ 117,388         | \$ 19,888         |
| Less: Net income attributable to noncontrolling interests   | (317 )   | (6,838 )          | (6,091 )           | (14,685 )         |
| Net income attributable to NGL Energy Partners LP           | 976  | 44,157            | 111,297            | 5,203             |
| Less: Distributions to preferred unitholders                | (8,906 )   | —                 | (20,958 )          | —                 |
| Less: Net income allocated to general partner (1)           | (22 )  | (16,239 )         | (180 )             | (47,798 )         |
| Net (loss) income allocated to common unitholders (basic)   | (7,952 )   | 27,918            | 90,159             | (42,595 )         |
| Effect of dilutive securities                               | —  | (3,967 )          | —                  | —                 |
| Net (loss) income allocated to common unitholders (diluted) | \$(7,952 )                                       | \$ 23,951         | \$ 90,159          | \$(42,595 )       |
| Basic (loss) income per common unit                         | \$(0.07 )  | \$ 0.27           | \$ 0.85            | \$(0.41 )         |
| Diluted (loss) income per common unit                       | \$(0.07 )  | \$ 0.22           | \$ 0.82            | \$(0.41 )         |
| Basic weighted average common units outstanding (2)         | 107,966,901                                      | 105,338,200       | 106,114,668        | 104,808,649       |
| Diluted weighted average common units outstanding (2)       | 107,966,901                                      | 106,194,547       | 109,554,928        | 104,808,649       |

(1) Net income allocated to the general partner includes distributions to which it is entitled as the holder of incentive distribution rights, which are discussed in Note 11.

(2) The basic and diluted weighted average common units outstanding for the three months and nine months ended December 31, 2015 were not restated.

The following table presents our calculation of basic and diluted units outstanding for the periods indicated:

|   | Three Months Ended |              | Nine Months Ended |              |
|---|--------------------|--------------|-------------------|--------------|
|   | December 31,       | December 31, | December 31,      | December 31, |
|   | 2016               | 2015         | 2016              | 2015         |
| Weighted average units outstanding during the period: |                    |              |                   |              |
| Common units - Basic                                  | 107,966,901        | 105,338,200  | 106,114,668       | 104,808,649  |
| Effect of Dilutive Securities:                        |                    |              |                   |              |
| Performance units                                     | —                  | —            | 111,826           | —            |
| Warrants  | —                  | —            | 3,328,434         | —            |
| Restricted units                                      | —                  | 856,347      | —                 | —            |
| Common units - Diluted                                | 107,966,901        | 106,194,547  | 109,554,928       | 104,808,649  |

For the nine months ended December 31, 2016, the convertible preferred units were considered antidilutive.

Note 4—Acquisitions

The following summarizes our acquisitions made during the nine months ended December 31, 2016.

Water Solutions Facilities

During the nine months ended December 31, 2016, we acquired three water solutions facilities and paid \$26.9 million of cash. In addition, we have recorded contingent consideration liabilities within accrued expenses and other payables and other

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NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

At December 31, 2016 and March 31, 2016, and for the

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noncurrent liabilities related to future royalty payments due to the sellers of one of these facilities. We estimated the contingent consideration based on the contracted royalty rate, which is a flat rate per disposal barrel and percentage of oil revenues, multiplied by the expected disposal volumes and oil revenue for the expected useful life of the facility and disposal well. This amount was then discounted to present value using our weighted average cost of capital plus a premium representative of the uncertainty associated with the expected disposal volumes and oil revenue. As of the acquisition date, we recorded a contingent liability of \$2.6 million.

We assumed a land lease with a royalty component as part of the acquisition of one of the facilities. The acquisition method of accounting requires that executory contracts with unfavorable terms relative to market conditions at the acquisition date be recorded as assets or liabilities in the acquisition accounting. We recorded a liability to other noncurrent liabilities of \$2.8 million related to this lease due to the royalty terms being deemed unfavorable. We will amortize this liability based on the volumes processed by the facility.

We are in the process of identifying and determining the fair values of the assets acquired and liabilities assumed for these water solutions facilities, and as a result, the estimates of fair value at December 31, 2016 are subject to change. The following table summarizes the preliminary estimates of the fair values of the assets acquired and liabilities assumed (in thousands):

|                                   |          |
|-----------------------------------|----------|
| Property, plant and equipment     | \$15,636 |
| Goodwill                          | 12,918   |
| Intangible assets                 | 3,878    |
| Current liabilities               | (314 )   |
| Other noncurrent liabilities      | (5,222 ) |
| Fair value of net assets acquired | \$26,896 |

Goodwill represents a premium paid to expand the number of our disposal sites in an oilfield production basin currently serviced by us, thereby enhancing our competitive position as a provider of disposal services in this oilfield production basin. We estimate that all of the goodwill will be deductible for federal income tax purposes.

#### Acquisition of Remaining Interest in Water Solutions Facilities

On September 15, 2016, we acquired the remaining 25% ownership interest in three water solutions facilities and paid \$10.0 million of cash. The acquisition of the remaining interest was accounted for as an equity transaction, no gain or loss was recorded and the carrying value of the noncontrolling interest was adjusted to reflect the change in ownership interest of the subsidiary. As of the date of the transaction, the 25% interest had a carrying value of \$7.4 million.

#### Water Pipeline Company

As discussed below, on January 7, 2016, we acquired a 57.125% interest in an existing produced water pipeline company operating in the Delaware Basin portion of West Texas. On June 3, 2016, we acquired an additional 24.5% interest in this water pipeline company as part of the purchase and sale agreement discussed in Note 15. As we control this entity (and continue to retain our controlling financial interest), the acquisition of the additional interest was accounted for as an equity transaction, no gain or loss was recorded and the carrying value of the noncontrolling interest was adjusted to reflect the change in ownership interest of the subsidiary. As of the date of the transaction, the 24.5% interest had a carrying value of \$5.2 million.

#### Freshwater Supply Company

On June 3, 2016, we acquired the remaining 65% ownership interest in a freshwater supply company (see Note 2). In exchange for this additional interest, we paid \$1.0 million of cash and assumed an outstanding note payable, which relates to money this entity previously borrowed from us. Prior to the completion of this transaction, we accounted for our previously held 35% ownership interest of this freshwater supply company using the equity method of accounting (see Note 2). As we owned a controlling interest in this entity, we revalued our previously held 35% ownership interest to fair value of \$0.8 million and recorded a loss of \$14.9 million, which is recorded within revaluation of investments in our unaudited condensed consolidated statement of operations. As the amount paid (cash plus the fair value of our previously held ownership interest) was less than the fair value of the assets acquired and liabilities assumed, we recorded a gain on bargain purchase of \$0.6 million within revaluation of investments in our unaudited condensed consolidated statement of operations.

## NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

At December 31, 2016 and March 31, 2016, and for the

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The following table summarizes the fair values of the assets acquired and liabilities assumed (in thousands):

|                                   |          |
|-----------------------------------|----------|
| Current assets                    | \$ 1,713 |
| Property, plant and equipment     | 8,874    |
| Intangible asset                  | 14,472   |
| Current liabilities               | (2,765 ) |
| Notes payable-intercompany        | (19,900) |
| Fair value of net assets acquired | \$ 2,394 |

On November 29, 2016, we sold this freshwater supply company. We received proceeds of \$22.0 million and recorded a loss on the sale of \$2.3 million during the three months ended December 31, 2016.

## Retail Propane Businesses

During the nine months ended December 31, 2016, we acquired four retail propane businesses and paid \$81.0 million of cash and issued 218,617 common units, valued at \$4.0 million. The agreements for these acquisitions contemplate post-closing payments for certain working capital items.

We are in the process of identifying and determining the fair values of the assets acquired and liabilities assumed in these business combinations, and as a result, the estimates of fair value at December 31, 2016 are subject to change. The following table summarizes the preliminary estimates of the fair values of the assets acquired and liabilities assumed (in thousands):

|                                   |          |
|-----------------------------------|----------|
| Current assets                    | \$4,467  |
| Property, plant and equipment     | 35,219   |
| Goodwill                          | 10,286   |
| Intangible assets                 | 43,860   |
| Current liabilities               | (6,621 ) |
| Other noncurrent liabilities      | (2,207 ) |
| Fair value of net assets acquired | \$85,004 |

Goodwill represents the excess of the consideration paid for the acquired businesses over the fair value of the individual assets acquired, net of liabilities assumed. Goodwill represents a premium paid to acquire the skilled workforce of each of the businesses acquired and the ability to expand into new markets. We estimate that all of the goodwill will be deductible for federal income tax purposes.

The following summarizes certain adjustments made during the nine months ended December 31, 2016, to the preliminary purchase price allocation of acquisitions made prior to April 1, 2016.

## Water Pipeline Company

During the nine months ended December 31, 2016, we finalized the purchase price accounting for the 57.125% interest acquired in a water pipeline company on January 7, 2016. During the nine months ended December 31, 2016, we recorded an adjustment to reclassify approximately \$1.1 million from property, plant and equipment to intangible assets, in order to present the fair value of the acquired rights-of-way as a finite-lived asset, which is consistent with our historical accounting policies, and we recorded an adjustment of \$0.3 million to other noncurrent liabilities and goodwill to recognize an asset retirement obligation. In addition, we paid \$1.0 million in cash to the seller during the

nine months ended December 31, 2016 for consideration that was held back at the acquisition date, which we recorded as a liability to accrued expenses and other payables. There have been no other adjustments to the fair value of assets acquired and liabilities assumed which were disclosed in our Annual Report.

## NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

At December 31, 2016 and March 31, 2016, and for the

Three Months and Nine Months Ended December 31, 2016 and 2015

## Delaware Basin Water Solutions Facilities

During the three months ended June 30, 2016, we finalized the purchase price accounting for the four saltwater disposal facilities and a 50% interest in an additional saltwater disposal facility in the Delaware Basin of the Permian Basin in Texas we acquired on August 24, 2015. There have been no adjustments to the fair value of assets acquired and liabilities assumed which were disclosed in our Annual Report.

## Water Solutions Facilities

During the three months ended June 30, 2016, we finalized the purchase price accounting for nine water facilities acquired under the development agreement during the fiscal year ended March 31, 2016. During the nine months ended December 31, 2016, we received additional information and recorded an adjustment of \$1.4 million to property, plant and equipment and goodwill to recognize the fair value of additional assets that we acquired. In addition, we paid \$1.0 million in cash to the seller during the three months ended June 30, 2016 for consideration that was held back at the acquisition date, which we recorded as a liability to accrued expenses and other payables.

## Retail Propane Businesses

During the nine months ended December 31, 2016, we finalized the purchase price accounting for five retail propane businesses we acquired during the fiscal year ended March 31, 2016 and paid \$0.5 million in cash to sellers during the nine months ended December 31, 2016 for consideration that was held back at the acquisition date, which we recorded as a liability to accrued expenses and other payables.

## Note 5—Property, Plant and Equipment

Our property, plant and equipment consists of the following at the dates indicated:

| Description                                     | Estimated Useful Lives | December 31, March 31, |              |
|---|------------------------|------------------------|--------------|
|   |                        | 2016                   | 2016         |
|   |                        | (in thousands)         |              |
| Natural gas liquids terminal and storage assets | 2–30 years             | \$ 171,186             | \$ 169,758   |
| Pipeline and related facilities                 | 30–40 years            | 220,207                | —            |
| Refined products terminal assets and equipment  | 20 years               | 6,736                  | 6,844        |
| Retail propane equipment                        | 2–30 years             | 233,643                | 201,312      |
| Vehicles and railcars                           | 3–25 years             | 196,798                | 185,547      |
| Water treatment facilities and equipment        | 3–30 years             | 550,928                | 508,239      |
| Crude oil tanks and related equipment           | 2–40 years             | 182,872                | 137,894      |
| Barges and towboats                             | 5–40 years             | 89,084                 | 86,731       |
| Information technology equipment                | 3–7 years              | 41,298                 | 38,653       |
| Buildings and leasehold improvements            | 3–40 years             | 150,966                | 118,885      |
| Land  |                        | 49,276                 | 47,114       |
| Tank bottoms                                    |                        | 12,093                 | 20,355       |
| Other   | 3–30 years             | 47,051                 | 11,699       |
| Construction in progress                        |                        | 142,923                | 383,032      |
|   |                        | 2,095,061              | 1,916,063    |
| Accumulated depreciation                        |                        | (348,136 )             | (266,491 )   |
| Net property, plant and equipment               |                        | \$ 1,746,925           | \$ 1,649,572 |



NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

At December 31, 2016 and March 31, 2016, and for the

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The following table summarizes depreciation expense and capitalized interest expense for the periods indicated:

|                              | Three Months   |          | Nine Months  |           |
|------------------------------|----------------|----------|--------------|-----------|
|                              | Ended          |          | Ended        |           |
|                              | December 31,   |          | December 31, |           |
|                              | 2016           | 2015     | 2016         | 2015      |
|                              | (in thousands) |          |              |           |
| Depreciation expense         | \$32,039       | \$35,443 | \$88,396     | \$105,707 |
| Capitalized interest expense | \$1,429        | \$761    | \$6,233      | \$1,451   |

Tank bottoms, which are product volumes required for the operation of storage tanks, are recorded at historical cost. We recover tank bottoms when the storage tanks are removed from service. The following table summarizes the tank bottoms included in the table above at the dates indicated:

|           | December 31,<br>2016  |   | March 31, 2016  |   |
|-----------|---|---|---|---|
| Product   | Volume<br>(in Value<br>barrels)<br>(in thousands)<br>thousands) | Volume<br>(in Value<br>barrels)<br>(in thousands)<br>thousands) | Volume<br>(in Value<br>barrels)<br>(in thousands)<br>thousands) | Volume<br>(in Value<br>barrels)<br>(in thousands)<br>thousands) |
| Crude oil | 132   | \$ 11,108   | 231   | \$ 19,348   |
| Other     | 27  | 985   | 24  | 1,007   |
| Total     |   | \$ 12,093   |   | \$ 20,355   |

Loss on Disposal of Assets

During the three months and nine months ended December 31, 2016, we recorded losses of \$5.2 million and \$16.0 million, respectively, due primarily to the sales and write-down of certain assets in our Crude Oil Logistics, Water Solutions and Refined Products and Renewables segments. During the three months and nine months ended December 31, 2015, we recorded losses of \$0.2 million and \$1.9 million, respectively, due primarily to the sales of certain assets in our Crude Oil Logistics and Water Solutions segments. These losses are reported within loss (gain) on disposal or impairment of assets, net in our unaudited condensed consolidated statements of operations.

Note 6—Goodwill

The following table summarizes changes in goodwill by segment during the nine months ended December 31, 2016:

|  | Crude Oil<br>Logistics | Water<br>Solutions | Liquids   | Retail<br>Propane | Refined<br>Products and<br>Renewables | Total       |
|--|------------------------|--------------------|-----------|-------------------|---------------------------------------|-------------|
|  | (in thousands)         |                    |           |                   |                                       |             |
| Balances at March 31, 2016                   | \$579,846              | \$290,915          | \$266,046 | \$127,428         | \$ 51,127                             | \$1,315,362 |
| Revisions to acquisition accounting (Note 4) | —                      | (1,110)            | —         | (2)               | —                                     | (1,112)     |
| Acquisitions (Note 4)                        | —                      | 12,918             | —         | 10,286            | —                                     | 23,204      |
| Adjustment to initial impairment estimate    | —                      | 124,662            | —         | —                 | —                                     | 124,662     |
| Balances at December 31, 2016                | \$579,846              | \$427,385          | \$266,046 | \$137,712         | \$ 51,127                             | \$1,462,116 |

Goodwill Adjustment to Initial Impairment Estimate

During the three months ended March 31, 2016, we recorded a preliminary goodwill impairment charge of \$380.2 million. During the three months ended June 30, 2016, we finalized our goodwill impairment analysis, with the assistance of a third party valuation firm. As a result of finalizing our analysis, we determined that we needed to reverse \$124.7 million of the previously recorded goodwill impairment recorded during the three months ended March 31, 2016. The reversal was due primarily to the change in the fair value of our customer relationship intangible assets. With the assistance of the third party valuation firm, inputs such as revenue growth rates and attrition rates related to existing customers were refined and resulted in a lower fair value allocated to customer relationships than in our preliminary calculation. We recorded the reversal within loss (gain) on disposal or impairment of assets, net in our unaudited condensed consolidated statement of operations.

## NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

At December 31, 2016 and March 31, 2016, and for the

Three Months and Nine Months Ended December 31, 2016 and 2015

## Note 7—Intangible Assets

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

| Description                              | Amortizable Lives | December 31, 2016                       |                          |              | March 31, 2016        |                          |              |
|--|-------------------|---|--------------------------|--------------|-----------------------|--------------------------|--------------|
|  |                   | Gross Carrying Amount<br>(in thousands) | Accumulated Amortization | Net          | Gross Carrying Amount | Accumulated Amortization | Net          |
| <b>Amortizable:</b>                      |                   |   |                          |              |                       |                          |              |
| Customer relationships                   | 3–20 years        | \$ 889,496                              | \$ 294,652               | \$ 594,844   | \$ 852,118            | \$ 233,838               | \$ 618,280   |
| Customer commitments                     | 10 years          | 310,000                                 | 5,167                    | 304,833      | —                     | —                        | —            |
| Pipeline capacity rights                 | 30 years          | 161,786                                 | 10,304                   | 151,482      | 119,636               | 6,559                    | 113,077      |
| Rights-of-way and easements              | 1–40 years        | 61,888                                  | 1,295                    | 60,593       | —                     | —                        | —            |
| Water facility development agreement     | 5 years           | —                                       | —                        | —            | 14,000                | 7,700                    | 6,300        |
| Executory contracts and other agreements | 5–30 years        | 22,713                                  | 20,114                   | 2,599        | 23,920                | 21,075                   | 2,845        |
| Non-compete agreements                   | 2–32 years        | 32,784                                  | 16,395                   | 16,389       | 20,903                | 13,564                   | 7,339        |
| Trade names                              | 1–10 years        | 15,439                                  | 13,305                   | 2,134        | 15,439                | 12,034                   | 3,405        |
| Debt issuance costs (1)                  | 3 years           | 39,980                                  | 27,285                   | 12,695       | 39,942                | 22,108                   | 17,834       |
| Total amortizable                        |                   | 1,534,086                               | 388,517                  | 1,145,569    | 1,085,958             | 316,878                  | 769,080      |
| <b>Non-amortizable:</b>                  |                   |   |                          |              |                       |                          |              |
| Customer commitments (2)                 |                   | —                                       | —                        | —            | 310,000               | —                        | 310,000      |
| Rights-of-way and easements (2)          |                   | —                                       | —                        | —            | 47,190                | —                        | 47,190       |
| Trade names                              |                   | 19,180                                  | —                        | 19,180       | 22,620                | —                        | 22,620       |
| Total non-amortizable                    |                   | 19,180                                  | —                        | 19,180       | 379,810               | —                        | 379,810      |
| Total                                    |                   | \$ 1,553,266                            | \$ 388,517               | \$ 1,164,749 | \$ 1,465,768          | \$ 316,878               | \$ 1,148,890 |

(1) Includes debt issuance costs related to the Revolving Credit Facility (as defined herein). Debt issuance costs related to fixed-rate notes are reported as a reduction of the carrying amount of long-term debt.

(2) Amounts moved to the amortizable section above due to the related assets being placed in service during the three months ended December 31, 2016.

The weighted-average remaining amortization period for intangible assets is approximately 9.1 years.

## Write off of Intangible Assets

As a result of terminating the development agreement in the Water Solutions segment (see Note 15), we incurred a loss of \$5.8 million to write off the water facility development agreement. During the three months ended June 30, 2016, we wrote-off \$5.2 million related to the value of an indefinite-lived trade name intangible asset in conjunction with finalizing our goodwill impairment analysis (see Note 6). These losses are reported within loss (gain) on disposal or impairment of assets, net in our unaudited condensed consolidated statement of operations.

Amortization expense is as follows for the periods indicated:

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| Recorded In                   | Three Months   |          | Nine Months  |          |
|-------------------------------|----------------|----------|--------------|----------|
|                               | Ended          |          | Ended        |          |
|                               | December 31,   |          | December 31, |          |
|                               | 2016           | 2015     | 2016         | 2015     |
|                               | (in thousands) |          |              |          |
| Depreciation and amortization | \$28,728       | \$23,737 | \$71,880     | \$70,065 |
| Cost of sales                 | 1,753          | 1,701    | 5,098        | 5,102    |
| Interest expense              | 1,721          | 4,834    | 5,177        | 7,788    |
| Total                         | \$32,202       | \$30,272 | \$82,155     | \$82,955 |

## NGL ENERGY PARTNERS LP AND SUBSIDIARIES

## Notes to Unaudited Condensed Consolidated Financial Statements - Continued

At December 31, 2016 and March 31, 2016, and for the

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

Year Ending March 31,

|                     |             |
|---------------------|-------------|
| 2017 (three months) | \$33,822    |
| 2018                | 132,843     |
| 2019                | 123,129     |
| 2020                | 115,343     |
| 2021                | 102,541     |
| Thereafter          | 637,891     |
| Total               | \$1,145,569 |

## Note 8—Long-Term Debt

Our long-term debt consists of the following at the dates indicated:

|                              | December 31, 2016 |  |               | March 31, 2016 |  |               |
|------------------------------|-------------------|--|---------------|----------------|--|---------------|
|                              | Face<br>Amount    | Unamortized<br>Debt<br>Issuance<br>Costs (1) | Book<br>Value | Face<br>Amount | Unamortized<br>Debt<br>Issuance<br>Costs (1) | Book<br>Value |
|                              | (in thousands)    |  |               |                |  |               |
| Revolving credit facility:   |                   |  |               |                |  |               |
| Expansion capital borrowings | \$638,000         | \$ —   | \$638,000     | \$1,229,500    | \$ —   | \$1,229,500   |
| Working capital borrowings   | 875,500           | —  | 875,500       | 618,500        | —  | 618,500       |
| 5.125% Notes due 2019        | 383,467           | (3,595)                                      | 379,872       | 388,467        | (4,681)                                      | 383,786       |
| 6.875% Notes due 2021        | 369,063           | (6,186)                                      | 362,877       | 388,289        | (7,545)                                      | 380,744       |
| 6.650% Notes due 2022        | 250,000           | (2,929)                                      | 247,071       | 250,000        | (3,166)                                      | 246,834       |
| 7.500% Notes due 2023        | 700,000           | (11,750)                                     | 688,250       | —              | —  | —             |
| Other long-term debt         | 58,550            | (114)  | 58,436        | 61,488         | (108)  | 61,380        |
|                              | 3,274,580         | (24,574)                                     | 3,250,006     | 2,936,244      | (15,500)                                     | 2,920,744     |
| Less: Current maturities     | 33,501            | —  | 33,501        | 7,907          | —  | 7,907         |
| Long-term debt               | \$3,241,079       | \$ (24,574)                                  | \$3,216,505   | \$2,928,337    | \$ (15,500)                                  | \$2,912,837   |

(1) Debt issuance costs related to the Revolving Credit Facility (as defined herein) are reported within intangible assets, rather than as a reduction of the carrying amount of long-term debt.

Amortization expense for debt issuance costs related to long-term debt in the table above was \$1.2 million and \$0.8 million during the three months ended December 31, 2016 and 2015, respectively, and \$3.0 million and \$2.4 million during the nine months ended December 31, 2016 and 2015, respectively.

Expected amortization of debt issuance costs is as follows (in thousands):

Year Ending March 31,

|                     |         |
|---------------------|---------|
| 2017 (three months) | \$1,304 |
| 2018                | 5,077   |
| 2019                | 4,937   |
| 2020                | 3,953   |
| 2021                | 3,539   |
| Thereafter          | 5,764   |

Total \$24,574

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NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

At December 31, 2016 and March 31, 2016, and for the

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Credit Agreement

We have entered into a credit agreement (as amended, the “Credit Agreement”) with a syndicate of banks. The Credit Agreement includes a revolving credit facility to fund working capital needs (the “Working Capital Facility”) and a revolving credit facility to fund acquisitions and expansion projects (the “Expansion Capital Facility,” and together with the Working Capital Facility, the “Revolving Credit Facility”). At December 31, 2016, our Revolving Credit Facility had a total capacity of \$2.484 billion. Our Revolving Credit Facility has an “accordion” feature that allows us to increase the capacity by \$150 million if new lenders wish to join the syndicate or if current lenders wish to increase their commitments.

The Expansion Capital Facility had a total capacity of \$1.446 billion for cash borrowings at December 31, 2016. At that date, we had outstanding borrowings of \$638.0 million on the Expansion Capital Facility. The Working Capital Facility had a total capacity of \$1.038 billion for cash borrowings and letters of credit at December 31, 2016. At that date, we had outstanding borrowings of \$875.5 million and outstanding letters of credit of \$79.6 million on the Working Capital Facility. Amounts outstanding for letters of credit are not recorded as long-term debt on our unaudited condensed consolidated balance sheets, although they decrease our borrowing capacity under the Working Capital Facility. The capacity available under the Working Capital Facility may be limited by a “borrowing base” (as defined in the Credit Agreement), which is calculated based on the value of certain working capital items at any point in time.

The commitments under the Credit Agreement expire on November 5, 2018. We have the right to prepay outstanding borrowings under the Credit Agreement without incurring any penalties, and prepayments of principal may be required if we enter into certain transactions to sell assets or obtain new borrowings.

All borrowings under the Credit Agreement bear interest, at our option, at either (i) an alternate base rate plus a margin of 0.50% to 1.75% per year or (ii) an adjusted LIBOR rate plus a margin of 1.50% to 2.75% per year. The applicable margin is determined based on our consolidated leverage ratio (as defined in the Credit Agreement). At December 31, 2016, the borrowings under the Credit Agreement had a weighted average interest rate of 3.39%, calculated as the weighted LIBOR rate of 0.74% plus a margin of 2.50% for LIBOR borrowings and the prime rate of 3.75% plus a margin of 1.50% on alternate base rate borrowings. At December 31, 2016, the interest rate in effect on letters of credit was 2.50%. Commitment fees are charged at a rate ranging from 0.38% to 0.50% on any unused capacity.

The Revolving Credit Facility is secured by substantially all of our assets. The Credit Agreement also specifies that our leverage ratio cannot be more than 4.75 to 1 and that our interest coverage ratio cannot be less than 2.75 to 1 at any quarter end. At December 31, 2016, our leverage ratio was approximately 4.50 to 1 and our interest coverage ratio was approximately 3.94 to 1.

At December 31, 2016, we were in compliance with the covenants under the Credit Agreement.

2019 Notes

On July 9, 2014, we issued \$400.0 million of 5.125% Senior Notes Due 2019 (the “2019 Notes”). During the three months ended June 30, 2016, we repurchased \$5.0 million of our 2019 Notes for an aggregate purchase price of \$3.1 million (excluding payments of accrued interest). As a result, we recorded a gain on the early extinguishment of our 2019 Notes of \$1.8 million (net of the write off of debt issuance costs of \$0.1 million).

The 2019 Notes mature on July 15, 2019. Interest is payable on January 15 and July 15 of each year. We have the right to redeem the 2019 Notes before the maturity date, although we would be required to pay a premium for early redemption.

At December 31, 2016, we were in compliance with the covenants under the indenture governing the 2019 Notes.

#### 2021 Notes

On October 16, 2013, we issued \$450.0 million of 6.875% Senior Notes Due 2021 (the “2021 Notes”). During the three months ended June 30, 2016, we repurchased \$19.2 million of our 2021 Notes for an aggregate purchase price of \$12.0 million (excluding payments of accrued interest). As a result, we recorded a gain on the early extinguishment of our 2021 Notes of \$6.8 million (net of the write off of debt issuance costs of \$0.4 million).

NGL ENERGY PARTNERS LP AND SUBSIDIARIES

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The 2021 Notes mature on October 15, 2021. Interest is payable on April 15 and October 15 of each year. We have the right to redeem the 2021 Notes before the maturity date, although we would be required to pay a premium for early redemption.

At December 31, 2016, we were in compliance with the covenants under the indenture governing the 2021 Notes.

2022 Notes

On June 19, 2012, we entered into a Note Purchase Agreement (as amended, the “2022 Note Purchase Agreement”) whereby we issued \$250.0 million of Senior Notes in a private placement (the “2022 Notes”). The 2022 Notes bear interest at a fixed rate of 6.65%, which is payable quarterly. The 2022 Notes are required to be repaid in semi-annual installments of \$25.0 million beginning on December 19, 2017 and ending on the maturity date of June 19, 2022. We have the option to prepay outstanding principal, although we would incur a prepayment penalty. On September 30, 2016, we amended our Note Purchase Agreement which, among other things, changes the maximum allowable leverage ratio to match the maximum allowable leverage ratio and the calculation of such ratio under our Credit Agreement. Additionally, the amendment provides for an increase in interest charged should our leverage ratio exceed certain predetermined levels. The 2022 Notes are secured by substantially all of our assets and rank equal in priority with borrowings under the Credit Agreement.

At December 31, 2016, we were in compliance with the covenants under the 2022 Note Purchase Agreement.

2023 Notes

On October 24, 2016, we entered into a Note Purchase Agreement (as amended, the “2023 Note Purchase Agreement”) whereby we issued \$700.0 million of Senior Unsecured Notes (the “2023 Notes”) in a private placement. The 2023 Notes bear interest at 7.50%, which is payable on May 1 and November 1 of each year, beginning on May 1, 2017. We received net proceeds of \$687.9 million, after the initial purchasers’ discount of \$10.5 million and offering costs of \$1.6 million. We used the net proceeds to reduce the outstanding balance on our Revolving Credit Facility. The 2023 Notes mature on November 1, 2023.

The Partnership and NGL Energy Finance Corp. are co-issuers of the 2023 Notes, and the obligations under the 2023 Notes are fully and unconditionally guaranteed by certain of our existing and future restricted subsidiaries that incur or guarantee indebtedness under certain of our other indebtedness, including the Revolving Credit Facility. The indenture governing the 2023 Notes contains various customary covenants, including, (i) pay distributions on, purchase or redeem our common equity or purchase or redeem our subordinated debt, (ii) incur or guarantee additional indebtedness or issue preferred units, (iii) create or incur certain liens, (iv) enter into agreements that restrict distributions or other payments from our restricted subsidiaries to us, (v) consolidate, merge or transfer all or substantially all of our assets, and (vi) engage in transactions with affiliates.

Our obligations under the indenture may be accelerated following certain events of default (subject to applicable cure periods), including, without limitation, (i) the failure to pay principal or interest when due, (ii) experiencing an event of default on certain other debt agreements, or (iii) certain events of bankruptcy or insolvency.

We have the option to redeem all or a portion of the 2023 Notes at any time on or after November 1, 2019 at 100% of the principal amount of the 2023 Notes redeemed plus accrued and unpaid interest. Prior to November 1, 2019, the Partnership may redeem all or a portion of the 2023 Notes at a price equal to the “make whole price” specified in the

indenture, plus accrued and unpaid interest.

In connection with the closing of the offering of the 2023 Notes, the Partnership entered into a registration rights agreement (the "Registration Rights Agreement"). Under the Registration Rights Agreement, the Partnership agreed to file a registration statement with the SEC so that holders can exchange the 2023 Notes for registered notes that have substantially identical terms as the 2023 Notes and evidence the same indebtedness as the 2023 Notes. In addition, the subsidiary guarantors agreed to exchange the guarantee related to the 2023 Notes for a registered guarantee having substantially the same terms as the original guarantees. The Partnership is obligated use their commercially reasonable efforts to file an exchange offer registration statement with respect to the exchange notes and the exchange guarantees and cause such exchange offer registration statement to become effective on or prior to 365 days after the closing of this offering. If the Partnership fails to satisfy these obligations, it will be required to pay to the holders of the 2023 Notes liquidated damages in an amount equal to 0.25% per annum on the principal amount of the 2023 Notes held by such holder during the 90-day period immediately following the occurrence of such registration default, and such amount shall increase by 0.25% per annum at the end of such 90-day period.

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## NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

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Three Months and Nine Months Ended December 31, 2016 and 2015

At December 31, 2016, we were in compliance with the covenants under the 2023 Note Purchase Agreement.

## Other Long-Term Debt

We have certain notes payable related to equipment financing. We have also executed various non-interest bearing notes payable, primarily related to non-compete agreements entered into in connection with acquisitions of businesses. These instruments have a combined principal balance of \$58.6 million at December 31, 2016, and the interest rates on these instruments range from 1.17% to 7.08% per year.

## Debt Maturity Schedule

The scheduled maturities of our long-term debt are as follows at December 31, 2016:

| Year Ending March 31, | Revolving<br>Credit<br>Facility<br>(in thousands) | 2019<br>Notes | 2021<br>Notes | 2022<br>Notes | 2023<br>Notes | Other<br>Long-Term<br>Debt | Total       |
|-----------------------|---|---------------|---------------|---------------|---------------|----------------------------|-------------|
| 2017 (three months)   | \$—   | \$—           | \$—           | \$—           | \$—           | \$ 1,437                   | \$1,437     |
| 2018                  | —   | —             | —             | 25,000        | —             | 8,234                      | 33,234      |
| 2019                  | 1,513,500   | —             | —             | 50,000        | —             | 7,106                      | 1,570,606   |
| 2020                  | —   | 383,467       | —             | 50,000        | —             | 6,594                      | 440,061     |
| 2021                  | —   | —             | —             | 50,000        | —             | 34,902                     | 84,902      |
| Thereafter            | —   | —             | 369,063       | 75,000        | 700,000       | 277                        | 1,144,340   |
| Total                 | \$1,513,500                                       | \$383,467     | \$369,063     | \$250,000     | \$700,000     | \$ 58,550                  | \$3,274,580 |

## Note 9—Income Taxes

We qualify as a partnership for income tax purposes. As such, we generally do not pay United States federal income tax. Rather, each owner reports his or her share of our income or loss on his or her individual tax return. The aggregate difference in the basis of our net assets for financial and tax reporting purposes cannot be readily determined, as we do not have access to information regarding each partner's basis in the Partnership.

We have certain taxable corporate subsidiaries in the United States and in Canada, and our operations in Texas are subject to a state franchise tax that is calculated based on revenues net of cost of sales. Our fiscal years 2013 to 2016 generally remain subject to examination by federal, state, and Canadian tax authorities. We utilize the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply in the years in which these temporary differences are expected to be recovered or settled. Changes in tax rates are recognized in income in the period that includes the enactment date.

A publicly traded partnership is required to generate at least 90% of its gross income (as defined for federal income tax purposes) from certain qualifying sources. Income generated by our taxable corporate subsidiaries is excluded from this qualifying income calculation. Although we routinely generate income outside of our corporate subsidiaries that is non-qualifying, we believe that at least 90% of our gross income has been qualifying income for each of the calendar years since our initial public offering.

We evaluate uncertain tax positions for recognition and measurement in the consolidated financial statements. To recognize a tax position, we determine whether it is more likely than not that the tax position will be sustained upon examination, including resolution of any related appeals or litigation, based on the technical merits of the position. A tax position that meets the more likely than not threshold is measured to determine the amount of benefit to be recognized in the consolidated financial statements. We had no material uncertain tax positions that required recognition in our unaudited condensed consolidated financial statements at December 31, 2016 or March 31, 2016.

NGL ENERGY PARTNERS LP AND SUBSIDIARIES

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Note 10—Commitments and Contingencies

Legal Contingencies

We are party to various claims, legal actions, and complaints arising in the ordinary course of business. In the opinion of our management, the ultimate resolution of these claims, legal actions, and complaints, after consideration of amounts accrued, insurance coverage, and other arrangements, is not expected to have a material adverse effect on our consolidated financial position, results of operations or cash flows. However, the outcome of such matters is inherently uncertain, and estimates of our liabilities may change materially as circumstances develop.

Environmental Matters

Our unaudited condensed consolidated balance sheet at December 31, 2016 includes a liability, measured on an undiscounted basis, of \$2.4 million related to environmental matters, which is reported within accrued expenses and other payables. Our operations are subject to extensive federal, state, and local environmental laws and regulations. Although we believe our operations are in substantial compliance with applicable environmental laws and regulations, risks of additional costs and liabilities are inherent in our business, and there can be no assurance that we will not incur significant costs. Moreover, it is possible that other developments, such as increasingly stringent environmental laws, regulations and enforcement policies thereunder, and claims for damages to property or persons resulting from the operations, could result in substantial costs. Accordingly, we have adopted policies, practices, and procedures in the areas of pollution control, product safety, occupational health, and the handling, storage, use, and disposal of hazardous materials designed to prevent material environmental or other damage, and to limit the financial liability that could result from such events. However, some risk of environmental or other damage is inherent in our business.

As previously disclosed, the U.S. Environmental Protection Agency (“EPA”) had informed NGL Crude Logistics, LLC, formerly known as Gavilon, LLC (hereafter referred to as “Gavilon”) of alleged violations in 2011 by Gavilon of the Clean Air Act’s renewable fuel standards regulations (prior to its acquisition by NGL in December 2013). On October 4, 2016, the U.S. Department of Justice, acting at the request of the EPA, filed a civil complaint in the Northern District of Iowa against Gavilon and one of its then suppliers, Western Dubuque Biodiesel LLC (“Western Dubuque”). Consistent with the earlier allegations by the EPA, the civil complaint related to transactions between Gavilon and Western Dubuque and the generation of biodiesel renewable identification numbers (“RINs”) sold by Western Dubuque to Gavilon in 2011. On December 19, 2016, we filed a motion to dismiss the complaint. On January 9, 2017, the EPA filed an amended complaint. The amended complaint seeks an order declaring Western Dubuque’s RINs invalid, an order requiring the defendants to retire an equivalent number of valid RINs, and that the defendants pay statutory civil penalties. On January 23, 2017, we filed a motion to dismiss the amended complaint. Consistent with our position against the previous EPA allegations, and the original complaint, we deny the allegations in this amended civil complaint and intend to continue vigorously defending ourselves in the civil action. However, at this time NGL is unable to determine the outcome of this action or its significance to us.

Asset Retirement Obligations

We have contractual and regulatory obligations at certain facilities for which we have to perform remediation, dismantlement, or removal activities when the assets are retired. Our liability for asset retirement obligations is discounted to present value. To calculate the liability, we make estimates and assumptions about the retirement cost and the timing of retirement. Changes in our assumptions and estimates may occur as a result of the passage of time and the occurrence of future events. The following table summarizes changes in our asset retirement obligation, which

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is reported within other noncurrent liabilities in our unaudited condensed consolidated balance sheets (in thousands):

|                                     |         |
|-------------------------------------|---------|
| Balance at March 31, 2016           | \$5,574 |
| Liabilities incurred                | 713     |
| Liabilities assumed in acquisitions | 406     |
| Liabilities settled                 | (19 )   |
| Accretion expense                   | 351     |
| Balance at December 31, 2016        | \$7,025 |

In addition to the obligations discussed above, we may be obligated to remove facilities or perform other remediation upon retirement of certain other assets. However, the fair value of the asset retirement obligation cannot currently be reasonably

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## NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

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estimated because the settlement dates are indeterminable. We will record an asset retirement obligation for these assets in the periods in which settlement dates are reasonably determinable.

## Operating Leases

We have executed various noncancelable operating lease agreements for product storage, office space, vehicles, real estate, railcars, and equipment. The following table summarizes future minimum lease payments under these agreements at December 31, 2016 (in thousands):

| Year Ending March 31, |           |
|-----------------------|-----------|
| 2017 (three months)   | \$ 34,952 |
| 2018                  | 134,262   |
| 2019                  | 111,760   |
| 2020                  | 100,450   |
| 2021                  | 87,197    |
| Thereafter            | 140,153   |
| Total                 | \$608,774 |

Rental expense relating to operating leases was \$32.0 million and \$25.5 million during the three months ended December 31, 2016 and 2015, respectively, and \$88.9 million and \$92.6 million during the nine months ended December 31, 2016 and 2015, respectively.

## Pipeline Capacity Agreements

We have executed noncancelable agreements with crude oil and refined products pipeline operators, which guarantee us minimum monthly shipping capacity on the pipelines. As a result, we are required to pay the minimum shipping fees if actual shipments are less than our allotted capacity. The following table summarizes future minimum throughput payments under these agreements at December 31, 2016 (in thousands):

| Year Ending March 31, |            |
|-----------------------|------------|
| 2017 (three months)   | \$ 13,534  |
| 2018                  | 54,365     |
| 2019                  | 53,688     |
| 2020                  | 43,856     |
| 2021                  | 1,438      |
| Thereafter            | 599        |
| Total                 | \$ 167,480 |

## Construction Commitments

At December 31, 2016, we had construction commitments of \$43.7 million.

## NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

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## Sales and Purchase Contracts

We have entered into product sales and purchase contracts for which we expect the parties to physically settle and deliver the inventory in future periods. The following table summarizes such commitments at December 31, 2016:

|   | Volume         | Value       |
|---|----------------|-------------|
|   | (in thousands) |             |
| Purchase commitments:                     |                |             |
| Natural gas liquids fixed-price (gallons) | 17,131         | \$9,504     |
| Natural gas liquids index-price (gallons) | 322,711        | \$242,996   |
| Crude oil fixed-price (barrels)           | 3,671          | \$186,499   |
| Crude oil index-price (barrels)           | 33,327         | \$1,455,775 |
| Sale commitments:                         |                |             |
| Natural gas liquids fixed-price (gallons) | 119,108        | \$82,791    |
| Natural gas liquids index-price (gallons) | 205,672        | \$197,433   |
| Crude oil fixed-price (barrels)           | 4,797          | \$240,874   |
| Crude oil index-price (barrels)           | 15,157         | \$809,785   |

We account for the contracts in the table above using the normal purchase and normal sale election. Under this accounting policy election, we do not record the contracts at fair value at each balance sheet date; instead, we record the purchase or sale at the contracted value once the delivery occurs. Contracts in the table above may have offsetting derivative contracts (see Note 12) or inventory positions (see Note 2).

Certain other forward purchase and sale contracts do not qualify for the normal purchase and normal sale election. These contracts are recorded at fair value in our unaudited condensed consolidated balance sheet and are not included in the table above. These contracts are included in the derivative disclosures (see Note 12), and represent \$50.2 million of our prepaid expenses and other current assets and \$39.9 million of our accrued expenses and other payables at December 31, 2016.

## Note 11—Equity

## Partnership Equity

The Partnership's equity consists of a 0.1% general partner interest and a 99.9% limited partner interest, which consists of common units. Our general partner has the right, but not the obligation, to contribute a proportionate amount of capital to us to maintain its 0.1% general partner interest. Our general partner is not required to guarantee or pay any of our debts and obligations.

## General Partner Contributions

In connection with the issuance of common units for the vesting of restricted units and the ATM Program (as defined herein), as discussed within this note, as well as common units issued for a retail propane acquisition (see Note 4) during the nine months ended December 31, 2016, we issued 2,575 notional units to our general partner for \$0.1 million in order to maintain its 0.1% interest in us.



## NGL ENERGY PARTNERS LP AND SUBSIDIARIES

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## Our Distributions

The following table summarizes distributions declared during the last four quarters:

| Date Declared    | Record Date      | Date<br>Paid/Payable | Amount<br>Per Unit | Amount  | Amount   |
|------------------|------------------|----------------------|--------------------|---|--|
|                  |                  |                      |                    | Paid/ Payable<br>to Limited<br>Partners<br>(in thousands) | Paid/ Payable<br>to General<br>Partner<br>(in thousands) |
| April 21, 2016   | May 3, 2016      | May 13, 2016         | \$0.3900           | \$ 40,626   | \$ 70  |
| July 22, 2016    | August 4, 2016   | August 12,<br>2016   | \$0.3900           | \$ 41,146   | \$ 71  |
| October 20, 2016 | November 4, 2016 | November 14,<br>2016 | \$0.3900           | \$ 41,907   | \$ 72  |
| January 19, 2017 | February 3, 2017 | February 14,<br>2017 | \$0.3900           | \$ 42,923   | \$ 74  |

## Class A Convertible Preferred Units

On April 21, 2016, we entered into a private placement agreement to issue \$200 million of 10.75% Class A Convertible Preferred Units ("Preferred Units") to Oaktree Capital Management L.P. and its co-investors ("Oaktree"). On June 23, 2016, the private placement agreement was amended to increase the aggregate principal amount from \$200 million to \$240 million. On May 11, 2016, we received an initial \$100 million ("initial closing date") and Oaktree received 8,309,237 Preferred Units, and on June 24, 2016, we received the remaining \$140 million ("second closing date") and Oaktree received 11,632,932 Preferred Units. In addition, Oaktree received 4,375,112 warrants (1,822,963 at the initial closing date and 2,552,149 at the second closing date) to purchase common units at an exercise price of \$0.01 per common unit.

We will pay a cumulative, quarterly distribution in arrears at an annual rate of 10.75% on the Preferred Units then outstanding in cash, to the extent declared by the board of directors of our general partner. To the extent declared, such distributions will be paid for each such quarter within 45 days after each quarter end. On July 22, 2016, we declared a pro rata distribution for the three months ended June 30, 2016 of \$1.8 million which was paid to the holders of the Preferred Units on August 12, 2016. On October 20, 2016, we declared a distribution for the three months ended September 30, 2016 of \$6.4 million which was paid to the holders of the Preferred Units on November 14, 2016. On January 19, 2017, we declared a distribution for the three months ended December 31, 2016 of \$6.4 million to be paid to the holders of the Preferred Units on February 14, 2017.

If the Preferred Unit quarterly distribution is not made in full in cash for any quarter, the Preferred Unit distribution rate will increase by one quarter of a percentage point (0.25%) per annum beginning with distributions for the first six-month period that a payment default is in effect, and will further increase by an additional one quarter of a percentage point (0.25%) beginning with distributions for the next six-month period during which a payment default remains in effect. The deficiency rate shall not exceed 11.25% per annum; as long as the default is occurring, the amount of accrued but unpaid Preferred Unit quarterly distributions shall increase at an annual rate of 10.75%, compounded quarterly, until paid in full.

The Preferred Units have no mandatory redemption date but are redeemable, at our election, any time after the first anniversary of the closing date. We have the right to redeem all of the outstanding Preferred Units at a price per

Preferred Unit equal to the purchase price multiplied by the redemption multiple then in effect. The redemption multiple means (a) 140% for redemptions occurring on or after the first, but prior to the second anniversary of the closing date, (b) 115% for redemptions occurring on or after the second, but prior to the third anniversary of the closing date, (c) 110% for redemptions occurring on or after the third, but prior to the eighth anniversary of the closing date and (d) 101% for redemptions occurring on or after the eighth anniversary of the closing date.

At any time after the third anniversary of the initial closing date, the Preferred Unit holders shall have the right to convert all of the outstanding Preferred Units at a price per Preferred Unit equal to the purchase price multiplied by the conversion multiple then in effect, which may be settled in common units, cash or a combination, at our discretion. The conversion multiple means if our common units are trading at or above \$12.035 (“the initial conversion price”), the conversion price is not adjusted. However, if the conversion price is less than the initial conversion price, the conversion price will be reset to the greater of (i) the adjusted volume weighted average price of our common units for the fifteen trading days immediately preceding the third anniversary of the closing date or (ii) \$5.00.

NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

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Upon a change of control of the Partnership, each Preferred Unit holder shall have the right, at its election, to either (i) elect to have its Preferred Units converted to common units; (ii) if we are the surviving entity of such change of control, it can elect to continue to hold its Preferred Units; or (iii) require us to redeem its Preferred Units for cash equal to (a) prior to the first anniversary of the closing date, 140% of the unit purchase price; (b) on or after the first but prior to the second anniversary of the closing date, 130% of the unit purchase price; (c) on or after the second anniversary of the closing date, 120% of the unit purchase price; and (d) thereafter, 101% of the unit purchase price. In each case, this amount will include any accrued but unpaid distributions at the redemption date.

Under the private placement agreement, we are required to file within 180 days of the initial closing date a registration statement registering the resales of common units issued or to be issued upon conversion of the Preferred Units or exercise of the warrants and have the registration statement declared effective within 360 days after the closing date. We are required to continue to maintain the effectiveness of the registration statement until all securities have been sold. The Partnership's filed registration statement was declared effective by the SEC on November 23, 2016.

The warrants have an eight year term, after which unexercised warrants will expire. The holders of the warrants may convert one-third of the warrants from and after the first anniversary of the original issue date, another one-third of the warrants from and after the second anniversary of the original issue date and the final one-third may be converted from and after the third anniversary. Upon a change of control or in the event we exercise our redemption right with respect to the Preferred Units, all unvested warrants shall immediately vest and be exercisable in full.

We received net proceeds of \$235.0 million (net of offering costs of \$5.0 million) in connection with the issuance of the Preferred Units and warrants. We allocated these net proceeds, on a relative fair value basis, to the Preferred Units (\$186.4 million), which includes the value of the beneficial conversion feature, and warrants (\$48.6 million). As discussed below, \$131.5 million of the amount allocated to the Preferred Units was allocated to the intrinsic value of the beneficial conversion feature. A beneficial conversion feature is defined as a nondetachable conversion feature that is in the money at the commitment date. Per the applicable accounting guidance, we are required to allocate a portion of the proceeds allocated to the Preferred Units to the beneficial conversion feature based on the intrinsic value of the beneficial conversion feature. The intrinsic value is calculated at the commitment date based on the difference between the fair value of the common units at the issuance date (number of common units issuable at conversion multiplied by the per unit value of our common units at the issuance date) and the proceeds attributed to the Preferred Units. We record the accretion attributable to the beneficial conversion feature as a deemed distribution using the effective interest method over the three year period prior to the effective dates of the holders' conversion right. Accretion for the beneficial conversion feature was \$2.5 million for the three months ended December 31, 2016 and \$6.3 million for the nine months ended December 31, 2016.

As discussed above, the Preferred Units are not mandatorily redeemable but are redeemable upon a change of control, which was not certain to occur at the issuance of the Preferred Units. Due to the redemption being conditioned upon an event that is not certain to occur or that is not under our control, we are required to record the value allocated to the Preferred Units, excluding the value of the beneficial conversion feature, between liabilities and equity (mezzanine or temporary equity) within our unaudited condensed consolidated balance sheet. The value allocated to the warrants and the beneficial conversion feature was recorded as part of Limited Partners' equity within our unaudited condensed consolidated balance sheet.

Amended and Restated Partnership Agreement

On June 24, 2016, NGL Energy Holdings LLC executed the Third Amended and Restated Agreement of Limited Partnership. The preferences, rights, powers and duties of holders of the Preferred Units are defined in the amended and restated partnership agreement. The Preferred Units rank senior to the common units, with respect to the payment of distributions and distribution of assets upon liquidation, dissolution and winding up. The Preferred Units have no stated maturity and are not subject to mandatory redemption or any sinking fund and will remain outstanding indefinitely unless redeemed by the Partnership or converted into common units at the election of the Partnership or the Preferred Unit holders or in connection with a change of control.

#### At-The-Market Program

On August 24, 2016, we entered into an equity distribution program in connection with an at-the-market program (the "ATM Program") pursuant to which we may issue and sell common units for up to \$200.0 million in gross proceeds. This ATM Program is registered with the SEC on an effective registration statement on Form S-3. During the nine months ended December 31,

## NGL ENERGY PARTNERS LP AND SUBSIDIARIES

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2016, we sold 2,353,438 common units for net proceeds of \$43.9 million (net of offering costs of \$0.3 million). As of December 31, 2016, approximately \$155.4 million remained available for sale under the Partnership's ATM Program.

Subsequent to December 31, 2016, we sold an additional 967,697 common units for net proceeds of \$20.5 million (net of offering costs of \$0.2 million).

## Equity-Based Incentive Compensation

Our general partner has adopted a long-term incentive plan ("LTIP"), which allows for the issuance of equity-based compensation. Our general partner has granted certain restricted units to employees and directors, which vest in tranches, subject to the continued service of the recipients. The awards may also vest upon a change of control, at the discretion of the board of directors of our general partner. No distributions accrue to or are paid on the restricted units during the vesting period.

The restricted units include awards that vest contingent on the continued service of the recipients through the vesting date (the "Service Awards"). The restricted units also include awards that are contingent both on the continued service of the recipients through the vesting date and also on the performance of our common units relative to other entities in the Alerian MLP Index (the "Index") over specified periods of time (the "Performance Awards").

During the three months ended September 30, 2016, we changed our process for how taxes are withheld upon the vesting of restricted units. Previously, employees could choose to pay cash for their portion of the taxes or have us withhold enough units to meet their tax withholding requirements. Employees could also elect to have the units withheld to exceed the statutory minimums. Now, employees will still be able to pay cash to satisfy their tax obligation or they can elect to sell enough units, through a broker assisted cashless exercise program, to meet their tax obligation. As a result of this change in process, the unvested restricted units and future grants are eligible for equity classification. Prior to this change in process, we classified any Service Awards or Performance Awards granted as liabilities and were required to recalculate the fair value of the award at each reporting date. Awards classified as equity are valued only at their grant date and are not revalued at each reporting date. As of June 30, 2016, we had liabilities related to our Service Awards and Performance Awards of \$25.6 million and \$1.8 million, respectively, which we reclassified to equity.

The following table summarizes the Service Award activity during the nine months ended December 31, 2016:

|   |             |
|---|-------------|
| Unvested Service Award units at March 31, 2016    | 2,297,132   |
| Units granted                                     | 3,105,600   |
| Units vested and issued                           | (2,350,082) |
| Units forfeited                                   | (339,600 )  |
| Unvested Service Award units at December 31, 2016 | 2,713,050   |

The following table summarizes the scheduled vesting of our unvested Service Award units at December 31, 2016:

|                       |           |
|-----------------------|-----------|
| Year Ending March 31, |           |
| 2018                  | 881,350   |
| 2019                  | 917,800   |
| Thereafter            | 913,900   |
| Total                 | 2,713,050 |

Service Awards are valued at the market price as of the date of grant less the present value of the expected distribution stream over the vesting period using a risk-free interest rate. We record the expense for each Service Award on a straight-line basis over the requisite period for the entire award (that is, over the requisite service period of the last separately vesting portion of the award), ensuring that the amount of compensation cost recognized at any date must at least equal the portion of the grant-date value of the award that is vested at that date. During the three months ended December 31, 2016 and 2015, we recorded compensation expense related to Service Award units of \$4.8 million and \$0.4 million, respectively. During the nine months ended December 31, 2016 and 2015, we recorded compensation expense related to Service Award units of \$51.5 million and \$33.8 million, respectively.

## NGL ENERGY PARTNERS LP AND SUBSIDIARIES

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Of the restricted units granted and vested during the nine months ended December 31, 2016, 1,008,091 units were granted as a bonus for performance during the fiscal year ended March 31, 2016. We accrued expense of \$16.8 million during the fiscal year ended March 31, 2016 as an estimate of the value of such bonus units that would be granted. During the nine months ended December 31, 2016, we recorded an additional \$2.2 million to true up the estimate to the \$19.0 million of actual expense associated with these bonuses. Since the units were not formally granted until August 2016, the full \$19.0 million is reflected in the expense during the three months and nine months ended December 31, 2016 in the amounts in the preceding paragraph above.

The following table summarizes the estimated future expense we expect to record on the unvested Service Award units at December 31, 2016 (in thousands):

| Year Ending March 31, |          |
|-----------------------|----------|
| 2017 (three months)   | \$4,676  |
| 2018                  | 12,510   |
| 2019                  | 9,106    |
| Thereafter            | 2,386    |
| Total                 | \$28,678 |

During April 2015, our general partner granted Performance Award units to certain employees. The number of Performance Award units that will vest is contingent on the performance of our common units relative to the performance of the other entities in the Index. Performance will be calculated based on the return on our common units (including changes in the market price of the common units and distributions paid during the performance period) relative to the returns on the common units of the other entities in the Index. As of December 31, 2016, performance will be measured over the following periods:

| Vesting Date of Tranche | Performance Period for Tranche     |
|-------------------------|------------------------------------|
| July 1, 2017            | July 1, 2014 through June 30, 2017 |
| July 1, 2018            | July 1, 2015 through June 30, 2018 |
| July 1, 2019            | July 1, 2016 through June 30, 2019 |

The following table summarizes the percentage of the maximum Performance Award units that will vest depending on the percentage of entities in the Index that NGL outperforms:

| Our Relative Total Unitholder Return Percentile Ranking | Payout (% of Target Units) |
|---|----------------------------|
| Less than 50th percentile                               | 0%                         |
| Between the 50th and 75th percentile                    | 50%–100%                   |
| Between the 75th and 90th percentile                    | 100%–200%                  |
| Above the 90% percentile                                | 200%                       |

The following table summarizes the Performance Award activity during the nine months ended December 31, 2016:

|   |            |
|---|------------|
| Unvested Performance Award units at March 31, 2016    | 637,382    |
| Units granted   | 932,309    |
| Units forfeited                                       | (380,691 ) |
| Unvested Performance Award units at December 31, 2016 | 1,189,000  |

During the July 1, 2013 through June 30, 2016 performance period, the return on our common units was below the return of the 50th percentile of our peer companies in the Index. As a result, no units vested on July 1, 2016 and are considered to be forfeited.

The fair value of the Performance Awards is estimated using a Monte Carlo simulation at the grant date. We record the expense for each of the tranches of the Performance Awards on a straight-line basis over the period beginning with the grant date and ending with the vesting date of the tranche. Any Performance Awards that do not become earned Performance Awards shall terminate, expire and otherwise be forfeited by the participants. During the three months ended December 31, 2016, and 2015, we recorded compensation expense related to Performance Award units of \$2.1 million and a reversal of previously

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## NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

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recorded expense of \$1.8 million, respectively, related to Performance Award units. During the nine months ended December 31, 2016 and 2015, we recorded compensation expense related to Performance Award units of \$5.2 million and \$16.3 million, respectively.

The following table summarizes the estimated future expense we expect to record on the unvested Performance Award units at December 31, 2016 (in thousands):

|                       |          |
|-----------------------|----------|
| Year Ending March 31, |          |
| 2017 (three months)   | \$2,047  |
| 2018                  | 6,197    |
| 2019                  | 3,232    |
| Thereafter            | 655      |
| Total                 | \$12,131 |

The number of common units that may be delivered pursuant to awards under the LTIP is limited to 10% of the issued and outstanding common units. The maximum number of units deliverable under the LTIP plan automatically increases to 10% of the issued and outstanding common units immediately after each issuance of common units, unless the plan administrator determines to increase the maximum number of units deliverable by a lesser amount. Units withheld to satisfy tax withholding obligations are not considered to be delivered under the LTIP. In addition, when an award is forfeited, canceled, exercised, paid or otherwise terminates or expires without the delivery of units, the units subject to such award are again available for new awards under the LTIP. At December 31, 2016, approximately 1.3 million common units remain available for issuance under the LTIP.

## Note 12—Fair Value of Financial Instruments

Our cash and cash equivalents, accounts receivable, accounts payable, accrued expenses, and other current assets and liabilities (excluding derivative instruments) are carried at amounts which reasonably approximate their fair values due to their short-term nature.

## Commodity Derivatives

The following table summarizes the estimated fair values of our commodity derivative assets and liabilities reported in our unaudited condensed consolidated balance sheet at the dates indicated:

|                                       | December 31, 2016 |                        | March 31, 2016    |                        |
|---------------------------------------|-------------------|------------------------|-------------------|------------------------|
|                                       | Derivative Assets | Derivative Liabilities | Derivative Assets | Derivative Liabilities |
|                                       | (in thousands)    |                        |                   |                        |
| Level 1 measurements                  | \$3,358           | \$(75,986)             | \$47,361          | \$(3,983)              |
| Level 2 measurements                  | 51,054            | (40,982)               | 32,700            | (28,612)               |
|                                       | 54,412            | (116,968)              | 80,061            | (32,595)               |
| Netting of counterparty contracts (1) | (2,690)           | 2,690                  | (3,384)           | 3,384                  |
| Net cash collateral provided (held)   | (843)             | 73,465                 | (18,176)          | 599                    |
| Commodity derivatives                 | \$50,879          | \$(40,813)             | \$58,501          | \$(28,612)             |

(1) Relates to commodity derivative assets and liabilities that are expected to be net settled on an exchange or through a netting arrangement with the counterparty.



## NGL ENERGY PARTNERS LP AND SUBSIDIARIES

## Notes to Unaudited Condensed Consolidated Financial Statements - Continued

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The following table summarizes the accounts that include our commodity derivative assets and liabilities in our unaudited condensed consolidated balance sheets at the dates indicated:

|   | December 31,<br>2016 | March 31,<br>2016 |
|---|----------------------|-------------------|
|   | (in thousands)       |                   |
| Prepaid expenses and other current assets | \$50,879             | \$58,501          |
| Accrued expenses and other payables       | (40,813 )            | (28,612 )         |
| Net commodity derivative asset            | \$10,066             | \$29,889          |

The following table summarizes our open commodity derivative contract positions at the dates indicated. We do not account for these derivatives as hedges.

| Contracts                        | Settlement Period          | Net Long<br>(Short) Fair Value<br>Notional of |                             |
|----------------------------------|----------------------------|---|-----------------------------|
|                                  |                            | Units<br>(in<br>barrels)<br>(in thousands)    | Net Assets<br>(Liabilities) |
| At December 31, 2016:            |                            |   |                             |
| Cross-commodity (1)              | January 2017–March 2017    | 53  | \$ 1,348                    |
| Crude oil fixed-price (2)        | January 2017–March 2017    | (671 )  | (2,469 )                    |
| Propane fixed-price (2)          | January 2017–December 2017 | 106   | 1,338                       |
| Refined products fixed-price (2) | January 2017–January 2019  | (7,027)                                       | (66,119 )                   |
| Refined products index (2)       | January 2017–December 2017 | (24 )   | (197 )                      |
| Other                            | January 2017–March 2022    |   | 3,543                       |
|                                  |                            |   | (62,556 )                   |
| Net cash collateral provided     |                            |   | 72,622                      |
| Net commodity derivative asset   |                            |   | \$ 10,066                   |
| At March 31, 2016:               |                            |   |                             |
| Cross-commodity (1)              | April 2016–March 2017      | 251   | \$ 1,663                    |
| Crude oil fixed-price (2)        | April 2016–December 2016   | (1,583)                                       | (3,655 )                    |
| Propane fixed-price (2)          | April 2016–December 2017   | 540   | (592 )                      |
| Refined products fixed-price (2) | April 2016–June 2017       | (5,355)                                       | 48,557                      |
| Other                            | April 2016–March 2017      |   | 1,493                       |
|                                  |                            |   | 47,466                      |
| Net cash collateral held         |                            |   | (17,577 )                   |
| Net commodity derivative asset   |                            |   | \$ 29,889                   |

We may purchase or sell a physical commodity where the underlying contract pricing mechanisms are tied to (1) different commodity price indices. These contracts are derivatives we have entered into as an economic hedge against the risk of one commodity price moving relative to another commodity price.

We may have fixed price physical purchases, including inventory, offset by floating price physical sales or floating (2) price physical purchases offset by fixed price physical sales. These contracts are derivatives we have entered into as an economic hedge against the risk of mismatches between fixed and floating price physical obligations.

During the three months and nine months ended December 31, 2016, we recorded net losses of \$57.7 million and \$102.6 million, respectively, and during the three months and nine months ended December 31, 2015, we recorded net gains of \$52.5 million and \$97.1 million, respectively, from our commodity derivatives to cost of sales.

#### Credit Risk

We have credit policies that we believe minimize our overall credit risk, including an evaluation of potential counterparties' financial condition (including credit ratings), collateral requirements under certain circumstances, and the use of

NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

At December 31, 2016 and March 31, 2016, and for the

Three Months and Nine Months Ended December 31, 2016 and 2015

industry standard master netting agreements, which allow for offsetting counterparty receivable and payable balances for certain transactions. At December 31, 2016, our primary counterparties were retailers, resellers, energy marketers, producers, refiners, and dealers. This concentration of counterparties may impact our overall exposure to credit risk, either positively or negatively, as the counterparties may be similarly affected by changes in economic, regulatory or other conditions. If a counterparty does not perform on a contract, we may not realize amounts that have been recorded in our unaudited condensed consolidated balance sheets and recognized in our net income.

Interest Rate Risk

Our Revolving Credit Facility is variable-rate debt with interest rates that are generally indexed to bank prime or LIBOR interest rates. At December 31, 2016, we had \$1.5 billion of outstanding borrowings under our Revolving Credit Facility at a weighted average interest rate of 3.39%.

Fair Value of Fixed-Rate Notes

The following table provides fair value estimates of our fixed-rate notes at December 31, 2016 (in thousands):

2019 Notes \$381,070

2021 Notes \$379,443

2022 Notes \$277,806

2023 Notes \$725,667

For the 2019 Notes, 2021 Notes and 2023 Notes, the fair value estimates were developed based on publicly traded quotes and would be classified as Level 1 in the fair value hierarchy. For the 2022 Notes, the fair value estimate was developed using observed yields on publicly traded notes issued by us, adjusted for differences in the key terms of those notes and the key terms of our notes (examples include differences in the tenor of the debt, credit standing of the issuer, whether the notes are publicly traded, and whether the notes are secured or unsecured). This fair value estimate would be classified as Level 3 in the fair value hierarchy.

Note 13—Segments

The following table summarizes certain financial data related to our segments for the periods indicated. Transactions between segments are recorded based on prices negotiated between the segments. The “Corporate and Other” category in the table below includes certain corporate expenses that are not allocated to the reportable segments.

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NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

At December 31, 2016 and March 31, 2016, and for the

Three Months and Nine Months Ended December 31, 2016 and 2015

|  | As Restated        |                   | As Restated        |                   |
|--|--------------------|-------------------|--------------------|-------------------|
|  | Three Months Ended | Nine Months Ended | Three Months Ended | Nine Months Ended |
|  | December 31,       | December 31,      | December 31,       | December 31,      |
|  | 2016               | 2015              | 2016               | 2015              |
|  | (in thousands)     |                   |                    |                   |
| Revenues:                                      |                    |                   |                    |                   |
| Crude Oil Logistics:                           |                    |                   |                    |                   |
| Crude oil sales                                | \$366,569          | \$508,863         | \$1,123,169        | \$2,818,752       |
| Crude oil transportation and other             | 20,914             | 12,423            | 43,020             | 44,118            |
| Elimination of intersegment sales              | (1,577 )           | (1,861 )          | (4,447 )           | (8,083 )          |
| Total Crude Oil Logistics revenues             | 385,906            | 519,425           | 1,161,742          | 2,854,787         |
| Water Solutions:                               |                    |                   |                    |                   |
| Service fees                                   | 28,268             | 35,138            | 82,493             | 107,079           |
| Recovered hydrocarbons                         | 6,387              | 8,414             | 19,264             | 34,978            |
| Other revenues                                 | 5,704              | 1,886             | 14,088             | 5,168             |
| Total Water Solutions revenues                 | 40,359             | 45,438            | 115,845            | 147,225           |
| Liquids:                                       |                    |                   |                    |                   |
| Propane sales                                  | 260,562            | 188,930           | 458,646            | 393,442           |
| Other product sales                            | 235,739            | 180,620           | 485,174            | 488,967           |
| Other revenues                                 | 7,704              | 8,161             | 22,926             | 27,531            |
| Elimination of intersegment sales              | (33,730 )          | (24,184 )         | (57,162 )          | (48,436 )         |
| Total Liquids revenues                         | 470,275            | 353,527           | 909,584            | 861,504           |
| Retail Propane:                                |                    |                   |                    |                   |
| Propane sales                                  | 96,699             | 68,880            | 174,510            | 148,184           |
| Distillate sales                               | 19,569             | 19,133            | 35,613             | 39,758            |
| Other revenues                                 | 12,418             | 12,132            | 30,056             | 29,856            |
| Elimination of intersegment sales              | (32 )              | —                 | (48 )              | —                 |
| Total Retail Propane revenues                  | 128,654            | 100,145           | 240,131            | 217,798           |
| Refined Products and Renewables:               |                    |                   |                    |                   |
| Refined products sales                         | 2,258,317          | 1,532,928         | 6,409,889          | 4,946,136         |
| Renewables sales                               | 123,065            | 101,414           | 325,377            | 300,756           |
| Service fees                                   | 50                 | 32,381            | 11,195             | 89,193            |
| Elimination of intersegment sales              | (149 )             | (252 )            | (293 )             | (729 )            |
| Total Refined Products and Renewables revenues | 2,381,283          | 1,666,471         | 6,746,168          | 5,335,356         |
| Corporate and Other                            | 164                | —                 | 679                | —                 |
| Total revenues                                 | \$3,406,641        | \$2,685,006       | \$9,174,149        | \$9,416,670       |
| Depreciation and Amortization:                 |                    |                   |                    |                   |
| Crude Oil Logistics                            | \$16,503           | \$10,041          | \$34,496           | \$30,096          |
| Water Solutions                                | 27,150             | 23,644            | 76,713             | 66,906            |
| Liquids  | 4,441              | 3,537             | 13,315             | 11,286            |
| Retail Propane                                 | 11,379             | 9,096             | 31,771             | 26,711            |
| Refined Products and Renewables                | 404                | 11,493            | 1,237              | 36,820            |
| Corporate and Other                            | 890                | 1,369             | 2,744              | 3,953             |
| Total depreciation and amortization            | \$60,767           | \$59,180          | \$160,276          | \$175,772         |
| Operating Income (Loss):                       |                    |                   |                    |                   |
| Crude Oil Logistics                            | \$(9,163 )         | \$804             | \$(28,827 )        | \$12,689          |

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|                                 |          |           |           |           |
|---------------------------------|----------|-----------|-----------|-----------|
| Water Solutions                 | (11,898  | ) 15,596  | 63,136    | 44,300    |
| Liquids                         | 24,765   | 32,921    | 33,092    | 52,820    |
| Retail Propane                  | 21,772   | 14,450    | 10,553    | 11,985    |
| Refined Products and Renewables | 8,209    | 31,702    | 169,365   | 59,478    |
| Corporate and Other             | (11,128  | ) (12,919 | ) (66,690 | ) (81,630 |
| Total operating income          | \$22,557 | \$82,554  | \$180,629 | \$99,642  |

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## NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

At December 31, 2016 and March 31, 2016, and for the

Three Months and Nine Months Ended December 31, 2016 and 2015

The following table summarizes additions to property, plant and equipment and intangible assets by segment for the periods indicated. This information has been prepared on the accrual basis, and includes property, plant and equipment and intangible assets acquired in acquisitions.

|                                 | Three Months Ended |           | Nine Months Ended |           |
|---------------------------------|--------------------|-----------|-------------------|-----------|
|                                 | December 31,       |           | December 31,      |           |
|                                 | 2016               | 2015      | 2016              | 2015      |
|                                 | (in thousands)     |           |                   |           |
| Crude Oil Logistics             | \$42,758           | \$214,114 | \$147,460         | \$321,137 |
| Water Solutions                 | 18,275             | 57,817    | 86,628            | 190,837   |
| Liquids                         | 1,736              | (24,576)  | 14,897            | 11,488    |
| Retail Propane                  | 16,196             | 11,641    | 94,170            | 34,350    |
| Refined Products and Renewables | (945)              | (4,684)   | 42,175            | 18,599    |
| Corporate and Other             | 375                | 12,715    | 2,107             | 13,884    |
| Total                           | \$78,395           | \$267,027 | \$387,437         | \$590,295 |

The following tables summarize long-lived assets (consisting of property, plant and equipment, intangible assets, and goodwill) and total assets by segment at the dates indicated:

|                                 | December 31,   |             | March 31, |  |
|---------------------------------|----------------|-------------|-----------|--|
|                                 | 2016           |             | 2016      |  |
|                                 | (in thousands) |             |           |  |
| Long-lived assets, net:         |                |             |           |  |
| Crude Oil Logistics             | \$1,721,536    | \$1,679,027 |           |  |
| Water Solutions                 | 1,276,811      | 1,162,405   |           |  |
| Liquids                         | 573,045        | 572,081     |           |  |
| Retail Propane                  | 555,214        | 483,330     |           |  |
| Refined Products and Renewables | 216,906        | 180,783     |           |  |
| Corporate and Other             | 30,278         | 36,198      |           |  |
| Total                           | \$4,373,790    | \$4,113,824 |           |  |

Total assets:

|                                 |             |             |  |  |
|---------------------------------|-------------|-------------|--|--|
| Crude Oil Logistics             | \$2,438,956 | \$2,197,113 |  |  |
| Water Solutions                 | 1,315,432   | 1,236,875   |  |  |
| Liquids                         | 837,989     | 693,872     |  |  |
| Retail Propane                  | 639,099     | 538,267     |  |  |
| Refined Products and Renewables | 1,032,683   | 765,806     |  |  |
| Corporate and Other             | 113,917     | 128,222     |  |  |
| Total                           | \$6,378,076 | \$5,560,155 |  |  |

## Note 14—Transactions with Affiliates

SemGroup Corporation (“SemGroup”) holds ownership interests in our general partner. We sell product to and purchase product from SemGroup, and these transactions are included within revenues and cost of sales, respectively, in our unaudited condensed consolidated statements of operations. We also lease crude oil storage from SemGroup.

We purchase ethanol from an equity method investee. These transactions are reported within cost of sales in our unaudited condensed consolidated statements of operations.

Certain members of our management and members of their families as well as other associated parties own interests in entities from which we have purchased products and services and to which we have sold products and services.

During the nine months ended December 31, 2016, \$12.8 million of these transactions were capital expenditures and were recorded as increases to property, plant and equipment.

## NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

At December 31, 2016 and March 31, 2016, and for the

Three Months and Nine Months Ended December 31, 2016 and 2015

The following table summarizes these related party transactions for the periods indicated:

|  | Three Months<br>Ended<br>December 31,<br>2016 |          | Nine Months<br>Ended<br>December 31,<br>2015 |          |
|--|---|----------|--|----------|
|  | 2016  | 2015     | 2016   | 2015     |
|  | (in thousands)                                |          |  |          |
| Sales to SemGroup                                  | \$150   | \$67     | \$3,734                                      | \$42,098 |
| Purchases from SemGroup                            | \$1,911                                       | \$5,052  | \$5,874                                      | \$50,355 |
| Sales to equity method investees                   | \$95  | \$1,676  | \$595  | \$4,762  |
| Purchases from equity method investees             | \$33,538                                      | \$27,153 | \$91,530                                     | \$82,917 |
| Sales to entities affiliated with management       | \$53  | \$91     | \$205  | \$289    |
| Purchases from entities affiliated with management | \$2,580                                       | \$6,709  | \$14,316                                     | \$30,103 |

Accounts receivable from affiliates consist of the following at the dates indicated:

|  | December 31,<br>2016 |          | March 31,<br>2016 |      |
|--|----------------------|----------|-------------------|------|
|  | 2016                 | 2016     | 2016              | 2016 |
|  | (in thousands)       |          |                   |      |
| Receivables from SemGroup                            | \$19,957             | \$1,166  |                   |      |
| Receivables from equity method investees             | 13                   | 14,446   |                   |      |
| Receivables from entities affiliated with management | 38                   | 13       |                   |      |
| Total  | \$20,008             | \$15,625 |                   |      |

Accounts payable to affiliates consist of the following at the dates indicated:

|   | December 31,<br>2016 |         | March 31,<br>2016 |      |
|---|----------------------|---------|-------------------|------|
|   | 2016                 | 2016    | 2016              | 2016 |
|   | (in thousands)       |         |                   |      |
| Payables to SemGroup                            | \$20,493             | \$1,823 |                   |      |
| Payables to equity method investees             | 1,431                | 3,947   |                   |      |
| Payables to entities affiliated with management | 993                  | 1,423   |                   |      |
| Total   | \$22,917             | \$7,193 |                   |      |

We also have a loan receivable of \$2.7 million at December 31, 2016 from an equity method investee with an initial maturity date of March 31, 2021, which can be extended for successive one-year periods unless one of the parties terminates the loan agreement.

We had a loan receivable of \$22.3 million at March 31, 2016 from our freshwater supply company equity method investee. During the three months ended June 30, 2016, we received loan payments of \$0.7 million from our investee in accordance with the loan agreement. On June 3, 2016, we acquired the remaining 65% ownership interest in this equity method investee (see Note 4) and this loan receivable was eliminated upon consolidation. As a result of the acquisition, we incurred an impairment charge of \$1.7 million to write down the loan receivable to its fair value.

## Note 15—Other Matters

## Termination of an Agreement

During the three months ended December 31, 2016, we agreed to terminate a storage sublease agreement that was scheduled to commence in January 2017 and had a term of five years. For terminating this agreement, the counterparty agreed to pay us a specific amount in five equal payments beginning in February 2017 and in January of the next four years and removed any future obligations of the Partnership. As a result, we discounted the future payments and recorded a gain of \$16.2 million to other income in our unaudited condensed consolidated statement of operations during the three months ended December 31, 2016.

NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

At December 31, 2016 and March 31, 2016, and for the

Three Months and Nine Months Ended December 31, 2016 and 2015

Purchase of Pipeline Capacity Rights

On certain interstate refined product pipelines, shipment demand exceeds available capacity, and capacity is allocated to shippers based on their historical shipment volumes. During the nine months ended December 31, 2016, we paid \$42.2 million to acquire certain refined product pipeline capacity rights from other shippers on the Colonial pipeline which is included in intangible assets.

Termination of Development Agreement

On June 3, 2016, we entered into a purchase and sale agreement with the counterparty to the development agreement in our Water Solutions segment (see Note 4). Total cash consideration paid under the agreement was \$49.6 million and in return we received the following:

- Termination of the development agreement (see Note 4);
- Additional interest in the water pipeline company we acquired in January 2016 (see Note 4);
- Release of contingent consideration liabilities (see Note 4) attributed to certain of our water treatment and disposal facilities;
- Certain parcels of land and permits to develop saltwater disposal wells and other parcels of land containing water wells and equipment; and
- A two-year non-compete agreement with the counterparty.

We accounted for the transaction as an acquisition of assets. Acquiring assets in groups requires not only ascertaining the cost of the asset (or net asset) group but also allocating that cost to the individual assets (or individual assets and liabilities) that make up the group. The cost of a group of assets acquired in an asset acquisition shall be allocated to the individual assets acquired or liabilities assumed/released based on their relative fair values and shall not give rise to goodwill or bargain purchase gains. We allocated \$1.2 million of the total consideration to property, plant and equipment, \$3.3 million to intangible assets, \$2.8 million to noncontrolling interest, \$25.5 million to the release of contingent consideration liabilities and \$16.9 million to the termination of the development agreement. We recorded a \$21.3 million gain on the release of \$46.8 million of contingent consideration liabilities, which was recorded within gain on early extinguishment of liabilities in our unaudited condensed consolidated statement of operations during the nine months ended December 31, 2016. For the termination of the development agreement, we recorded a loss of \$22.7 million, which included the carrying value of the development agreement asset that was written off (see Note 7). This loss was recorded within loss (gain) on disposal or impairment of assets, net in our unaudited condensed consolidated statement of operations during the nine months ended December 31, 2016.

Note 16—Subsequent Events

Acquisition of Certain Assets from Murphy Energy Corporation

On January 9, 2017, the Partnership announced that it had closed its acquisition of certain assets from Murphy Energy Corporation. The Partnership acquired a natural gas liquids terminal that supports refined products blending in Port Hudson, Louisiana, and a natural gas liquids and condensate facility in Kingfisher, Oklahoma. The combined purchase price of these assets was approximately \$50.0 million. A deposit of \$4.1 million was paid in December 2016 related to this transaction and was recorded within noncurrent assets in our unaudited condensed consolidated balance sheet.

Note 17—Unaudited Condensed Consolidating Guarantor and Non-Guarantor Financial Information

Certain of our wholly owned subsidiaries have, jointly and severally, fully and unconditionally guaranteed the 2019 Notes, 2021 Notes and 2023 Notes (collectively, the “Guaranteed Notes”) (see Note 8). Pursuant to Rule 3-10 of Regulation S-X, we have presented in columnar format the unaudited condensed consolidating financial information for NGL Energy Partners LP (Parent), NGL Energy Finance Corp., the guarantor subsidiaries on a combined basis, and the non-guarantor subsidiaries on a combined basis in the tables below. NGL Energy Partners LP and NGL Energy Finance Corp. are co-issuers of the Guaranteed Notes. Since NGL Energy Partners LP received the proceeds from the issuance of the Guaranteed Notes, all activity has been reflected in the NGL Energy Partners LP (Parent) column in the tables below.

NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

At December 31, 2016 and March 31, 2016, and for the

Three Months and Nine Months Ended December 31, 2016 and 2015

During the periods presented in the tables below, the status of certain subsidiaries changed, in that they either became guarantors of or ceased to be guarantors of the Guaranteed Notes.

There are no significant restrictions that prevent the parent or any of the guarantor subsidiaries from obtaining funds from their respective subsidiaries by dividend or loan. None of the assets of the guarantor subsidiaries (other than the investments in non-guarantor subsidiaries) are restricted net assets pursuant to Rule 4-08(e)(3) of Regulation S-X under the Securities Act of 1933, as amended.

For purposes of the tables below, (i) the unaudited condensed consolidating financial information is presented on a legal entity basis, (ii) investments in consolidated subsidiaries are accounted for as equity method investments, and (iii) contributions, distributions, and advances to (from) consolidated entities are reported on a net basis within net changes in advances with consolidated entities in the unaudited condensed consolidating statement of cash flow tables below.

## NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

At December 31, 2016 and March 31, 2016, and for the

Three Months and Nine Months Ended December 31, 2016 and 2015

## Unaudited Condensed Consolidating Balance Sheet

(U.S. Dollars in Thousands)

|  | December 31, 2016                     |                            |                           |                               |                              |              |
|--|---------------------------------------|----------------------------|---------------------------|-------------------------------|------------------------------|--------------|
|  | NGL Energy<br>Partners LP<br>(Parent) | NGL Energy<br>Finance Corp | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated |
| <b>ASSETS</b>  |                                       |                            |                           |                               |                              |              |
| <b>CURRENT ASSETS:</b>   |                                       |                            |                           |                               |                              |              |
| Cash and cash equivalents  | \$23,811                              | \$                         | —\$3,058                  | \$ 2,058                      | \$—                          | \$28,927     |
| Accounts receivable-trade, net of allowance for doubtful accounts        | —                                     | —                          | 759,627                   | 5,663                         | —                            | 765,290      |
| Accounts receivable-affiliates   | —                                     | —                          | 20,008                    | —                             | —                            | 20,008       |
| Inventories  | —                                     | —                          | 613,223                   | 770                           | —                            | 613,993      |
| Prepaid expenses and other current assets                                | —                                     | —                          | 133,874                   | 611                           | —                            | 134,485      |
| Total current assets   | 23,811                                | —                          | 1,529,790                 | 9,102                         | —                            | 1,562,703    |
| <b>PROPERTY, PLANT AND EQUIPMENT, net of accumulated depreciation</b>    |                                       |                            |                           |                               |                              |              |
|  | —                                     | —                          | 1,656,110                 | 90,815                        | —                            | 1,746,925    |
| <b>GOODWILL</b>  |                                       |                            |                           |                               |                              |              |
|  | —                                     | —                          | 1,441,105                 | 21,011                        | —                            | 1,462,116    |
| <b>INTANGIBLE ASSETS, net of accumulated amortization</b>                |                                       |                            |                           |                               |                              |              |
|  | —                                     | —                          | 1,149,863                 | 14,886                        | —                            | 1,164,749    |
| <b>INVESTMENTS IN UNCONSOLIDATED ENTITIES</b>                            |                                       |                            |                           |                               |                              |              |
|  | —                                     | —                          | 187,514                   | —                             | —                            | 187,514      |
| <b>NET INTERCOMPANY RECEIVABLES (PAYABLES)</b>                           |                                       |                            |                           |                               |                              |              |
|  | 1,936,935                             | —                          | (1,916,242 )              | (20,693 )                     | —                            | —            |
| <b>INVESTMENTS IN CONSOLIDATED SUBSIDIARIES</b>                          |                                       |                            |                           |                               |                              |              |
|  | 1,721,152                             | —                          | 75,451                    | —                             | (1,796,603 )                 | —            |
| <b>LOAN RECEIVABLE-AFFILIATE</b>   |                                       |                            |                           |                               |                              |              |
|  | —                                     | —                          | 2,700                     | —                             | —                            | 2,700        |
| <b>OTHER NONCURRENT ASSETS</b>   |                                       |                            |                           |                               |                              |              |
|  | —                                     | —                          | 251,204                   | 165                           | —                            | 251,369      |
| Total assets   | \$3,681,898                           | \$                         | —\$4,377,495              | \$ 115,286                    | \$(1,796,603 )               | \$6,378,076  |
| <b>LIABILITIES AND EQUITY</b>  |                                       |                            |                           |                               |                              |              |
| <b>CURRENT LIABILITIES:</b>  |                                       |                            |                           |                               |                              |              |
| Accounts payable-trade   | \$—                                   | \$                         | —\$648,326                | \$ 2,560                      | \$—                          | \$650,886    |
| Accounts payable-affiliates  | 1                                     | —                          | 22,827                    | 89                            | —                            | 22,917       |
| Accrued expenses and other payables                                      | 24,426                                | —                          | 170,401                   | 1,206                         | —                            | 196,033      |
| Advance payments received from customers                                 | —                                     | —                          | 62,745                    | 764                           | —                            | 63,509       |
| Current maturities of long-term debt                                     | —                                     | —                          | 33,128                    | 373                           | —                            | 33,501       |
| Total current liabilities  | 24,427                                | —                          | 937,427                   | 4,992                         | —                            | 966,846      |
| <b>LONG-TERM DEBT, net of debt issuance costs and current maturities</b> |                                       |                            |                           |                               |                              |              |
|  | 1,678,070                             | —                          | 1,537,387                 | 1,048                         | —                            | 3,216,505    |
| <b>OTHER NONCURRENT LIABILITIES</b>                                      |                                       |                            |                           |                               |                              |              |
|  | —                                     | —                          | 181,529                   | 4,751                         | —                            | 186,280      |
|  | 61,170                                | —                          | —                         | —                             | —                            | 61,170       |

CLASS A 10.75% CONVERTIBLE  
PREFERRED UNITS  
EQUITY:

|   |             |    |              |            |                |             |
|---|-------------|----|--------------|------------|----------------|-------------|
| Partners' equity                              | 1,918,231   | —  | 1,721,059    | 104,685    | (1,825,647 )   | 1,918,328   |
| Accumulated other comprehensive income (loss) | —           | —  | 93           | (190 )     | —              | (97 )       |
| Noncontrolling interests                      | —           | —  | —            | —          | 29,044         | 29,044      |
| Total equity                                  | 1,918,231   | —  | 1,721,152    | 104,495    | (1,796,603 )   | 1,947,275   |
| Total liabilities and equity                  | \$3,681,898 | \$ | —\$4,377,495 | \$ 115,286 | \$(1,796,603 ) | \$6,378,076 |

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## NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

At December 31, 2016 and March 31, 2016, and for the

Three Months and Nine Months Ended December 31, 2016 and 2015

## Unaudited Condensed Consolidating Balance Sheet

(U.S. Dollars in Thousands)

|  | March 31, 2016                        |                                    |                           |                               |                              |              |
|--|---------------------------------------|------------------------------------|---------------------------|-------------------------------|------------------------------|--------------|
|  | NGL Energy<br>Partners LP<br>(Parent) | NGL Energy<br>Finance Subsidiaries | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated |
| <b>ASSETS</b>  |                                       |                                    |                           |                               |                              |              |
| <b>CURRENT ASSETS:</b>   |                                       |                                    |                           |                               |                              |              |
| Cash and cash equivalents  | \$25,749                              | \$                                 | —\$784                    | \$ 1,643                      | \$—                          | \$28,176     |
| Accounts receivable-trade, net of allowance for doubtful accounts        | —                                     | —                                  | 516,362                   | 4,652                         | —                            | 521,014      |
| Accounts receivable-affiliates   | —                                     | —                                  | 15,625                    | —                             | —                            | 15,625       |
| Inventories  | —                                     | —                                  | 367,250                   | 556                           | —                            | 367,806      |
| Prepaid expenses and other current assets                                | —                                     | —                                  | 94,426                    | 1,433                         | —                            | 95,859       |
| Total current assets   | 25,749                                | —                                  | 994,447                   | 8,284                         | —                            | 1,028,480    |
| <b>PROPERTY, PLANT AND EQUIPMENT, net of accumulated depreciation</b>    |                                       |                                    |                           |                               |                              |              |
|  | —                                     | —                                  | 1,568,488                 | 81,084                        | —                            | 1,649,572    |
| <b>GOODWILL</b>  |                                       |                                    |                           |                               |                              |              |
|  | —                                     | —                                  | 1,313,364                 | 1,998                         | —                            | 1,315,362    |
| <b>INTANGIBLE ASSETS, net of accumulated amortization</b>                |                                       |                                    |                           |                               |                              |              |
|  | —                                     | —                                  | 1,146,355                 | 2,535                         | —                            | 1,148,890    |
| <b>INVESTMENTS IN UNCONSOLIDATED ENTITIES</b>                            |                                       |                                    |                           |                               |                              |              |
|  | —                                     | —                                  | 219,550                   | —                             | —                            | 219,550      |
| <b>NET INTERCOMPANY RECEIVABLES (PAYABLES)</b>                           |                                       |                                    |                           |                               |                              |              |
|  | 1,404,479                             | —                                  | (1,402,360 )              | (2,119 )                      | —                            | —            |
| <b>INVESTMENTS IN CONSOLIDATED SUBSIDIARIES</b>                          |                                       |                                    |                           |                               |                              |              |
|  | 1,254,383                             | —                                  | 42,227                    | —                             | (1,296,610 )                 | —            |
| <b>LOAN RECEIVABLE-AFFILIATE</b>   |                                       |                                    |                           |                               |                              |              |
|  | —                                     | —                                  | 22,262                    | —                             | —                            | 22,262       |
| <b>OTHER NONCURRENT ASSETS</b>   |                                       |                                    |                           |                               |                              |              |
|  | —                                     | —                                  | 175,512                   | 527                           | —                            | 176,039      |
| Total assets   | \$2,684,611                           | \$                                 | —\$4,079,845              | \$ 92,309                     | \$(1,296,610 )               | \$5,560,155  |
| <b>LIABILITIES AND EQUITY</b>  |                                       |                                    |                           |                               |                              |              |
| <b>CURRENT LIABILITIES:</b>  |                                       |                                    |                           |                               |                              |              |
| Accounts payable-trade   | \$—                                   | \$                                 | —\$417,707                | \$ 2,599                      | \$—                          | \$420,306    |
| Accounts payable-affiliates  | 1                                     | —                                  | 7,190                     | 2                             | —                            | 7,193        |
| Accrued expenses and other payables                                      | 16,887                                | —                                  | 196,596                   | 943                           | —                            | 214,426      |
| Advance payments received from customers                                 | —                                     | —                                  | 55,737                    | 448                           | —                            | 56,185       |
| Current maturities of long-term debt                                     | —                                     | —                                  | 7,109                     | 798                           | —                            | 7,907        |
| Total current liabilities  | 16,888                                | —                                  | 684,339                   | 4,790                         | —                            | 706,017      |
| <b>LONG-TERM DEBT, net of debt issuance costs and current maturities</b> |                                       |                                    |                           |                               |                              |              |
|  | 1,011,365                             | —                                  | 1,894,428                 | 7,044                         | —                            | 2,912,837    |
| <b>OTHER NONCURRENT LIABILITIES</b>                                      |                                       |                                    |                           |                               |                              |              |
|  | —                                     | —                                  | 246,695                   | 541                           | —                            | 247,236      |
| <b>EQUITY:</b>   |                                       |                                    |                           |                               |                              |              |
| Partners' equity   | 1,656,358                             | —                                  | 1,254,384                 | 80,090                        | (1,334,317 )                 | 1,656,515    |

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|                                      |             |    |              |           |               |             |   |
|--------------------------------------|-------------|----|--------------|-----------|---------------|-------------|---|
| Accumulated other comprehensive loss | —           | —  | (1           | ) (156    | ) —           | (157        | ) |
| Noncontrolling interests             | —           | —  | —            | —         | 37,707        | 37,707      |   |
| Total equity                         | 1,656,358   | —  | 1,254,383    | 79,934    | (1,296,610    | ) 1,694,065 |   |
| Total liabilities and equity         | \$2,684,611 | \$ | —\$4,079,845 | \$ 92,309 | \$(1,296,610) | \$5,560,155 |   |

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## NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

At December 31, 2016 and March 31, 2016, and for the

Three Months and Nine Months Ended December 31, 2016 and 2015

## Unaudited Condensed Consolidating Statement of Operations

(U.S. Dollars in Thousands)

|   | Three Months Ended December 31, 2016 |                         |                        |                            |                           |              |
|---|--------------------------------------|-------------------------|------------------------|----------------------------|---------------------------|--------------|
|   | NGL Energy Partners LP (Parent)      | NGL Energy Finance Corp | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Consolidating Adjustments | Consolidated |
| REVENUES  | \$—                                  | \$—                     | —\$3,393,541           | \$ 14,249                  | \$ (1,149 )               | \$3,406,641  |
| COST OF SALES   | —                                    | —                       | 3,226,175              | 2,996                      | (1,149 )                  | 3,228,022    |
| OPERATING COSTS AND EXPENSES:                             |                                      |                         |                        |                            |                           |              |
| Operating   | —                                    | —                       | 72,911                 | 4,070                      | —                         | 76,981       |
| General and administrative                                | —                                    | —                       | 18,090                 | 190                        | —                         | 18,280       |
| Depreciation and amortization                             | —                                    | —                       | 58,091                 | 2,676                      | —                         | 60,767       |
| Loss (gain) on disposal or impairment of assets, net      | —                                    | —                       | 37                     | (3 )                       | —                         | 34           |
| Operating Income  | —                                    | —                       | 18,237                 | 4,320                      | —                         | 22,557       |
| OTHER INCOME (EXPENSE):                                   |                                      |                         |                        |                            |                           |              |
| Equity in earnings of unconsolidated entities             | —                                    | —                       | 1,279                  | —                          | —                         | 1,279        |
| Interest expense  | (26,217)                             | —                       | (15,340 )              | (98 )                      | 219                       | (41,436 )    |
| Other income, net   | —                                    | —                       | 20,206                 | 20                         | (219 )                    | 20,007       |
| (Loss) Income Before Income Taxes                         | (26,217)                             | —                       | 24,382                 | 4,242                      | —                         | 2,407        |
| INCOME TAX EXPENSE  | —                                    | —                       | (1,114 )               | —                          | —                         | (1,114 )     |
| EQUITY IN NET INCOME OF CONSOLIDATED SUBSIDIARIES         | 27,193                               | —                       | 3,925                  | —                          | (31,118 )                 | —            |
| Net Income  | 976                                  | —                       | 27,193                 | 4,242                      | (31,118 )                 | 1,293        |
| LESS: NET INCOME ATTRIBUTABLE TO NONCONTROLLING INTERESTS |                                      |                         |                        |                            | (317 )                    | (317 )       |
| LESS: DISTRIBUTIONS TO PREFERRED UNITHOLDERS              |                                      |                         |                        |                            | (8,906 )                  | (8,906 )     |
| LESS: NET INCOME ALLOCATED TO GENERAL PARTNER             |                                      |                         |                        |                            | (22 )                     | (22 )        |
| NET INCOME ALLOCATED TO COMMON UNITHOLDERS                | \$976                                | \$—                     | —\$27,193              | \$ 4,242                   | \$ (40,363 )              | \$(7,952 )   |

## NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

At December 31, 2016 and March 31, 2016, and for the

Three Months and Nine Months Ended December 31, 2016 and 2015

## Unaudited Condensed Consolidating Statement of Operations

(U.S. Dollars in Thousands)

|  | As Restated<br>Three Months Ended December 31, 2015 |                            |                           |                               |                              |              |
|--|---|----------------------------|---------------------------|-------------------------------|------------------------------|--------------|
|  | NGL Energy<br>Partners LP<br>(Parent)               | NGL Energy<br>Finance Corp | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated |
| REVENUES   | \$—   | \$                         | —\$2,639,958              | \$ 54,756                     | \$ (9,708 )                  | \$2,685,006  |
| COST OF SALES  | —   | —                          | 2,436,088                 | 7,065                         | (9,653 )                     | 2,433,500    |
| OPERATING COSTS AND EXPENSES:                                |   |                            |                           |                               |                              |              |
| Operating  | —   | —                          | 82,761                    | 22,015                        | (55 )                        | 104,721      |
| General and administrative                                   | —   | —                          | 17,814                    | 5,221                         | —                            | 23,035       |
| Depreciation and amortization                                | —   | —                          | 46,663                    | 12,517                        | —                            | 59,180       |
| Loss (gain) on disposal or impairment of<br>assets, net      | —   | —                          | 1,484                     | (156 )                        | —                            | 1,328        |
| Revaluation of liabilities                                   | —   | —                          | (19,312 )                 | —                             | —                            | (19,312 )    |
| Operating Income   | —   | —                          | 74,460                    | 8,094                         | —                            | 82,554       |
| OTHER INCOME (EXPENSE):                                      |   |                            |                           |                               |                              |              |
| Equity in earnings of unconsolidated<br>entities             | —   | —                          | 412                       | 2,446                         | —                            | 2,858        |
| Interest expense   | (17,830 )   | —                          | (16,768 )                 | (1,662 )                      | 84                           | (36,176 )    |
| Other income, net  | —   | —                          | 2,141                     | 104                           | (84 )                        | 2,161        |
| (Loss) Income Before Income Taxes                            | (17,830 )   | —                          | 60,245                    | 8,982                         | —                            | 51,397       |
| INCOME TAX EXPENSE   | —   | —                          | (371 )                    | (31 )                         | —                            | (402 )       |
| EQUITY IN NET INCOME OF<br>CONSOLIDATED SUBSIDIARIES         | 61,987  | —                          | 2,113                     | —                             | (64,100 )                    | —            |
| Net Income   | 44,157  | —                          | 61,987                    | 8,951                         | (64,100 )                    | 50,995       |
| LESS: NET INCOME ATTRIBUTABLE<br>TO NONCONTROLLING INTERESTS |   |                            |                           |                               | (6,838 )                     | (6,838 )     |
| LESS: NET INCOME ALLOCATED TO<br>GENERAL PARTNER             |   |                            |                           |                               | (16,239 )                    | (16,239 )    |
| NET INCOME ALLOCATED TO<br>COMMON UNITHOLDERS                | \$44,157  | \$                         | —\$61,987                 | \$ 8,951                      | \$ (87,177 )                 | \$27,918     |

## NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

At December 31, 2016 and March 31, 2016, and for the

Three Months and Nine Months Ended December 31, 2016 and 2015

## Unaudited Condensed Consolidating Statement of Operations

(U.S. Dollars in Thousands)

|   | Nine Months Ended December 31, 2016   |                            |                           |                               |                              |              |
|---|---------------------------------------|----------------------------|---------------------------|-------------------------------|------------------------------|--------------|
|   | NGL Energy<br>Partners LP<br>(Parent) | NGL Energy<br>Finance Corp | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated |
| REVENUES  | \$—                                   | \$                         | —\$9,142,575              | \$ 33,718                     | \$(2,144 )                   | \$9,174,149  |
| COST OF SALES   | —                                     | —                          | 8,720,039                 | 5,297                         | (2,144 )                     | 8,723,192    |
| OPERATING COSTS AND<br>EXPENSES:                                |                                       |                            |                           |                               |                              |              |
| Operating   | —                                     | —                          | 212,542                   | 12,866                        | —                            | 225,408      |
| General and administrative                                      | —                                     | —                          | 87,402                    | 675                           | —                            | 88,077       |
| Depreciation and amortization                                   | —                                     | —                          | 152,140                   | 8,136                         | —                            | 160,276      |
| Gain on disposal or impairment of assets,<br>net                | —                                     | —                          | (203,406 )                | (27 )                         | —                            | (203,433 )   |
| Operating Income  | —                                     | —                          | 173,858                   | 6,771                         | —                            | 180,629      |
| OTHER INCOME (EXPENSE):   |                                       |                            |                           |                               |                              |              |
| Equity in earnings of unconsolidated<br>entities                | —                                     | —                          | 1,726                     | —                             | —                            | 1,726        |
| Revaluation of investments                                      | —                                     | —                          | (14,365 )                 | —                             | —                            | (14,365 )    |
| Interest expense  | (58,907 )                             | —                          | (46,238 )                 | (551 )                        | 380                          | (105,316 )   |
| Gain on early extinguishment of<br>liabilities                  | 8,614                                 | —                          | 22,276                    | —                             | —                            | 30,890       |
| Other income, net   | —                                     | —                          | 26,196                    | 44                            | (380 )                       | 25,860       |
| (Loss) Income Before Income Taxes                               | (50,293 )                             | —                          | 163,453                   | 6,264                         | —                            | 119,424      |
| INCOME TAX EXPENSE  | —                                     | —                          | (2,036 )                  | —                             | —                            | (2,036 )     |
| EQUITY IN NET INCOME OF<br>CONSOLIDATED SUBSIDIARIES            | 161,590                               | —                          | 173                       | —                             | (161,763 )                   | —            |
| Net Income  | 111,297                               | —                          | 161,590                   | 6,264                         | (161,763 )                   | 117,388      |
| LESS: NET INCOME<br>ATTRIBUTABLE TO<br>NONCONTROLLING INTERESTS |                                       |                            |                           |                               | (6,091 )                     | (6,091 )     |
| LESS: DISTRIBUTIONS TO<br>PREFERRED UNITHOLDERS                 |                                       |                            |                           |                               | (20,958 )                    | (20,958 )    |
| LESS: NET INCOME ALLOCATED<br>TO GENERAL PARTNER                |                                       |                            |                           |                               | (180 )                       | (180 )       |
| NET INCOME ALLOCATED TO<br>COMMON UNITHOLDERS                   | \$ 111,297                            | \$                         | —\$161,590                | \$ 6,264                      | \$(188,992 )                 | \$90,159     |

## NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

At December 31, 2016 and March 31, 2016, and for the

Three Months and Nine Months Ended December 31, 2016 and 2015

## Unaudited Condensed Consolidating Statement of Operations

(U.S. Dollars in Thousands)

|  | As Restated<br>Nine Months Ended December 31, 2015 |                            |                           |                               |                              |              |
|--|--|----------------------------|---------------------------|-------------------------------|------------------------------|--------------|
|  | NGL Energy<br>Partners LP<br>(Parent)              | NGL Energy<br>Finance Corp | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated |
| REVENUES   | \$—  | \$                         | —\$9,290,209              | \$ 155,377                    | \$(28,916 )                  | \$9,416,670  |
| COST OF SALES  | —  | —                          | 8,769,526                 | 21,087                        | (28,736 )                    | 8,761,877    |
| OPERATING COSTS AND EXPENSES:                                |  |                            |                           |                               |                              |              |
| Operating  | —  | —                          | 243,084                   | 65,037                        | (180 )                       | 307,941      |
| General and administrative                                   | —  | —                          | 99,022                    | 15,792                        | —                            | 114,814      |
| Depreciation and amortization                                | —  | —                          | 137,208                   | 38,564                        | —                            | 175,772      |
| Loss (gain) on disposal or impairment of<br>assets, net      | —  | —                          | 3,199                     | (159 )                        | —                            | 3,040        |
| Revaluation of liabilities                                   | —  | —                          | (46,416 )                 | —                             | —                            | (46,416 )    |
| Operating Income   | —  | —                          | 84,586                    | 15,056                        | —                            | 99,642       |
| OTHER INCOME (EXPENSE):                                      |  |                            |                           |                               |                              |              |
| Equity in earnings of unconsolidated<br>entities             | —  | —                          | 3,284                     | 10,724                        | —                            | 14,008       |
| Interest expense   | (53,544)   | —                          | (39,112 )                 | (6,125 )                      | 232                          | (98,549 )    |
| Other income, net  | —  | —                          | 2,832                     | 341                           | (232 )                       | 2,941        |
| (Loss) Income Before Income Taxes                            | (53,544)   | —                          | 51,590                    | 19,996                        | —                            | 18,042       |
| INCOME TAX BENEFIT (EXPENSE)                                 | —  | —                          | 1,915                     | (69 )                         | —                            | 1,846        |
| EQUITY IN NET INCOME OF<br>CONSOLIDATED SUBSIDIARIES         | 58,747   | —                          | 5,242                     | —                             | (63,989 )                    | —            |
| Net Income   | 5,203  | —                          | 58,747                    | 19,927                        | (63,989 )                    | 19,888       |
| LESS: NET INCOME ATTRIBUTABLE<br>TO NONCONTROLLING INTERESTS |  |                            |                           |                               | (14,685 )                    | (14,685 )    |
| LESS: NET INCOME ALLOCATED TO<br>GENERAL PARTNER             |  |                            |                           |                               | (47,798 )                    | (47,798 )    |
| NET INCOME ALLOCATED TO<br>COMMON UNITHOLDERS                | \$5,203  | \$                         | —\$58,747                 | \$ 19,927                     | \$(126,472 )                 | \$(42,595 )  |

NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

At December 31, 2016 and March 31, 2016, and for the

Three Months and Nine Months Ended December 31, 2016 and 2015

Unaudited Condensed Consolidating Statements of Comprehensive Income (Loss)

(U.S. Dollars in Thousands)

|                                   | Three Months Ended December 31, 2016  |                             |                           |                               |                              |              |
|-----------------------------------|---------------------------------------|-----------------------------|---------------------------|-------------------------------|------------------------------|--------------|
|                                   | NGL Energy<br>Partners LP<br>(Parent) | NGL Energy<br>Finance Corp. | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated |
| Net income                        | \$976                                 | \$                          | —\$ 27,193                | \$ 4,242                      | \$ (31,118 )                 | \$ 1,293     |
| Other comprehensive income (loss) | —                                     | —                           | 568                       | (23 )                         | —                            | 545          |
| Comprehensive income              | \$976                                 | \$                          | —\$ 27,761                | \$ 4,219                      | \$ (31,118 )                 | \$ 1,838     |

  

|                          | As Restated<br>Three Months Ended December 31, 2015 |                             |                           |                               |                              |              |
|--------------------------|---|-----------------------------|---------------------------|-------------------------------|------------------------------|--------------|
|                          | NGL Energy<br>Partners LP<br>(Parent)               | NGL Energy<br>Finance Corp. | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated |
| Net income               | \$44,157  | \$                          | —\$ 61,987                | \$ 8,951                      | \$ (64,100 )                 | \$ 50,995    |
| Other comprehensive loss | —   | —                           | —                         | (12 )                         | —                            | (12 )        |
| Comprehensive income     | \$44,157  | \$                          | —\$ 61,987                | \$ 8,939                      | \$ (64,100 )                 | \$ 50,983    |

  

|                                   | Nine Months Ended December 31, 2016   |                             |                           |                               |                              |              |
|-----------------------------------|---------------------------------------|-----------------------------|---------------------------|-------------------------------|------------------------------|--------------|
|                                   | NGL Energy<br>Partners LP<br>(Parent) | NGL Energy<br>Finance Corp. | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated |
| Net income                        | \$111,297                             | \$                          | —\$ 161,590               | \$ 6,264                      | \$ (161,763 )                | \$ 117,388   |
| Other comprehensive income (loss) | —                                     | —                           | 93                        | (33 )                         | —                            | 60           |
| Comprehensive income              | \$111,297                             | \$                          | —\$ 161,683               | \$ 6,231                      | \$ (161,763 )                | \$ 117,448   |

  

|                          | As Restated<br>Nine Months Ended December 31, 2015 |                             |                           |                               |                              |              |
|--------------------------|--|-----------------------------|---------------------------|-------------------------------|------------------------------|--------------|
|                          | NGL Energy<br>Partners LP<br>(Parent)              | NGL Energy<br>Finance Corp. | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated |
| Net income               | \$5,203  | \$                          | —\$ 58,747                | \$ 19,927                     | \$ (63,989 )                 | \$ 19,888    |
| Other comprehensive loss | —  | —                           | —                         | (39 )                         | —                            | (39 )        |
| Comprehensive income     | \$5,203  | \$                          | —\$ 58,747                | \$ 19,888                     | \$ (63,989 )                 | \$ 19,849    |

## NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

At December 31, 2016 and March 31, 2016, and for the

Three Months and Nine Months Ended December 31, 2016 and 2015

## Unaudited Condensed Consolidating Statement of Cash Flows

(U.S. Dollars in Thousands)

|   | Nine Months Ended December 31, 2016   |                               |                           |                               | Consolidated |
|---|---------------------------------------|-------------------------------|---------------------------|-------------------------------|--------------|
|   | NGL Energy<br>Partners LP<br>(Parent) | NGL Energy<br>Finance Company | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries |              |
| <b>OPERATING ACTIVITIES:</b>  |                                       |                               |                           |                               |              |
| Net cash used in operating activities   | \$(48,850)                            | \$                            | —\$(65,943 )              | \$ (2,872 )                   | \$(117,665 ) |
| <b>INVESTING ACTIVITIES:</b>  |                                       |                               |                           |                               |              |
| Capital expenditures  | —                                     | —                             | (257,734 )                | (6,846 )                      | (264,580 )   |
| Acquisitions, net of cash acquired  | —                                     | —                             | (116,153 )                | (11,360 )                     | (127,513 )   |
| Cash flows from settlements of commodity derivatives                                  | —                                     | —                             | (82,815 )                 | —                             | (82,815 )    |
| Proceeds from sales of assets   | —                                     | —                             | 14,136                    | 59                            | 14,195       |
| Proceeds from sale of TLP common units  | —                                     | —                             | 112,370                   | —                             | 112,370      |
| Proceeds from sale of freshwater supply company                                       | —                                     | —                             | —                         | 22,000                        | 22,000       |
| Distributions of capital from unconsolidated entities                                 | —                                     | —                             | 7,608                     | —                             | 7,608        |
| Payments on loan for natural gas liquids facility                                     | —                                     | —                             | 6,585                     | —                             | 6,585        |
| Loan to affiliate   | —                                     | —                             | (2,700 )                  | —                             | (2,700 )     |
| Payments on loan to affiliate   | —                                     | —                             | 655                       | —                             | 655          |
| Payment to terminate development agreement  | —                                     | —                             | (16,875 )                 | —                             | (16,875 )    |
| Net cash (used in) provided by investing activities                                   | —                                     | —                             | (334,923 )                | 3,853                         | (331,070 )   |
| <b>FINANCING ACTIVITIES:</b>  |                                       |                               |                           |                               |              |
| Proceeds from borrowings under revolving credit facilities                            | —                                     | —                             | 1,176,000                 | —                             | 1,176,000    |
| Payments on revolving credit facilities   | —                                     | —                             | (1,510,500)               | —                             | (1,510,500 ) |
| Issuance of senior notes  | 700,000                               | —                             | —                         | —                             | 700,000      |
| Repurchases of senior notes   | (15,129 )                             | —                             | —                         | —                             | (15,129 )    |
| Payments on other long-term debt  | —                                     | —                             | (6,359 )                  | (190 )                        | (6,549 )     |
| Debt issuance costs   | (12,536 )                             | —                             | (72 )                     | —                             | (12,608 )    |
| Contributions from general partner  | 59                                    | —                             | —                         | —                             | 59           |
| Contributions from noncontrolling interest owners, net                                | —                                     | —                             | —                         | 639                           | 639          |
| Distributions to partners   | (132,135 )                            | —                             | —                         | —                             | (132,135 )   |
| Distributions to noncontrolling interest owners                                       | —                                     | —                             | —                         | (3,292 )                      | (3,292 )     |
| Proceeds from sale of convertible preferred units and warrants, net of offering costs | 234,989                               | —                             | —                         | —                             | 234,989      |
| Proceeds from sale of common units, net of offering costs                             | 43,896                                | —                             | —                         | —                             | 43,896       |
| Payments for the early extinguishment of liabilities                                  | —                                     | —                             | (25,884 )                 | —                             | (25,884 )    |
| Net changes in advances with consolidated entities                                    | (772,232 )                            | —                             | 769,955                   | 2,277                         | —            |
| Net cash provided by financing activities   | 46,912                                | —                             | 403,140                   | (566 )                        | 449,486      |
| Net (decrease) increase in cash and cash equivalents                                  | (1,938 )                              | —                             | 2,274                     | 415                           | 751          |
| Cash and cash equivalents, beginning of period  | 25,749                                | —                             | 784                       | 1,643                         | 28,176       |
| Cash and cash equivalents, end of period  | \$23,811                              | \$                            | —\$3,058                  | \$ 2,058                      | \$28,927     |



## NGL ENERGY PARTNERS LP AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements - Continued

At December 31, 2016 and March 31, 2016, and for the

Three Months and Nine Months Ended December 31, 2016 and 2015

## Unaudited Condensed Consolidating Statement of Cash Flows

(U.S. Dollars in Thousands)

|  | Nine Months Ended December 31, 2015   |                            |                           |                               | Consolidated |
|--|---------------------------------------|----------------------------|---------------------------|-------------------------------|--------------|
|  | NGL Energy<br>Partners LP<br>(Parent) | NGL Energy<br>Finance Corp | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries |              |
| <b>OPERATING ACTIVITIES:</b>                               |                                       |                            |                           |                               |              |
| Net cash (used in) provided by operating activities        | \$(52,989)                            | \$                         | —\$276,244                | \$ 69,879                     | \$ 293,134   |
| <b>INVESTING ACTIVITIES:</b>                               |                                       |                            |                           |                               |              |
| Capital expenditures                                       | —                                     | —                          | (439,476 )                | (57,671 )                     | (497,147 )   |
| Acquisitions, net of cash acquired                         | (624 )                                | —                          | (184,852 )                | (1,880 )                      | (187,356 )   |
| Cash flows from settlements of commodity derivatives       | —                                     | —                          | 92,216                    | —                             | 92,216       |
| Proceeds from sales of assets                              | —                                     | —                          | 4,979                     | 2                             | 4,981        |
| Investments in unconsolidated entities                     | —                                     | —                          | (3,647 )                  | (4,726 )                      | (8,373 )     |
| Distributions of capital from unconsolidated entities      | —                                     | —                          | 8,761                     | 5,282                         | 14,043       |
| Loan for natural gas liquids facility                      | —                                     | —                          | (3,913 )                  | —                             | (3,913 )     |
| Payments on loan for natural gas liquids facility          | —                                     | —                          | 5,552                     | —                             | 5,552        |
| Loan to affiliate  | —                                     | —                          | (15,621 )                 | —                             | (15,621 )    |
| Payments on loan to affiliate                              | —                                     | —                          | 517                       | —                             | 517          |
| Net cash used in investing activities                      | (624 )                                | —                          | (535,484 )                | (58,993 )                     | (595,101 )   |
| <b>FINANCING ACTIVITIES:</b>                               |                                       |                            |                           |                               |              |
| Proceeds from borrowings under revolving credit facilities | —                                     | —                          | 1,961,000                 | 81,100                        | 2,042,100    |
| Payments on revolving credit facilities                    | —                                     | —                          | (1,431,000)               | (83,100 )                     | (1,514,100 ) |
| Proceedings from borrowings under other long-term debt     | —                                     | —                          | 45,873                    | 7,350                         | 53,223       |
| Payments on other long-term debt                           | —                                     | —                          | (3,579 )                  | (70 )                         | (3,649 )     |
| Debt issuance costs  | (3,209 )                              | —                          | (5,226 )                  | (1,249 )                      | (9,684 )     |
| Contributions from general partner                         | 54                                    | —                          | —                         | —                             | 54           |
| Contributions from noncontrolling interest owners, net     | —                                     | —                          | —                         | 10,037                        | 10,037       |
| Distributions to partners                                  | (238,414 )                            | —                          | —                         | —                             | (238,414 )   |
| Distributions to noncontrolling interest owners            | —                                     | —                          | —                         | (26,638 )                     | (26,638 )    |
| Taxes paid on behalf of equity incentive plan participants | —                                     | —                          | (19,303 )                 | —                             | (19,303 )    |
| Common unit repurchases                                    | (7,707 )                              | —                          | —                         | —                             | (7,707 )     |
| Net changes in advances with consolidated entities         | 295,204                               | —                          | (295,999 )                | 795                           | —            |
| Other  | —                                     | —                          | (34 )                     | (42 )                         | (76 )        |
| Net cash provided by (used in) financing activities        | 45,928                                | —                          | 251,732                   | (11,817 )                     | 285,843      |
| Net decrease in cash and cash equivalents                  | (7,685 )                              | —                          | (7,508 )                  | (931 )                        | (16,124 )    |
| Cash and cash equivalents, beginning of period             | 29,115                                | —                          | 9,757                     | 2,431                         | 41,303       |
| Cash and cash equivalents, end of period                   | \$21,430                              | \$                         | —\$2,249                  | \$ 1,500                      | \$ 25,179    |



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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following is a discussion of NGL Energy Partners LP's ("we," "us," "our," or the "Partnership") financial condition and results of operations as of and for the three months and nine months ended December 31, 2016. The discussion should be read in conjunction with the unaudited condensed consolidated financial statements and notes thereto included in this Quarterly Report on Form 10-Q ("Quarterly Report"), as well as Management's Discussion and Analysis of Financial Condition and Results of Operations and the audited consolidated financial statements and notes included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2016 ("Annual Report").

Overview

We are a Delaware limited partnership. NGL Energy Holdings LLC serves as our general partner. At December 31, 2016, our operations include:

Our Crude Oil Logistics segment, the assets of which include owned and leased crude oil storage terminals and pipeline injection stations, a fleet of owned trucks and trailers, a fleet of owned and leased railcars, a fleet of owned barges and towboats, and interests in two crude oil pipelines, purchases crude oil from producers and transports it to refineries or for resale at owned and leased pipeline injection stations, storage terminals, barge loading facilities, rail facilities, refineries, and other trade hubs. During the three months ended December 31, 2016, the segment generated an operating loss of \$9.2 million. The segment generated operating income of \$0.8 million during the three months ended December 31, 2015. During the nine months ended December 31, 2016, the segment generated an operating loss of \$28.8 million. The segment generated operating income of \$12.7 million during the nine months ended December 31, 2015.

Our Water Solutions segment, the assets of which include water pipelines, water treatment and disposal facilities, washout facilities, and solid waste disposal facilities, provides services for the treatment and disposal of wastewater generated from crude oil and natural gas production and for the disposal of solids such as tank bottoms and drilling fluids and performs truck washouts. In addition, our Water Solutions segment sells the recovered hydrocarbons that result from performing these services. During the three months ended December 31, 2016, the segment generated an operating loss of \$11.9 million. The segment generated operating income of \$15.6 million during the three months ended December 31, 2015. During the nine months ended December 31, 2016, the segment generated operating income of \$63.1 million, which includes the reversal of \$124.7 million of the previously recorded \$380.2 million goodwill impairment charge recorded during the three months ended March 31, 2016 (see Note 6 to our unaudited condensed consolidated financial statements included in this Quarterly Report). The segment generated operating income of \$44.3 million during the nine months ended December 31, 2015.

Our Liquids segment supplies natural gas liquids to retailers, wholesalers, refiners, and petrochemical plants throughout the United States and in Canada using its leased underground storage and fleet of leased railcars, markets regionally through its 18 owned terminals throughout the United States, and provides terminaling and storage services at its salt dome storage facility in Utah. During the three months ended December 31, 2016, the segment generated operating income of \$24.8 million. The segment generated operating income of \$32.9 million during the three months ended December 31, 2015. During the nine months ended December 31, 2016, the segment generated operating income of \$33.1 million. The segment generated operating income of \$52.8 million during the nine months ended December 31, 2015.

Our Retail Propane segment sells propane, distillates, and equipment and supplies to end users consisting of residential, agricultural, commercial, and industrial customers and to certain resellers in 28 states and the District of Columbia. During the three months ended December 31, 2016, the segment generated operating income of \$21.8 million. The segment generated operating income of \$14.5 million during the three months ended December 31, 2015. During the nine months ended December 31, 2016, the segment generated operating income of \$10.6 million. The segment generated operating income of \$12.0 million during the nine months ended December 31, 2015.

Our Refined Products and Renewables segment conducts gasoline, diesel, ethanol, and biodiesel marketing operations, purchases refined petroleum and renewable products primarily in the Gulf Coast, Southeast and Midwest regions of the United States and schedules them for delivery at various locations. During the three months ended December 31, 2016, the segment generated operating income of \$8.2 million. The segment generated operating income of \$31.7 million during the three months ended December 31, 2015. During the nine months ended December 31, 2016, the segment generated operating income of \$169.4 million, which includes a gain of \$104.1 million recorded on the sale of all of the TransMontaigne Partners L.P. (“TLP”) common units we

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owned during the nine months ended December 31, 2016. The segment generated operating income of \$59.5 million during the nine months ended December 31, 2015.

### Correction of Error

As previously reported, subsequent to the issuance of certain previously issued financial statements, in the fourth quarter of fiscal year 2016, we determined that there were errors in those financial statements from not recording certain contingent consideration liabilities related to royalty agreements assumed as part of acquisitions in our Water Solutions segment. The effect of the error was material to the financial statements for each of the first three quarters of the fiscal year ended March 31, 2016, so those quarters have been restated for the effects of the error correction. We have restated our previously issued unaudited condensed consolidated statements of operations and unaudited condensed consolidated statements of comprehensive income (loss) for the three months and nine months ended December 31, 2015 and unaudited condensed consolidated statement of cash flows for the nine months ended December 31, 2015. See Note 17 to our consolidated financial statements in our Annual Report for a summary of the impact of the error correction for the three months and nine months ended December 31, 2015.

### Recent Developments

#### Transactions during the Three Months Ended December 31, 2016

##### 2023 Notes

On October 24, 2016, we entered into a Note Purchase Agreement (as amended, the “2023 Note Purchase Agreement”) whereby we issued \$700.0 million of Senior Unsecured Notes (the “2023 Notes”) in a private placement. The 2023 Notes bear interest at 7.50%, which is payable on May 1 and November 1 of each year, beginning on May 1, 2017. We received net proceeds of \$687.9 million, after the initial purchasers’ discount of \$10.5 million and offering costs of \$1.6 million. See Note 8 to our unaudited condensed consolidated financial statements included in this Quarterly Report for a further description of these notes.

##### Subsequent Events

We acquired certain natural gas liquid terminals and facilities for approximately \$50.0 million. For a further discussion of our subsequent events, see Note 16 to our unaudited condensed consolidated financial statements included in this Quarterly Report.

##### Acquisitions

As discussed below, we completed numerous acquisitions during the fiscal year ended March 31, 2016 and the nine months ended December 31, 2016. These acquisitions impact the comparability of our results of operations between periods in our current and prior fiscal years.

During the nine months ended December 31, 2016, in our Water Solutions segment, we (i) acquired three water solutions facilities, (ii) acquired the remaining 25% ownership interest in three water solutions facilities, (iii) acquired an additional 24.5% interest in an existing produced water pipeline company, and (iv) acquired the remaining 65% ownership interest in a freshwater supply company. During the nine months ended December 31, 2016, in our Retail Propane segment, we acquired four retail propane businesses. See Note 4 to our unaudited condensed consolidated financial statements included in this Quarterly Report for a further discussion.

During the fiscal year ended March 31, 2016, in our Water Solutions segment, we (i) acquired a 57.125% interest in an existing water pipeline company and (ii) acquired 20 water solutions facilities and a 50% interest in an additional facility. During the fiscal year ended March 31, 2016, in our Retail Propane segment, we acquired six retail propane businesses. See Note 4 to our unaudited condensed consolidated financial statements included in this Quarterly Report for a further discussion.

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## Dispositions

## Sale of Freshwater Supply Company

On November 29, 2016, we sold our freshwater supply company. We received proceeds of \$22.0 million and recorded a loss on the sale of \$2.3 million during the three months ended December 31, 2016. See Note 4 to our unaudited condensed consolidated financial statements included in this Quarterly Report for a further discussion.

## Consolidated Results of Operations

The following table summarizes our unaudited condensed consolidated statements of operations for the periods indicated:

|   | As Restated        |             | As Restated       |             |
|---|--------------------|-------------|-------------------|-------------|
|   | Three Months Ended |             | Nine Months Ended |             |
|   | December 31,       |             | December 31,      |             |
|   | 2016               | 2015        | 2016              | 2015        |
|   | (in thousands)     |             |                   |             |
| Total revenues  | \$3,406,641        | \$2,685,006 | \$9,174,149       | \$9,416,670 |
| Total cost of sales                                       | 3,228,022          | 2,433,500   | 8,723,192         | 8,761,877   |
| Operating expenses  | 76,981             | 104,721     | 225,408           | 307,941     |
| General and administrative expense                        | 18,280             | 23,035      | 88,077            | 114,814     |
| Depreciation and amortization                             | 60,767             | 59,180      | 160,276           | 175,772     |
| Loss (gain) on disposal or impairment of assets, net      | 34                 | 1,328       | (203,433)         | 3,040       |
| Revaluation of liabilities                                | —                  | (19,312)    | —                 | (46,416)    |
| Operating income  | 22,557             | 82,554      | 180,629           | 99,642      |
| Equity in earnings of unconsolidated entities             | 1,279              | 2,858       | 1,726             | 14,008      |
| Revaluation of investments                                | —                  | —           | (14,365)          | —           |
| Interest expense  | (41,436)           | (36,176)    | (105,316)         | (98,549)    |
| Gain on early extinguishment of liabilities               | —                  | —           | 30,890            | —           |
| Other income, net   | 20,007             | 2,161       | 25,860            | 2,941       |
| Income before income taxes                                | 2,407              | 51,397      | 119,424           | 18,042      |
| Income tax (expense) benefit                              | (1,114)            | (402)       | (2,036)           | 1,846       |
| Net income  | 1,293              | 50,995      | 117,388           | 19,888      |
| Less: Net income attributable to noncontrolling interests | (317)              | (6,838)     | (6,091)           | (14,685)    |
| Net income attributable to NGL Energy Partners LP         | 976                | 44,157      | 111,297           | 5,203       |
| Less: Distributions to preferred unitholders              | (8,906)            | —           | (20,958)          | —           |
| Less: Net income allocated to general partner             | (22)               | (16,239)    | (180)             | (47,798)    |
| Net (loss) income allocated to common unitholders         | \$(7,952)          | \$27,918    | \$90,159          | \$(42,595)  |

## Items Impacting the Comparability of Our Financial Results

Our current and future results of operations may not be comparable to our historical results of operations for the periods presented, due to business combinations. We have expanded our Water Solutions business considerably through numerous acquisitions of water treatment and disposal facilities. We have expanded our Retail Propane business through numerous acquisitions of retail propane businesses. As previously reported, on February 1, 2016, we sold our general partner interest in TLP. As a result, on February 1, 2016, we deconsolidated TLP and began to account for our limited partner investment in TLP using the equity method of accounting. On April 1, 2016, we sold all of the TLP common units that we owned. The results of operations of our Liquids and Retail Propane businesses

are impacted by seasonality, due primarily to the increase in volumes sold during the peak heating season from October through March. In addition, product price fluctuations can have a significant impact on our sales volumes and revenues. For these and other reasons, our results of operations for the three months and nine months ended December 31, 2016 are not necessarily indicative of the results of operations to be expected for future periods or for the full fiscal year ending March 31, 2017. See the detailed discussion of items affecting operating income (loss) by segment below.

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Non-GAAP Financial Measures

In addition to financial results reported in accordance with accounting principles generally accepted in the United States (“GAAP”), we have provided the non-GAAP financial measures of EBITDA and Adjusted EBITDA. These non-GAAP financial measures are not intended to be a substitute for those reported in accordance with GAAP. These measures may be different from non-GAAP financial measures used by other entities, even when similar terms are used to identify such measures.

We define EBITDA as net income (loss) attributable to NGL Energy Partners LP, plus interest expense, income tax expense (benefit), and depreciation and amortization expense. We define Adjusted EBITDA as EBITDA excluding net unrealized gains and losses on derivatives, lower of cost or market adjustments, gains and losses on disposal or impairment of assets, gain on early extinguishment of liabilities, revaluation of investments, equity-based compensation expense, acquisition expense and other. We also include in Adjusted EBITDA certain inventory valuation adjustments related to our Refined Products and Renewables segment, as discussed below. EBITDA and Adjusted EBITDA should not be considered alternatives to net income, income before income taxes, cash flows from operating activities, or any other measure of financial performance calculated in accordance with GAAP as those items are used to measure operating performance, liquidity or the ability to service debt obligations. We believe that EBITDA provides additional information to investors for evaluating our ability to make quarterly distributions to our unitholders and is presented solely as a supplemental measure. We believe that Adjusted EBITDA provides additional information to investors for evaluating our financial performance without regard to our financing methods, capital structure and historical cost basis. Further, EBITDA and Adjusted EBITDA, as we define them, may not be comparable to EBITDA, Adjusted EBITDA, or similarly titled measures used by other entities.

Other than for our Refined Products and Renewables segment, for purposes of our Adjusted EBITDA calculation, we make a distinction between realized and unrealized gains and losses on derivatives. During the period when a derivative contract is open, we record changes in the fair value of the derivative as an unrealized gain or loss. When a derivative contract matures or is settled, we reverse the previously recorded unrealized gain or loss and record a realized gain or loss. We do not draw such a distinction between realized and unrealized gains and losses on derivatives of our Refined Products and Renewables segment. The primary hedging strategy of our Refined Products and Renewables segment is to hedge against the risk of declines in the value of inventory over the course of the contract cycle, and many of the hedges are six months to one year in duration at inception. The “inventory valuation adjustment” row in the reconciliation table reflects the difference between the market value of the inventory of our Refined Products and Renewables segment at the balance sheet date and its cost. We include this in Adjusted EBITDA because the gains and losses associated with derivative contracts of this segment, which are intended primarily to hedge inventory holding risk, also affect Adjusted EBITDA.

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The following table reconciles net income to EBITDA and Adjusted EBITDA for the periods indicated:

|   | As Restated        |           | As Restated       |           |
|---|--------------------|-----------|-------------------|-----------|
|   | Three Months Ended |           | Nine Months Ended |           |
|   | December 31,       |           | December 31,      |           |
|   | 2016               | 2015      | 2016              | 2015      |
|   | (in thousands)     |           |                   |           |
| Net income  | \$1,293            | \$50,995  | \$117,388         | \$19,888  |
| Less: Net income attributable to noncontrolling interests | (317 )             | (6,838 )  | (6,091 )          | (14,685 ) |
| Net income attributable to NGL Energy Partners LP         | 976                | 44,157    | 111,297           | 5,203     |
| Interest expense  | 41,486             | 34,740    | 105,283           | 92,908    |
| Income tax expense (benefit)                              | 1,114              | 384       | 2,036             | (1,900 )  |
| Depreciation and amortization                             | 64,644             | 55,261    | 171,746           | 162,728   |
| EBITDA  | 108,220            | 134,542   | 390,362           | 258,939   |
| Net unrealized gains on derivatives                       | (3,957 )           | (1,748 )  | (737 )            | (4,494 )  |
| Inventory valuation adjustment (1)                        | 7,859              | (16,524 ) | 40,552            | 2,831     |
| Lower of cost or market adjustments                       | 731                | 13,251    | 839               | 7,325     |
| Loss (gain) on disposal or impairment of assets, net      | 35                 | 1,343     | (203,469 )        | 3,056     |
| Gain on early extinguishment of liabilities               | —                  | —         | (30,890 )         | —         |
| Revaluation of investments                                | —                  | —         | 14,365            | —         |
| Equity-based compensation expense (2)                     | 6,865              | 3,032     | 39,859            | 52,712    |
| Acquisition expense (3)                                   | 378                | 239       | 1,539             | 871       |
| Other (4)   | 472                | (20,676 ) | 7,381             | (51,166 ) |
| Adjusted EBITDA   | \$120,603          | \$113,459 | \$259,801         | \$270,074 |

Amount reflects the difference between the market value of the inventory of our Refined Products and Renewables (1) segment at the balance sheet date and its cost. See “Non-GAAP Financial Measures” section above for a further discussion.

Equity-based compensation expense in the table above may differ from equity-based compensation expense reported in Note 11 to our condensed consolidated financial statements included in this Quarterly Report. Amounts (2) reported in the table above include expense accruals for bonuses expected to be paid in common units, whereas the amounts reported in Note 11 to our condensed consolidated financial statements only include expenses associated with equity-based awards that have been formally granted.

(3) During the three months and nine months ended December 31, 2016 and 2015, we incurred expenses related to legal and advisory costs associated with acquisitions.

The amount for the three months ended December 31, 2016 represents non-cash operating expenses related to our Grand Mesa Pipeline project. The amount for the nine months ended December 31, 2016 represents non-cash operating expenses related to our Grand Mesa Pipeline project and also includes adjustments related to (4) noncontrolling interests. Amounts for the three months and nine months ended December 31, 2015 represent the non-cash valuation adjustment of contingent consideration liabilities, offset by the cash payments, related to royalty agreements acquired as part of acquisitions in our Water Solutions segment.

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The following tables reconcile depreciation and amortization amounts per the EBITDA table above to depreciation and amortization amounts reported in our unaudited condensed consolidated statements of operations and unaudited condensed consolidated statements of cash flows for the periods indicated:

|   | Three Months Ended |          | Nine Months Ended |           |
|---|--------------------|----------|-------------------|-----------|
|   | December 31,       |          | December 31,      |           |
|   | 2016               | 2015     | 2016              | 2015      |
|   | (in thousands)     |          |                   |           |
| Reconciliation to unaudited condensed consolidated statements of operations:                |                    |          |                   |           |
| Depreciation and amortization per EBITDA table  | \$64,644           | \$55,261 | \$171,746         | \$162,728 |
| Intangible asset amortization recorded to cost of sales                                     | (1,753 )           | (1,701 ) | (5,098 )          | (5,102 )  |
| Depreciation and amortization of unconsolidated entities                                    | (3,048 )           | (3,453 ) | (9,116 )          | (10,383 ) |
| Depreciation and amortization attributable to noncontrolling interests                      | 924                | 9,073    | 2,744             | 28,529    |
| Depreciation and amortization per unaudited condensed consolidated statements of operations | \$60,767           | \$59,180 | \$160,276         | \$175,772 |

|   | Nine Months Ended |           |
|---|-------------------|-----------|
|   | December 31,      |           |
|   | 2016              | 2015      |
|   | (in thousands)    |           |
| Reconciliation to unaudited condensed consolidated statements of cash flows:                |                   |           |
| Depreciation and amortization per EBITDA table  | \$171,746         | \$162,728 |
| Amortization of debt issuance costs recorded to interest expense                            | 8,192             | 10,207    |
| Depreciation and amortization of unconsolidated entities                                    | (9,116 )          | (10,383 ) |
| Depreciation and amortization attributable to noncontrolling interests                      | 2,744             | 28,529    |
| Depreciation and amortization per unaudited condensed consolidated statements of cash flows | \$173,566         | \$191,081 |

The following table reconciles interest expense per the EBITDA table above to interest expense reported in our unaudited condensed consolidated statements of operations for the periods indicated:

|  | Three Months Ended |          | Nine Months Ended |          |
|--|--------------------|----------|-------------------|----------|
|  | December 31,       |          | December 31,      |          |
|  | 2016               | 2015     | 2016              | 2015     |
|  | (in thousands)     |          |                   |          |
| Interest expense per EBITDA table  | \$41,486           | \$34,740 | \$105,283         | \$92,908 |
| Interest expense attributable to noncontrolling interests                      | 9                  | 1,195    | 17                | 4,590    |
| Interest expense attributable to unconsolidated entities                       | (59 )              | 241      | 16                | 358      |
| Gain on extinguishment of debt of unconsolidated entities                      | —                  | —        | —                 | 693      |
| Interest expense per unaudited condensed consolidated statements of operations | \$41,436           | \$36,176 | \$105,316         | \$98,549 |

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The following tables reconcile operating income (loss) to Adjusted EBITDA by segment for the periods indicated. We have reclassified certain prior period information to be consistent with the classification methods used in the current fiscal year.

|   | Three Months Ended December 31, 2016 |                    |          |                   |  |                           |              |
|---|--------------------------------------|--------------------|----------|-------------------|--|---------------------------|--------------|
|   | Crude<br>Oil<br>Logistics            | Water<br>Solutions | Liquids  | Retail<br>Propane | Refined<br>Products<br>and<br>Renewables | Corporate<br>and<br>Other | Consolidated |
|   | (in thousands)                       |                    |          |                   |  |                           |              |
| Operating (loss) income                                 | \$(9,163 )                           | \$(11,898)         | \$24,765 | \$21,772          | \$ 8,209                                 | \$(11,128)                | \$ 22,557    |
| Depreciation and amortization                           | 16,503                               | 27,150             | 4,441    | 11,379            | 404                                      | 890                       | 60,767       |
| Amortization recorded to cost of sales                  | 100                                  | —                  | 195      | —                 | 1,458                                    | —                         | 1,753        |
| Net unrealized losses (gains) on derivatives            | 732                                  | (1,304 )           | (3,387 ) | 2                 | —  | —                         | (3,957 )     |
| Inventory valuation adjustment                          | —                                    | —                  | —        | —                 | 7,859                                    | —                         | 7,859        |
| Lower of cost or market adjustments                     | —                                    | —                  | —        | —                 | 731                                      | —                         | 731          |
| Loss (gain) on disposal or impairment of assets, net    | 4,655                                | 2,323              | 60       | (62 )             | (6,941 )                                 | (1 )                      | 34           |
| Equity-based compensation expense                       | —                                    | —                  | —        | —                 | —  | 6,865                     | 6,865        |
| Acquisition expense                                     | —                                    | —                  | —        | (2 )              | —  | 380                       | 378          |
| Other income, net                                       | 721                                  | 1,214              | 4        | 19                | 16,220                                   | 1,829                     | 20,007       |
| Adjusted EBITDA attributable to unconsolidated entities | 2,577                                | 54                 | —        | (111 )            | 1,867                                    | —                         | 4,387        |
| Adjusted EBITDA attributable to noncontrolling interest | —                                    | (667 )             | —        | (583 )            | —  | —                         | (1,250 )     |
| Other   | 472                                  | —                  | —        | —                 | —  | —                         | 472          |
| Adjusted EBITDA   | \$16,597                             | \$16,872           | \$26,078 | \$32,414          | \$29,807                                 | \$(1,165 )                | \$120,603    |
|   | As Restated                          |                    |          |                   |  |                           |              |
|   | Three Months Ended December 31, 2015 |                    |          |                   |  |                           |              |
|   | Crude<br>Oil<br>Logistics            | Water<br>Solutions | Liquids  | Retail<br>Propane | Refined<br>Products<br>and<br>Renewables | Corporate<br>and<br>Other | Consolidated |
|   | (in thousands)                       |                    |          |                   |  |                           |              |
| Operating income (loss)                                 | \$804                                | \$15,596           | \$32,921 | \$14,450          | \$31,702                                 | \$(12,919)                | \$82,554     |
| Depreciation and amortization                           | 10,041                               | 23,644             | 3,537    | 9,096             | 11,493                                   | 1,369                     | 59,180       |
| Amortization recorded to cost of sales                  | 62                                   | —                  | 261      | —                 | 1,378                                    | —                         | 1,701        |
| Net unrealized (gains) losses on derivatives            | (3,928 )                             | 3,732              | (1,423 ) | (129 )            | —  | —                         | (1,748 )     |
| Inventory valuation adjustment                          | —                                    | —                  | —        | —                 | (16,524 )                                | —                         | (16,524 )    |
| Lower of cost or market adjustments                     | —                                    | —                  | —        | —                 | 13,251                                   | —                         | 13,251       |
| Loss (gain) on disposal or impairment of assets, net    | 1,115                                | 213                | 5        | (4 )              | (1 )                                     | —                         | 1,328        |
| Equity-based compensation expense                       | —                                    | —                  | —        | —                 | 277                                      | 2,973                     | 3,250        |
| Acquisition expense                                     | —                                    | —                  | —        | —                 | —  | 239                       | 239          |
| Other (expense) income, net                             | (672 )                               | 569                | 72       | 113               | 61                                       | 2,018                     | 2,161        |
| Adjusted EBITDA attributable to unconsolidated entities | 3,102                                | (352 )             | —        | (202 )            | 3,547                                    | —                         | 6,095        |

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|   |          |           |          |          |           |            |           |
|---|----------|-----------|----------|----------|-----------|------------|-----------|
| Adjusted EBITDA attributable to noncontrolling interest | —        | (459 )    | —        | (305 )   | (15,890 ) | —          | (16,654 ) |
| Other   | —        | (21,374 ) | —        | —        | —         | —          | (21,374 ) |
| Adjusted EBITDA   | \$10,524 | \$21,569  | \$35,373 | \$23,019 | \$29,294  | \$(6,320 ) | \$113,459 |

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|   | Nine Months Ended December 31, 2016 |                    |          |                   |  |                           |              |
|---|-------------------------------------|--------------------|----------|-------------------|--|---------------------------|--------------|
|   | Crude Oil<br>Logistics              | Water<br>Solutions | Liquids  | Retail<br>Propane | Refined<br>Products<br>and<br>Renewables | Corporate<br>and<br>Other | Consolidated |
|   | (in thousands)                      |                    |          |                   |  |                           |              |
| Operating (loss) income                                 | \$(28,827)                          | \$63,136           | \$33,092 | \$10,553          | \$169,365                                | \$(66,690)                | \$180,629    |
| Depreciation and amortization                           | 34,496                              | 76,713             | 13,315   | 31,771            | 1,237                                    | 2,744                     | 160,276      |
| Amortization recorded to cost of sales                  | 284                                 | —                  | 585      | —                 | 4,229                                    | —                         | 5,098        |
| Net unrealized losses (gains) on derivatives            | 951                                 | (2,138 )           | 239      | 211               | —  | —                         | (737 )       |
| Inventory valuation adjustment                          | —                                   | —                  | —        | —                 | 40,552                                   | —                         | 40,552       |
| Lower of cost or market adjustments                     | —                                   | —                  | —        | —                 | 839                                      | —                         | 839          |
| Loss (gain) on disposal or impairment of assets, net    | 14,617                              | (91,958 )          | 109      | (96 )             | (126,101 )                               | (4 )                      | (203,433 )   |
| Equity-based compensation expense                       | —                                   | —                  | —        | —                 | —  | 39,859                    | 39,859       |
| Acquisition expense                                     | —                                   | —                  | —        | —                 | —  | 1,539                     | 1,539        |
| Other (expense) income, net                             | (589 )                              | 1,524              | 67       | 339               | 19,099                                   | 5,420                     | 25,860       |
| Adjusted EBITDA attributable to unconsolidated entities | 7,651                               | (9 )               | —        | (388 )            | 3,543                                    | —                         | 10,797       |
| Adjusted EBITDA attributable to noncontrolling interest | —                                   | (2,298 )           | —        | (442 )            | —  | —                         | (2,740 )     |
| Other   | 1,262                               | —                  | —        | —                 | —  | —                         | 1,262        |
| Adjusted EBITDA   | \$29,845                            | \$44,970           | \$47,407 | \$41,948          | \$112,763                                | \$(17,132)                | \$259,801    |
|   | As Restated                         |                    |          |                   |  |                           |              |
|   | Nine Months Ended December 31, 2015 |                    |          |                   |  |                           |              |
|   | Crude<br>Oil<br>Logistics           | Water<br>Solutions | Liquids  | Retail<br>Propane | Refined<br>Products<br>and<br>Renewables | Corporate<br>and<br>Other | Consolidated |
|   | (in thousands)                      |                    |          |                   |  |                           |              |
| Operating income (loss)                                 | \$12,689                            | \$44,300           | \$52,820 | \$11,985          | \$59,478                                 | \$(81,630)                | \$99,642     |
| Depreciation and amortization                           | 30,096                              | 66,906             | 11,286   | 26,711            | 36,820                                   | 3,953                     | 175,772      |
| Amortization recorded to cost of sales                  | 187                                 | —                  | 783      | —                 | 4,132                                    | —                         | 5,102        |
| Net unrealized (gains) losses on derivatives            | (3,214 )                            | 1,274              | (2,163 ) | (391 )            | —  | —                         | (4,494 )     |
| Inventory valuation adjustment                          | —                                   | —                  | —        | —                 | 2,831                                    | —                         | 2,831        |
| Lower of cost or market adjustments                     | (1,211 )                            | —                  | —        | —                 | 8,536                                    | —                         | 7,325        |
| Loss (gain) on disposal or impairment of assets, net    | 2,115                               | 923                | (185 )   | 108               | 79                                       | —                         | 3,040        |
| Equity-based compensation expense                       | —                                   | —                  | —        | —                 | 862                                      | 52,529                    | 53,391       |
| Acquisition expense                                     | —                                   | —                  | —        | 7                 | —  | 864                       | 871          |
| Other (expense) income, net                             | (6,432 )                            | 1,352              | 279      | 614               | 444                                      | 6,684                     | 2,941        |
| Adjusted EBITDA attributable to unconsolidated entities | 10,394                              | (611 )             | —        | (387 )            | 13,983                                   | —                         | 23,379       |
| Adjusted EBITDA attributable to noncontrolling interest | —                                   | (1,392 )           | —        | (279 )            | (45,110 )                                | —                         | (46,781 )    |
| Other   | —                                   | (52,945 )          | —        | —                 | —  | —                         | (52,945 )    |

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|                 |          |          |          |          |          |            |           |
|-----------------|----------|----------|----------|----------|----------|------------|-----------|
| Adjusted EBITDA | \$44,624 | \$59,807 | \$62,820 | \$38,368 | \$82,055 | \$(17,600) | \$270,074 |
|-----------------|----------|----------|----------|----------|----------|------------|-----------|

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## Segment Operating Results for the Three Months Ended December 31, 2016 and 2015

## Crude Oil Logistics

The following table summarizes the operating results of our Crude Oil Logistics segment for the periods indicated:

|   | Three Months Ended                        |           |             |
|---|---|-----------|-------------|
|   | December 31,                              |           |             |
|   | 2016                                      | 2015      | Change      |
|   | (in thousands, except per barrel amounts) |           |             |
| Revenues:                                     |   |           |             |
| Crude oil sales                               | \$366,569                                 | \$508,863 | \$(142,294) |
| Crude oil transportation and other            | 20,914                                    | 12,423    | 8,491       |
| Total revenues (1)                            | 387,483                                   | 521,286   | (133,803 )  |
| Expenses:                                     |   |           |             |
| Cost of sales                                 | 363,416                                   | 497,390   | (133,974 )  |
| Operating expenses                            | 10,591                                    | 9,821     | 770         |
| General and administrative expenses           | 1,481                                     | 2,115     | (634 )      |
| Depreciation and amortization expense         | 16,503                                    | 10,041    | 6,462       |
| Loss on disposal or impairment of assets, net | 4,655                                     | 1,115     | 3,540       |
| Total expenses                                | 396,646                                   | 520,482   | (123,836 )  |
| Segment operating (loss) income               | \$(9,163 )                                | \$804     | \$(9,967 )  |
|   |   |           |             |
| Crude oil sold (barrels)                      | 7,527                                     | 10,824    | (3,297 )    |
| Crude oil sold (\$/barrel)                    | \$48.701                                  | \$47.012  | \$1.689     |
| Cost per crude oil sold (\$/barrel)           | \$48.282                                  | \$45.953  | \$2.329     |
| Crude oil product margin (\$/barrel)          | \$0.419                                   | \$1.059   | \$(0.640 )  |

(1) Revenues include \$1.6 million and \$1.9 million of intersegment sales during the three months ended December 31, 2016 and 2015, respectively, that are eliminated in our unaudited condensed consolidated statements of operations.

**Crude Oil Sales.** The increase in revenue per barrel was due primarily to an increase in crude oil prices during the three months ended December 31, 2016, compared to the three months ended December 31, 2015. The decrease in our sales volumes was due primarily to increased competition due to the continued crude oil production decline.

**Crude Oil Transportation and Other Revenues.** The increase was due primarily to our Grand Mesa Pipeline project becoming operational on November 1, 2016, partially offset by the flattening of the contango curve for crude oil (a condition in which forward crude oil prices are greater than spot prices) during the three months ended December 31, 2016, compared to the three months ended December 31, 2015, and lower revenues in our trucking and barge operations during the three months ended December 31, 2016 due to a general slowdown in demand for transportation services, compared to the three months ended December 31, 2015.

**Cost of Sales.** Our cost of sales during the three months ended December 31, 2016 was increased by \$3.4 million of net realized losses on derivatives and \$0.7 million of net unrealized losses on derivatives. Our cost of sales during the three months ended December 31, 2015 was reduced by \$4.0 million of net realized gains on derivatives and \$3.9 million of net unrealized gains on derivatives. During the three months ended December 31, 2016, our cost of sales also decreased due to the decrease in volumes due to increased competition.

Operating and General and Administrative Expenses. The increase was due primarily to our Grand Mesa Pipeline project becoming operational on November 1, 2016, partially offset by lower compensation expense related to a reduction in the number of employees as a result of organizational changes and lower repair and maintenance expense related to trucking operations resulting from a general slowdown in demand for transportation services.

Depreciation and Amortization Expense. The increase was due primarily to our Grand Mesa Pipeline project becoming operational on November 1, 2016, partially offset by certain intangible assets being fully amortized during the fiscal year ended March 31, 2016.

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Loss on Disposal or Impairment of Assets, Net. During the three months ended December 31, 2016 and 2015, we recorded losses of \$4.7 million and \$1.1 million, respectively, on the sales of certain assets.

## Water Solutions

The following table summarizes the operating results of our Water Solutions segment for the periods indicated:

|  | As<br>Restated                               |           |            |
|--|--|-----------|------------|
|  | Three Months<br>Ended<br>December 31,        |           |            |
|  | 2016   | 2015      | Change     |
|  | (in thousands, except per barrel<br>amounts) |           |            |
| Revenues:  |  |           |            |
| Service fees   | \$28,268                                     | \$35,138  | \$(6,870 ) |
| Recovered hydrocarbons                                 | 6,387  | 8,414     | (2,027 )   |
| Other revenues   | 5,704  | 1,886     | 3,818      |
| Total revenues   | 40,359                                       | 45,438    | (5,079 )   |
| Expenses:  |  |           |            |
| Cost of sales-derivative gain                          | (238 )                                       | (2,887 )  | 2,649      |
| Cost of sales-other                                    | 715  | (241 )    | 956        |
| Operating expenses                                     | 21,728                                       | 27,734    | (6,006 )   |
| General and administrative expenses                    | 579  | 691       | (112 )     |
| Depreciation and amortization expense                  | 27,150                                       | 23,644    | 3,506      |
| Loss on disposal or impairment of assets, net          | 2,323  | 213       | 2,110      |
| Revaluation of liabilities                             | —  | (19,312 ) | 19,312     |
| Total expenses   | 52,257                                       | 29,842    | 22,415     |
| Segment operating (loss) income                        | \$(11,898)                                   | \$15,596  | \$(27,494) |
| Water received (barrels)                               | 47,489                                       | 55,648    | (8,159 )   |
| Service fees for water processed (\$/barrel)           | \$0.60                                       | \$0.63    | \$(0.03 )  |
| Recovered hydrocarbons for water processed (\$/barrel) | \$0.13                                       | \$0.15    | \$(0.02 )  |
| Operating expenses for water processed (\$/barrel)     | \$0.46                                       | \$0.50    | \$(0.04 )  |

The following tables summarize activity separated between the following categories:

facilities we owned before September 30, 2015, which we refer to below as “existing facilities”; and facilities we acquired or developed after September 30, 2015, which we refer to below as “recently acquired or developed facilities”.

Service Fee Revenues. The following table summarizes our service fee revenues (in thousands, except per barrel amounts) for the periods indicated:

| Three Months Ended December 31, |               |                |              |               |                |
|---------------------------------|---------------|----------------|--------------|---------------|----------------|
| 2016                            |               |                | 2015         |               |                |
| Service Fees                    | Water Barrels | Fees Per Water | Service Fees | Water Barrels | Fees Per Water |

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|   |          | Processed | Barrel    |          | Processed | Barrel    |
|---|----------|-----------|-----------|----------|-----------|-----------|
|   |          |           | Processed |          | Processed | Processed |
| Existing facilities                       | \$19,881 | 30,156    | \$ 0.66   | \$27,383 | 41,526    | \$ 0.66   |
| Recently acquired or developed facilities | 8,387    | 17,333    | \$ 0.48   | 7,755    | 14,122    | \$ 0.55   |
| Total                                     | \$28,268 | 47,489    | \$ 0.60   | \$35,138 | 55,648    | \$ 0.63   |

The decrease in the volume processed at our existing facilities was due primarily to a slowdown in customer production and development activity, as well as migration of volumes from existing facilities to recently developed or acquired facilities due to the location of the new facilities.

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Recovered Hydrocarbon Revenues. The following table summarizes our recovered hydrocarbon revenues (in thousands, except per barrel amounts) for the periods indicated:

|   | Three Months Ended December 31,     |                               |  |                                     |                               |  |
|---|-------------------------------------|-------------------------------|--|-------------------------------------|-------------------------------|--|
|   | 2016                                |                               |  | 2015                                |                               |  |
|   | Recovered<br>Hydrocarbon<br>Revenue | Water<br>Barrels<br>Processed | Revenue Per<br>Water Barrel<br>Processed | Recovered<br>Hydrocarbon<br>Revenue | Water<br>Barrels<br>Processed | Revenue Per<br>Water Barrel<br>Processed |
| Existing facilities                       | \$4,556                             | 30,156                        | \$ 0.15                                  | \$7,120                             | 41,526                        | \$ 0.17                                  |
| Recently acquired or developed facilities | 1,831                               | 17,333                        | \$ 0.11                                  | 1,294                               | 14,122                        | \$ 0.09                                  |
| Total                                     | \$6,387                             | 47,489                        | \$ 0.13                                  | \$8,414                             | 55,648                        | \$ 0.15                                  |

The decrease in revenue per barrel associated with recovered hydrocarbons was due primarily to a decrease in the amount of hydrocarbons per barrel of water processed.

Other Revenues. Other revenues primarily include solids disposal revenues, freshwater revenues, and water pipeline revenues. The increase was due primarily to an increase in revenues in the freshwater and water pipeline businesses as well as revenue from trucking wastewater to our water solutions facilities. See the below discussion of the loss on the sale of our freshwater supply company.

Cost of Sales-Derivatives. We enter into derivatives in our Water Solutions segment to protect against the risk of a decline in the market price of the hydrocarbons we expect to recover when processing the wastewater. Our cost of sales during the three months ended December 31, 2016 included \$1.3 million of net unrealized gains on derivatives and \$1.1 million of net realized losses on derivatives. Our cost of sales during the three months ended December 31, 2015 included \$6.6 million of net realized gains on derivatives and \$3.7 million of net unrealized losses on derivatives.

Cost of Sales-Other. The increase was due to trucking expenses to bring wastewater to our water solutions facilities.

Operating Expenses. The following table summarizes our operating expenses (in thousands, except per barrel amounts) for the periods indicated:

|   | Three Months Ended December 31, |                               |  |                       |                               |  |
|---|---------------------------------|-------------------------------|--|-----------------------|-------------------------------|--|
|   | 2016                            |                               |  | 2015                  |                               |  |
|   | Operating<br>Expenses           | Water<br>Barrels<br>Processed | Operating<br>Expenses Per<br>Water Barrel<br>Processed | Operating<br>Expenses | Water<br>Barrels<br>Processed | Operating<br>Expenses Per<br>Water Barrel<br>Processed |
| Existing facilities                       | \$15,954                        | 30,156                        | \$ 0.53  | \$22,281              | 41,526                        | \$ 0.54  |
| Recently acquired or developed facilities | 5,774                           | 17,333                        | \$ 0.33  | 5,453                 | 14,122                        | \$ 0.39  |
| Total                                     | \$21,728                        | 47,489                        | \$ 0.46  | \$27,734              | 55,648                        | \$ 0.50  |

The decrease in operating expenses per barrel was due primarily to lower operating costs of water disposal wells due to lower volumes processed and cost reduction efforts.

Depreciation and Amortization Expense. Of the increase, \$4.4 million related to recently acquired or developed water treatment and disposal facilities and \$0.3 million related to recently developed solids processing facilities. The increase was partially offset by certain intangible assets being fully amortized during the three months ended

December 31, 2015 and lower amortization expense during the three months ended December 31, 2016 from the write-off of the development agreement asset in June 2016 (see Note 15 to our unaudited condensed consolidated financial statements included in this Quarterly Report).

Loss on Disposal or Impairment of Assets, Net. During the three months ended December 31, 2016, we recorded a loss of \$2.3 million on the sale of our freshwater supply company (see Note 4 to our unaudited condensed consolidated financial statements included in this Quarterly Report). During the three months ended December 31, 2015, we recorded a loss of \$0.2 million on the sale and disposal of certain assets.

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Revaluation of Liabilities. The revaluation of liabilities represents the valuation adjustment of contingent consideration liabilities related to royalty agreements acquired as part of certain business combinations during the three months ended December 31, 2015. During the three months ended December 31, 2016, we did not identify any significant changes in our Water Solutions operations, which would require a revaluation of the contingent consideration obligation, and as such, no adjustment was recorded.

## Liquids

The following table summarizes the operating results of our Liquids segment for the periods indicated:

|   | Three Months<br>Ended<br>December 31,        |           |            |
|---|--|-----------|------------|
|   | 2016   | 2015      | Change     |
|   | (in thousands, except per<br>gallon amounts) |           |            |
| Propane sales:                                |  |           |            |
| Revenues (1)                                  | \$260,562                                    | \$188,930 | \$71,632   |
| Cost of sales                                 | 242,949                                      | 170,558   | 72,391     |
| Product margin                                | 17,613                                       | 18,372    | (759 )     |
| Other product sales:                          |  |           |            |
| Revenues (1)                                  | 235,739                                      | 180,620   | 55,119     |
| Cost of sales                                 | 219,317                                      | 150,203   | 69,114     |
| Product margin                                | 16,422                                       | 30,417    | (13,995 )  |
| Other revenues:                               |  |           |            |
| Revenues (1)                                  | 7,704  | 8,161     | (457 )     |
| Cost of sales                                 | 2,410  | 4,189     | (1,779 )   |
| Product margin                                | 5,294  | 3,972     | 1,322      |
| Expenses:                                     |  |           |            |
| Operating expenses                            | 8,846  | 14,616    | (5,770 )   |
| General and administrative expenses           | 1,217  | 1,681     | (464 )     |
| Depreciation and amortization expense         | 4,441  | 3,537     | 904        |
| Loss on disposal or impairment of assets, net | 60   | 6         | 54         |
| Total expenses                                | 14,564                                       | 19,840    | (5,276 )   |
| Segment operating income                      | \$24,765                                     | \$32,921  | \$(8,156 ) |
| Propane sold (gallons)                        |  |           |            |
| Propane sold (\$/gallon)                      | \$0.674                                      | \$0.542   | \$0.132    |
| Cost per propane sold (\$/gallon)             | \$0.628                                      | \$0.489   | \$0.139    |
| Propane product margin (\$/gallon)            | \$0.046                                      | \$0.053   | \$(0.007 ) |
| Other products sold (gallons)                 |  |           |            |
| Other products sold (\$/gallon)               | \$0.985                                      | \$0.800   | \$0.185    |
| Cost per other products sold (\$/gallon)      | \$0.916                                      | \$0.666   | \$0.250    |
| Other products product margin (\$/gallon)     | \$0.069                                      | \$0.134   | \$(0.065 ) |

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Revenues include \$33.7 million and \$24.2 million of intersegment sales during the three months ended (1) December 31, 2016 and 2015, respectively, that are eliminated in our unaudited condensed consolidated statements of operations.

Propane Sales. Propane margins are lower due to market values falling below weighted cost of inventory for a portion of the quarter.

Our cost of wholesale propane sales was reduced by \$0.7 million of net unrealized gains on derivatives and reduced

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by less than \$0.1 million of net realized gains on derivatives during the three months ended December 31, 2016. During the three months ended December 31, 2015, our cost of wholesale propane sales was reduced by \$1.7 million of net unrealized gains on derivatives and increased by \$4.0 million of net realized losses on derivatives. The increase in cost per gallon of propane was due to higher commodity prices.

Other Products Sales. The increase in the volume of other products sold was primarily due to increases in production related to a customer's contract.

Our cost of sales of other products was reduced by \$2.7 million of net unrealized gains on derivatives and increased by \$6.0 million of net realized losses on derivatives during the three months ended December 31, 2016. Our cost of sales of other products during the three months ended December 31, 2015 was increased by \$0.2 million of net unrealized losses on derivatives and reduced by \$1.8 million of net realized gains on derivatives.

Product margins during the three months ended December 31, 2015 benefited from a high level of butane supply in the market, which lowered our product cost.

Other Revenues. This revenue includes storage, terminaling and transportation services income. Other revenue margins increased primarily due to a decrease of costs incurred related to the transportation services agreements.

Operating and General and Administrative Expenses. The decrease was due primarily to a decrease in incentive compensation and commission expense associated with lower product sales.

Depreciation and Amortization Expense. The increase was due primarily to purchase accounting adjustments for the Sawtooth cavern acquisition during the three months ended December 31, 2015.

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## Retail Propane

The following table summarizes the operating results of our Retail Propane segment for the periods indicated:

|   | Three Months<br>Ended<br>December 31,        |          |            |
|---|--|----------|------------|
|   | 2016   | 2015     | Change     |
|   | (in thousands, except per<br>gallon amounts) |          |            |
| Propane sales:                                |  |          |            |
| Revenues                                      | \$96,699                                     | \$68,880 | \$27,819   |
| Cost of sales                                 | 42,463                                       | 27,471   | 14,992     |
| Product margin                                | 54,236                                       | 41,409   | 12,827     |
| Distillate sales:                             |  |          |            |
| Revenues                                      | 19,569                                       | 19,133   | 436        |
| Cost of sales                                 | 14,300                                       | 14,198   | 102        |
| Product margin                                | 5,269  | 4,935    | 334        |
| Other revenues:                               |  |          |            |
| Revenues                                      | 12,418                                       | 12,132   | 286        |
| Cost of sales                                 | 3,745  | 4,305    | (560 )     |
| Product margin                                | 8,673  | 7,827    | 846        |
| Expenses:                                     |  |          |            |
| Operating expenses                            | 32,279                                       | 27,650   | 4,629      |
| General and administrative expenses           | 2,810  | 2,980    | (170 )     |
| Depreciation and amortization expense         | 11,379                                       | 9,096    | 2,283      |
| Gain on disposal or impairment of assets, net | (62 )  | (5 )     | (57 )      |
| Total expenses                                | 46,406                                       | 39,721   | 6,685      |
| Segment operating income                      | \$21,772                                     | \$14,450 | \$7,322    |
| Propane sold (gallons)                        | 56,572                                       | 42,436   | 14,136     |
| Propane sold (\$/gallon)                      | \$1.709                                      | \$1.623  | \$0.086    |
| Cost per propane sold (\$/gallon)             | \$0.751                                      | \$0.647  | \$0.104    |
| Propane product margin (\$/gallon)            | \$0.958                                      | \$0.976  | \$(0.018 ) |
| Distillates sold (gallons)                    | 9,139  | 9,102    | 37         |
| Distillates sold (\$/gallon)                  | \$2.141                                      | \$2.102  | \$0.039    |
| Cost per distillates sold (\$/gallon)         | \$1.565                                      | \$1.560  | \$0.005    |
| Distillates product margin (\$/gallon)        | \$0.576                                      | \$0.542  | \$0.034    |

Revenues. Propane revenues and volumes increased due to three acquisitions in the current year and slightly colder weather in the current winter. Distillates revenues and volumes increased due to slightly colder weather in the current winter.

Cost of Sales. The increase in propane cost is due to the current year acquisitions of three companies as well as an increase in commodity prices. The distillates cost increase was due to an increase in commodity prices.

Operating and General and Administrative Expenses. The increase was due primarily to increased operating expenses from acquisitions of retail propane businesses.

Depreciation and Amortization Expense. The increase was due primarily to acquisitions of retail propane businesses.

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## Refined Products and Renewables

The following table summarizes the operating results of our Refined Products and Renewables segment for the periods indicated. As previously reported, on February 1, 2016, we sold our general partner interest in TLP. As a result, on February 1, 2016, we deconsolidated TLP and began to account for our limited partner investment in TLP using the equity method of accounting. Also, on April 1, 2016, we sold all of the TLP common units we owned.

|   | Three Months Ended                                       |             |             |
|---|--|-------------|-------------|
|   | December 31,   |             |             |
|   | 2016   | 2015        | Change      |
|   | (in thousands, except per barrel and per gallon amounts) |             |             |
| Refined products sales:                       |  |             |             |
| Revenues (1)                                  | \$2,258,317  | \$1,532,928 | \$725,389   |
| Cost of sales                                 | 2,254,283  | 1,503,358   | 750,925     |
| Product margin                                | 4,034  | 29,570      | (25,536 )   |
| Renewables sales:                             |  |             |             |
| Revenues                                      | 123,065  | 101,414     | 21,651      |
| Cost of sales                                 | 120,041  | 91,253      | 28,788      |
| Product margin                                | 3,024  | 10,161      | (7,137 )    |
| Service fee revenues                          | 50   | 32,381      | (32,331 )   |
| Expenses:                                     |  |             |             |
| Operating expenses                            | 3,198  | 24,888      | (21,690 )   |
| General and administrative expenses           | 2,238  | 4,030       | (1,792 )    |
| Depreciation and amortization expense         | 404  | 11,493      | (11,089 )   |
| Gain on disposal or impairment of assets, net | (6,941 )   | (1 )        | (6,940 )    |
| Total (income) expense, net                   | (1,101 )   | 40,410      | (41,511 )   |
| Segment operating income                      | \$8,209  | \$31,702    | \$(23,493 ) |
| Refined products sold (barrels)               | 35,442   | 26,134      | 9,308       |
| Refined products sold (\$/barrel)             | \$63.719   | \$58.656    | \$5.063     |
| Cost per refined products sold (\$/barrel)    | \$63.605   | \$57.525    | \$6.080     |
| Refined products product margin (\$/barrel)   | \$0.114  | \$1.131     | \$(1.017 )  |
| Refined products product margin (\$/gallon)   | \$0.003  | \$0.027     | \$(0.024 )  |
| Renewable products sold (barrels)             | 1,858  | 1,461       | 397         |
| Renewable products sold (\$/barrel)           | \$66.235   | \$69.414    | \$(3.179 )  |
| Cost per renewable products sold (\$/barrel)  | \$64.608   | \$62.459    | \$2.149     |
| Renewable products product margin (\$/barrel) | \$1.627  | \$6.955     | \$(5.328 )  |
| Renewable products product margin (\$/gallon) | \$0.039  | \$0.166     | \$(0.127 )  |

(1) Revenues include \$0.1 million and \$0.2 million of intersegment sales during the three months ended December 31, 2016 and 2015, respectively, that are eliminated in our unaudited condensed consolidated statements of operations.

Refined Products Sales and Cost of Sales. The increase in revenues and cost of sales was due to increased volumes and an increase in refined products prices. The increased volumes were due primarily to an increase in pipeline

capacity rights purchased during the fiscal year ended March 31, 2016 and nine months ended December 31, 2016, an expansion of our refined products operations, and the continued demand for motor fuels in the current low gasoline price environment. Product margins during the three months ended December 31, 2016 were negatively impacted by losses on our derivative and risk management contracts due to NYMEX prices increasing during the three months ended December 31, 2016. Our inventories are carried at the lower of cost or market while our derivative and risk management contracts are carried at fair value. As a result, if refined product prices are increasing during the quarter, we report losses on derivative and risk management contracts in our unaudited

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condensed consolidated statement of operations and any gains on inventory would not be realized until the inventory is sold the following quarter. Product margin during the three months ended December 31, 2016 was also impacted by storage fees paid to TLP which are no longer eliminated as TLP was deconsolidated on February 1, 2016.

Renewables Sales. The increase in revenues was due to increased volumes, partially offset by a decrease in renewables prices. Per-barrel product margins were lower during the three months ended December 31, 2016, compared to the three months ended December 31, 2015 as a result of the biodiesel tax credit being in place for the entire 2016 calendar year, compared to being reinstated in December 2015 for the 2015 calendar year.

Service Fee Revenues, Operating Expenses, General and Administrative Expenses, Depreciation and Amortization Expense. The decrease in each of these line items was due primarily to the inclusion of TLP for the three months ended December 31, 2015 with no comparable activity in the current period, as TLP was deconsolidated on February 1, 2016.

Gain on Disposal or Impairment of Assets, Net. During the three months ended December 31, 2016, we recognized \$7.5 million of the deferred gain from the sale of the general partner in interest in TLP in February 2016. See Note 2 to our unaudited condensed consolidated financial statements included in this Quarterly Report for a further discussion. During the three months ended December 31, 2016, we recorded a loss of \$0.6 million on the sales of certain assets. During the three months ended December 31, 2015, we recorded a gain of less than \$0.1 million on the sales of certain assets.

## Corporate and Other

The operating loss within “Corporate and Other” includes the following components for the periods indicated:

|   | Three Months Ended |            |          |
|---|--------------------|------------|----------|
|   | December 31,       |            |          |
|   | 2016               | 2015       | Change   |
|   | (in thousands)     |            |          |
| Other revenues:                               |                    |            |          |
| Revenues                                      | \$164              | \$—        | \$164    |
| Cost of sales                                 | 77                 | —          | 77       |
| Margin  | 87                 | —          | 87       |
| Expenses:                                     |                    |            |          |
| Operating expenses                            | 371                | 12         | 359      |
| General and administrative expenses           | 9,955              | 11,538     | (1,583 ) |
| Depreciation and amortization expense         | 890                | 1,369      | (479 )   |
| Gain on disposal or impairment of assets, net | (1 )               | —          | (1 )     |
| Total expenses                                | 11,215             | 12,919     | (1,704 ) |
| Operating loss                                | \$(11,128)         | \$(12,919) | \$1,791  |

General and Administrative Expenses. The decrease during the three months ended December 31, 2016 was due primarily to lower compensation expense and the reversal of certain accruals that were ultimately covered by insurance.

## Equity in Earnings of Unconsolidated Entities

The decrease of \$1.6 million during the three months ended December 31, 2016 was due primarily to a decrease of \$2.4 million of earnings from TLP (including Battleground Oil Specialty Terminal Company LLC (“BOSTCO”) and Frontera Brownsville LLC (“Frontera”)) that we acquired as part of our July 2014 acquisition of TransMontaigne Inc. (“TransMontaigne”). On February 1, 2016, we deconsolidated TLP when we sold our general partner interest in TLP, and on April 1, 2016, we sold all of the TLP common units we owned. This decrease was partially offset by an increase of \$0.6 million in earnings from our investments in Glass Mountain Pipeline, LLC (“Glass Mountain”) and an ethanol production facility.

#### Interest Expense

Interest expense includes interest expense on our revolving credit facilities and senior notes, amortization of debt issuance costs, letter of credit fees, interest on equipment financing notes, and accretion of interest on non-interest bearing debt obligations. The increase of \$5.3 million during the three months ended December 31, 2016 was due primarily to the issuance

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of \$700.0 million of fixed-rate notes during October 2016, partially offset by lower interest expense related to TLP's credit facility (our interest in TLP was acquired in July 2014, and we deconsolidated TLP as of February 1, 2016) and lower interest expense as we repurchased a portion of the 2019 Notes (as defined herein) and 2021 Notes (as defined herein) during the three months ended March 31, 2016 and the three months ended June 30, 2016.

## Other Income, Net

The following table summarizes the components of other income, net for the periods indicated:

|   | Three Months<br>Ended<br>December 31,<br>2016 2015<br>(in thousands) |         |
|---|--|---------|
| Interest income (1)                           | \$1,921  | \$2,722 |
| Crude oil marketing arrangement (2)           | 39   | (551 )  |
| Termination of storage sublease agreement (3) | 16,205   | —       |
| Other (4)                                     | 1,842  | (10 )   |
| Other income, net                             | \$20,007   | \$2,161 |

- Relates primarily to a loan receivable associated with our financing of the construction of a natural gas liquids facility to be utilized by a third party and to loan receivables from equity method investees. On June 3, 2016, we (1) acquired the remaining 65% ownership interest in an equity method investee and all interest income on that receivable has been eliminated in consolidation subsequent to that date.
- (2) Represents another party's share of the profits and losses generated from a joint crude oil marketing arrangement. During the three months ended December 31, 2016, we agreed to terminate a storage sublease agreement that was scheduled to commence in January 2017 and had a term of five years. For terminating this agreement, the (3) counterparty agreed to pay us a specific amount in five equal payments beginning in February 2017 and in January of the next four years and removed any future obligations of the Partnership. As a result, we discounted the future payments and recorded a gain.
- (4) Relates primarily to a gain on insurance settlement from damage to two facilities in our Water Solutions segment and a payment received related to a contract termination.

## Income Tax Expense (Benefit)

Income tax expense was \$1.1 million during the three months ended December 31, 2016, compared to income tax expense of \$0.4 million during the three months ended December 31, 2015. See Note 9 to our unaudited condensed consolidated financial statements included in this Quarterly Report for a further discussion.

## Noncontrolling Interests

We have certain consolidated subsidiaries in which outside parties own interests. The noncontrolling interest shown in our unaudited condensed consolidated financial statements represents the other owners' interests in these entities.

The decrease of \$6.5 million during the three months ended December 31, 2016 was due primarily to the deconsolidation of TLP on February 1, 2016 as a result of the sale of our general partner interest in TLP.



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## Segment Operating Results for the Nine Months Ended December 31, 2016 and 2015

## Crude Oil Logistics

The following table summarizes the operating results of our Crude Oil Logistics segment for the periods indicated:

|   | Nine Months Ended<br>December 31,            |              |               |
|---|--|--------------|---------------|
|   | 2016   | 2015         | Change        |
|   | (in thousands, except per barrel<br>amounts) |              |               |
| <b>Revenues:</b>                              |  |              |               |
| Crude oil sales                               | \$ 1,123,169                                 | \$ 2,818,752 | \$(1,695,583) |
| Crude oil transportation and other            | 43,020                                       | 44,118       | (1,098 )      |
| Total revenues (1)                            | 1,166,189                                    | 2,862,870    | (1,696,681 )  |
| <b>Expenses:</b>                              |  |              |               |
| Cost of sales                                 | 1,112,034                                    | 2,778,323    | (1,666,289 )  |
| Operating expenses                            | 29,413                                       | 33,422       | (4,009 )      |
| General and administrative expenses           | 4,456  | 6,225        | (1,769 )      |
| Depreciation and amortization expense         | 34,496                                       | 30,096       | 4,400         |
| Loss on disposal or impairment of assets, net | 14,617                                       | 2,115        | 12,502        |
| Total expenses                                | 1,195,016                                    | 2,850,181    | (1,655,165 )  |
| Segment operating (loss) income               | \$(28,827 )                                  | \$ 12,689    | \$(41,516 )   |
| <b>Crude Oil Sold</b>                         |  |              |               |
| Crude oil sold (barrels)                      | 24,838                                       | 55,911       | (31,073 )     |
| Crude oil sold (\$/barrel)                    | \$45.220                                     | \$50.415     | \$(5.195 )    |
| Cost per crude oil sold (\$/barrel)           | \$44.771                                     | \$49.692     | \$(4.921 )    |
| Crude oil product margin (\$/barrel)          | \$0.449                                      | \$0.723      | \$(0.274 )    |

(1) Revenues include \$4.4 million and \$8.1 million of intersegment sales during the nine months ended December 31, 2016 and 2015, respectively, that are eliminated in our unaudited condensed consolidated statements of operations.

**Crude Oil Sales.** The decrease in revenue per barrel was due primarily to the decline in crude oil prices during the nine months ended December 31, 2016, compared to the nine months ended December 31, 2015. The decrease in our sales volumes was due primarily to increased competition due to the continued crude oil production decline. In addition, we also had an increase in buy/sell transactions during the nine months ended December 31, 2016, compared to the nine months ended December 31, 2015. These are transactions in which we transact to purchase product from a counterparty and sell the same volumes of product to the same counterparty at a different location or time. As the revenues and costs of sales are netted for these transaction, so are the volumes.

**Crude Oil Transportation and Other Revenues.** The decrease was due primarily to the flattening of the contango curve for crude oil (a condition in which forward crude oil prices are greater than spot prices) during the nine months ended December 31, 2016, compared to the nine months ended December 31, 2015, and lower revenues in our trucking and barge operations during the nine months ended December 31, 2016 due to a general slowdown in demand for transportation services, compared to the nine months ended December 31, 2015, partially offset by our Grand Mesa Pipeline project becoming operational on November 1, 2016.

**Cost of Sales.** Our cost of sales during the nine months ended December 31, 2016 was increased by \$8.9 million of net realized losses on derivatives and \$1.0 million of net unrealized losses on derivatives. Our cost of sales during the nine

months ended December 31, 2015 was reduced by \$6.1 million of net realized gains on derivatives and \$3.2 million of net unrealized gains on derivatives. During the nine months ended December 31, 2016, our cost of sales also decreased due to the decline in crude oil prices and the decrease in volumes due to increased competition.

Operating and General and Administrative Expenses. The decrease was due primarily to lower compensation expense related to a reduction in the number of employees as a result of organizational changes, lower repair and maintenance expense related to trucking operations resulting from a general slowdown in demand for transportation services, and lower repair and

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maintenance expense related to having a newer fleet of barges and the timing of repairs, partially offset by our Grand Mesa Pipeline project becoming operational on November 1, 2016.

Depreciation and Amortization Expense. The increase was due primarily to our Grand Mesa Pipeline project becoming operational on November 1, 2016, partially offset by certain intangible assets being fully amortized during the fiscal year ended March 31, 2016.

Loss on Disposal or Impairment of Assets, Net. During the nine months ended December 31, 2016, we recorded a loss of \$10.9 million on the sales of certain assets and a loss of \$3.7 million due to the write-down of certain other assets. During the nine months ended December 31, 2015, we recorded a loss of \$2.1 million on the sales of certain assets.

## Water Solutions

The following table summarizes the operating results of our Water Solutions segment for the periods indicated:

|  | As<br>Restated                               |           |            |
|--|--|-----------|------------|
|  | Nine Months Ended                            |           |            |
|  | December 31,                                 |           |            |
|  | 2016   | 2015      | Change     |
|  | (in thousands, except per barrel<br>amounts) |           |            |
| Revenues:  |  |           |            |
| Service fees   | \$82,493                                     | \$107,079 | \$(24,586) |
| Recovered hydrocarbons                                 | 19,264                                       | 34,978    | (15,714 )  |
| Other revenues   | 14,088                                       | 5,168     | 8,920      |
| Total revenues   | 115,845                                      | 147,225   | (31,380 )  |
| Expenses:  |  |           |            |
| Cost of sales-derivative loss (gain)                   | 2,449  | (7,847 )  | 10,296     |
| Cost of sales-other                                    | 1,422  | (241 )    | 1,663      |
| Operating expenses                                     | 62,233                                       | 87,506    | (25,273 )  |
| General and administrative expenses                    | 1,850  | 2,094     | (244 )     |
| Depreciation and amortization expense                  | 76,713                                       | 66,906    | 9,807      |
| (Gain) loss on disposal or impairment of assets, net   | (91,958 )                                    | 923       | (92,881 )  |
| Revaluation of liabilities                             | —  | (46,416 ) | 46,416     |
| Total expenses   | 52,709                                       | 102,925   | (50,216 )  |
| Segment operating income                               | \$63,136                                     | \$44,300  | \$18,836   |
| Water received (barrels)                               | 134,913                                      | 164,843   | (29,930 )  |
| Service fees for water processed (\$/barrel)           | \$0.61                                       | \$0.65    | \$(0.04 )  |
| Recovered hydrocarbons for water processed (\$/barrel) | \$0.14                                       | \$0.21    | \$(0.07 )  |
| Operating expenses for water processed (\$/barrel)     | \$0.46                                       | \$0.53    | \$(0.07 )  |

The following tables summarize activity separated between the following categories:

facilities we owned before March 31, 2015, which we refer to below as “existing facilities”; and  
facilities we acquired or developed after March 31, 2015, which we refer to below as “recently acquired or developed facilities”.



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Service Fee Revenues. The following table summarizes our service fee revenues (in thousands, except per barrel amounts) for the periods indicated:

|   | Nine Months Ended December 31, |                         |                                 |              |                         |                                 |
|---|--------------------------------|-------------------------|---------------------------------|--------------|-------------------------|---------------------------------|
|   | 2016                           |                         |                                 | 2015         |                         |                                 |
|   | Service Fees                   | Water Barrels Processed | Fees Per Water Barrel Processed | Service Fees | Water Barrels Processed | Fees Per Water Barrel Processed |
| Existing facilities                       | \$58,984                       | 88,458                  | \$ 0.67                         | \$90,868     | 137,239                 | \$ 0.66                         |
| Recently acquired or developed facilities | 23,509                         | 46,455                  | \$ 0.51                         | 16,211       | 27,604                  | \$ 0.59                         |
| Total                                     | \$82,493                       | 134,913                 | \$ 0.61                         | \$107,079    | 164,843                 | \$ 0.65                         |

The decrease in the volume processed at our existing facilities was due primarily to a slowdown in customer production and development activity, as well as migration of volumes from existing facilities to recently developed or acquired facilities due to the location of the new facilities.

Recovered Hydrocarbon Revenues. The following table summarizes our recovered hydrocarbon revenues (in thousands, except per barrel amounts) for the periods indicated:

|   | Nine Months Ended December 31, |                         |                                    |                               |                         |                                    |
|---|--------------------------------|-------------------------|------------------------------------|-------------------------------|-------------------------|------------------------------------|
|   | 2016                           |                         |                                    | 2015                          |                         |                                    |
|   | Recovered Hydrocarbon Revenue  | Water Barrels Processed | Revenue Per Water Barrel Processed | Recovered Hydrocarbon Revenue | Water Barrels Processed | Revenue Per Water Barrel Processed |
| Existing facilities                       | \$13,973                       | 88,458                  | \$ 0.16                            | \$31,838                      | 137,239                 | \$ 0.23                            |
| Recently acquired or developed facilities | 5,291                          | 46,455                  | \$ 0.11                            | 3,140                         | 27,604                  | \$ 0.11                            |
| Total                                     | \$19,264                       | 134,913                 | \$ 0.14                            | \$34,978                      | 164,843                 | \$ 0.21                            |

The decrease in revenue per barrel associated with recovered hydrocarbons was due primarily to a decrease in the amount of hydrocarbons per barrel of water processed.

Other Revenues. The increase was due primarily to an increase in revenues in the freshwater and water pipeline businesses as well as revenue from trucking wastewater to our water solutions facilities. See the below discussion of the loss on the sale of our freshwater supply company.

Cost of Sales-Derivatives. We enter into derivatives in our Water Solutions segment to protect against the risk of a decline in the market price of the hydrocarbons we expect to recover when processing the wastewater. Our cost of sales during the nine months ended December 31, 2016 included \$4.6 million of net realized losses on derivatives and \$2.1 million of net unrealized gains on derivatives. Our cost of sales during the nine months ended December 31, 2015 included \$9.1 million of net realized gains on derivatives and \$1.3 million of net unrealized losses on derivatives.

Cost of Sales-Other. The increase was due to trucking expenses to bring wastewater to our water solutions facilities.

Operating Expenses. The following table summarizes our operating expenses (in thousands, except per barrel amounts) for the periods indicated:

|  | As Restated                         |      |
|--|-------------------------------------|------|
|  | Nine Months Ended December 31, 2016 | 2015 |

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|   | Operating Expenses | Water Barrels Processed | Operating Expenses Per Water Barrel Processed | Operating Expenses | Water Barrels Processed | Operating Expenses Per Water Barrel Processed |
|---|--------------------|-------------------------|---|--------------------|-------------------------|---|
| Existing facilities                       | \$46,562           | 88,458                  | \$ 0.53                                       | \$76,772           | 137,239                 | \$ 0.56                                       |
| Recently acquired or developed facilities | 15,671             | 46,455                  | \$ 0.34                                       | 10,734             | 27,604                  | \$ 0.39                                       |
| Total                                     | \$62,233           | 134,913                 | \$ 0.46                                       | \$87,506           | 164,843                 | \$ 0.53                                       |

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The decrease in operating expenses per barrel was due primarily to lower operating costs of water disposal wells due to lower volumes processed and cost reduction efforts.

Depreciation and Amortization Expense. Of the increase, \$9.9 million related to recently acquired or developed water treatment and disposal facilities and \$1.6 million related to recently developed solids processing facilities. The increase was partially offset by certain intangible assets being fully amortized during the nine months ended December 31, 2015 and lower amortization expense during the nine months ended December 31, 2016 from the write-off of the development agreement asset in June 2016 (see Note 15 to our unaudited condensed consolidated financial statements included in this Quarterly Report).

(Gain) Loss on Disposal or Impairment of Assets, Net. During the nine months ended December 31, 2016, we recorded:

the reversal of \$124.7 million of the previously recorded \$380.2 million goodwill impairment charge recorded during the three months ended March 31, 2016 (see Note 6 to our unaudited condensed consolidated financial statements included in this Quarterly Report);

a write-off of \$5.2 million related to the value of an indefinite-lived trade name intangible asset in conjunction with finalizing our goodwill impairment analysis (see Note 7 to our unaudited condensed consolidated financial statements included in this Quarterly Report);

- a loss of \$22.7 million related to the termination of the development agreement, which included the carrying value of the development agreement asset that was written off (see Note 15 to our unaudited condensed consolidated financial statements included in this Quarterly Report);

an impairment charge of \$1.7 million to write down a loan receivable from an equity method investee to its fair value as a result of acquiring the remaining ownership interest in the equity method investee during the three months ended June 30, 2016 (see Note 14 to our unaudited condensed consolidated financial statements included in this Quarterly Report); and

a loss of \$3.1 million on the sales of certain assets and the sale of our freshwater supply company (see Note 4 to our unaudited condensed consolidated financial statements included in this Quarterly Report for a discussion of the sale of the freshwater supply company).

During the nine months ended December 31, 2015, we recorded a loss of \$0.9 million on the sale and disposal of certain assets.

Revaluation of Liabilities. The revaluation of liabilities represents the valuation adjustment of contingent consideration liabilities related to royalty agreements acquired as part of certain business combinations during the nine months ended December 31, 2015. During the nine months ended December 31, 2016, we did not identify any significant changes in our Water Solutions operations, which would require a revaluation of the contingent consideration obligation, and as such, no adjustment was recorded.

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## Liquids

The following table summarizes the operating results of our Liquids segment for the periods indicated:

|  | Nine Months Ended                         |           |            |
|--|---|-----------|------------|
|  | December 31,                              |           |            |
|  | 2016                                      | 2015      | Change     |
|  | (in thousands, except per gallon amounts) |           |            |
| Propane sales:                                       |   |           |            |
| Revenues (1)   | \$458,646                                 | \$393,442 | \$65,204   |
| Cost of sales  | 430,775                                   | 375,831   | 54,944     |
| Product margin                                       | 27,871                                    | 17,611    | 10,260     |
| Other product sales:                                 |   |           |            |
| Revenues (1)   | 485,174                                   | 488,967   | (3,793 )   |
| Cost of sales  | 449,539                                   | 415,550   | 33,989     |
| Product margin                                       | 35,635                                    | 73,417    | (37,782 )  |
| Other revenues:                                      |   |           |            |
| Revenues (1)   | 22,926                                    | 27,531    | (4,605 )   |
| Cost of sales  | 8,069                                     | 11,212    | (3,143 )   |
| Product margin                                       | 14,857                                    | 16,319    | (1,462 )   |
| Expenses:  |   |           |            |
| Operating expenses                                   | 28,386                                    | 37,108    | (8,722 )   |
| General and administrative expenses                  | 3,461                                     | 6,318     | (2,857 )   |
| Depreciation and amortization expense                | 13,315                                    | 11,286    | 2,029      |
| Loss (gain) on disposal or impairment of assets, net | 109                                       | (185 )    | 294        |
| Total expenses                                       | 45,271                                    | 54,527    | (9,256 )   |
| Segment operating income                             | \$33,092                                  | \$52,820  | \$(19,728) |
| Propane sold (gallons)                               |   |           |            |
| Propane sold (\$/gallon)                             | 813,490                                   | 820,127   | (6,637 )   |
| Cost per propane sold (\$/gallon)                    | \$0.564                                   | \$0.480   | \$0.084    |
| Propane product margin (\$/gallon)                   | \$0.530                                   | \$0.458   | \$0.072    |
| Propane product margin (\$/gallon)                   | \$0.034                                   | \$0.022   | \$0.012    |
| Other products sold (gallons)                        |   |           |            |
| Other products sold (\$/gallon)                      | 604,309                                   | 649,909   | (45,600 )  |
| Cost per other products sold (\$/gallon)             | \$0.803                                   | \$0.752   | \$0.051    |
| Other products product margin (\$/gallon)            | \$0.744                                   | \$0.639   | \$0.105    |
| Other products product margin (\$/gallon)            | \$0.059                                   | \$0.113   | \$(0.054 ) |

Revenues include \$57.2 million and \$48.4 million of intersegment sales during the nine months ended (1) December 31, 2016 and 2015, respectively, that are eliminated in our unaudited condensed consolidated statements of operations.

Propane Sales. The increase in revenues was due to an increase in commodity prices.

Our cost of wholesale propane sales was reduced by \$1.7 million of net unrealized gains on derivatives and \$0.5 million of net realized gains on derivatives during nine months ended December 31, 2016. During the nine months ended December 31, 2015, our cost of wholesale propane sales was reduced by \$0.6 million of net unrealized gains on derivatives and increased by \$4.0 million of net realized losses on derivatives. The increase in cost of sales is due to an increase in commodity prices.

Product margins per gallon of propane sold were higher during the nine months ended December 31, 2016 than during the nine months ended December 31, 2015. Product margins have improved because depressed market prices through

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last winter have led to lower inventory values to start out the new supply year. Propane prices declined during the nine months ended December 31, 2015, which had an adverse impact on product margins.

Other Products Sales. The decrease in the volume of other products sold was primarily due to reductions in production volumes as a result of low crude oil prices.

Our cost of sales of other products was increased by \$2.0 million of net unrealized losses on derivatives and \$4.8 million of net realized losses on derivatives during the nine months ended December 31, 2016. Our cost of sales of other products during the nine months ended December 31, 2015 was reduced by \$1.6 million of net unrealized gains on derivatives and reduced by \$1.3 million of net realized gains on derivatives.

Product margins during the nine months ended December 31, 2015 benefited from a high level of butane supply in the market, which lowered our product cost.

Other Revenues. This revenue includes storage, terminaling and transportation services income. Other revenues decreased due to transportation services and increased storage capacity available in the market. While railcar costs have held steady, the value we are able to realize for the railcar in the market has dropped significantly year over year.

Operating and General and Administrative Expenses. The decrease was due primarily to a reduction in overall compensation expense due to lower incentive compensation and commission expense as well as continued cost management monitoring which focuses on reductions of expenses.

Depreciation and Amortization Expense. The increase was due primarily to purchase accounting adjustments for the Sawtooth cavern acquisition during the three months ended December 31, 2015.

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## Retail Propane

The following table summarizes the operating results of our Retail Propane segment for the periods indicated:

|  | Nine Months Ended<br>December 31,         |           |            |
|--|---|-----------|------------|
|  | 2016                                      | 2015      | Change     |
|  | (in thousands, except per gallon amounts) |           |            |
| Propane sales:                                       |   |           |            |
| Revenues (1)   | \$174,510                                 | \$148,184 | \$26,326   |
| Cost of sales  | 70,564                                    | 55,703    | 14,861     |
| Product margin                                       | 103,946                                   | 92,481    | 11,465     |
| Distillate sales:                                    |   |           |            |
| Revenues (1)   | 35,613                                    | 39,758    | (4,145 )   |
| Cost of sales  | 26,244                                    | 30,173    | (3,929 )   |
| Product margin                                       | 9,369                                     | 9,585     | (216 )     |
| Other revenues:                                      |   |           |            |
| Revenues   | 30,056                                    | 29,856    | 200        |
| Cost of sales  | 9,211                                     | 10,541    | (1,330 )   |
| Product margin                                       | 20,845                                    | 19,315    | 1,530      |
| Expenses:  |   |           |            |
| Operating expenses                                   | 84,628                                    | 73,793    | 10,835     |
| General and administrative expenses                  | 7,304                                     | 8,784     | (1,480 )   |
| Depreciation and amortization expense                | 31,771                                    | 26,711    | 5,060      |
| (Gain) loss on disposal or impairment of assets, net | (96 )                                     | 108       | (204 )     |
| Total expenses                                       | 123,607                                   | 109,396   | 14,211     |
| Segment operating income                             | \$10,553                                  | \$11,985  | \$(1,432 ) |
| Propane sold (gallons)                               | 105,933                                   | 89,938    | 15,995     |
| Propane sold (\$/gallon)                             | \$1.647                                   | \$1.648   | \$(0.001 ) |
| Cost per propane sold (\$/gallon)                    | \$0.666                                   | \$0.619   | \$0.047    |
| Propane product margin (\$/gallon)                   | \$0.981                                   | \$1.029   | \$(0.048 ) |
| Distillates sold (gallons)                           | 17,505                                    | 17,745    | (240 )     |
| Distillates sold (\$/gallon)                         | \$2.034                                   | \$2.241   | \$(0.207 ) |
| Cost per distillates sold (\$/gallon)                | \$1.499                                   | \$1.700   | \$(0.201 ) |
| Distillates product margin (\$/gallon)               | \$0.535                                   | \$0.541   | \$(0.006 ) |

(1) Revenues include less than \$0.1 million of intersegment sales during the nine months ended December 31, 2016 that are eliminated in our unaudited condensed consolidated statement of operations.

Revenues. The increase for propane was due to the three acquisitions in the current year as well as slightly colder weather in the current winter. The decrease for distillate revenues was primarily due to lower commodity prices during the first and second quarters of fiscal year 2017.

Cost of Sales. The increase for propane was due to current year acquisitions and an increase in commodity prices. The decrease for distillates was due to lower commodity prices in the first and second quarters of the fiscal year 2017.

Operating and General and Administrative Expenses. The increase was due primarily to increased operating expense from acquisitions of retail propane businesses.

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Depreciation and Amortization Expense. The increase was due primarily to acquisitions of retail propane businesses.

## Refined Products and Renewables

The following table summarizes the operating results of our Refined Products and Renewables segment for the periods indicated. As previously reported, on February 1, 2016, we sold our general partner interest in TLP. As a result, on February 1, 2016, we deconsolidated TLP and began to account for our limited partner investment in TLP using the equity method of accounting. Also, on April 1, 2016, we sold all of the TLP common units we owned.

|  | Nine Months Ended<br>December 31,                           |             |             |
|--|---|-------------|-------------|
|  | 2016  | 2015        | Change      |
|  | (in thousands, except per barrel and<br>per gallon amounts) |             |             |
| Refined products sales:                              |   |             |             |
| Revenues (1)   | \$6,409,889   | \$4,946,136 | \$1,463,753 |
| Cost of sales  | 6,353,792   | 4,859,519   | 1,494,273   |
| Product margin                                       | 56,097  | 86,617      | (30,520 )   |
| Renewables sales:                                    |   |             |             |
| Revenues   | 325,377   | 300,756     | 24,621      |
| Cost of sales  | 320,695   | 290,348     | 30,347      |
| Product margin                                       | 4,682   | 10,408      | (5,726 )    |
| Service fee revenues                                 | 11,195  | 89,193      | (77,998 )   |
| Expenses:  |   |             |             |
| Operating expenses                                   | 19,861  | 76,209      | (56,348 )   |
| General and administrative expenses                  | 7,612   | 13,632      | (6,020 )    |
| Depreciation and amortization expense                | 1,237   | 36,820      | (35,583 )   |
| (Gain) loss on disposal or impairment of assets, net | (126,101 )  | 79          | (126,180 )  |
| Total (income) expense, net                          | (97,391 )   | 126,740     | (224,131 )  |
| Segment operating income                             | \$169,365   | \$59,478    | \$109,887   |
| Refined products sold (barrels)                      | 103,693   | 71,209      | 32,484      |
| Refined products sold (\$/barrel)                    | \$61.816  | \$69.459    | \$(7.643 )  |
| Cost per refined products sold (\$/barrel)           | \$61.275  | \$68.243    | \$(6.968 )  |
| Refined products product margin (\$/barrel)          | \$0.541   | \$1.216     | \$(0.675 )  |
| Refined products product margin (\$/gallon)          | \$0.013   | \$0.029     | \$(0.016 )  |
| Renewable products sold (barrels)                    | 5,138   | 4,144       | 994         |
| Renewable products sold (\$/barrel)                  | \$63.328  | \$72.576    | \$(9.248 )  |
| Cost per renewable products sold (\$/barrel)         | \$62.416  | \$70.065    | \$(7.649 )  |
| Renewable products product margin (\$/barrel)        | \$0.912   | \$2.511     | \$(1.599 )  |
| Renewable products product margin (\$/gallon)        | \$0.022   | \$0.060     | \$(0.038 )  |

(1) Revenues include \$0.3 million and \$0.7 million of intersegment sales during the nine months ended December 31, 2016 and 2015, respectively, that are eliminated in our unaudited condensed consolidated statements of operations.

Refined Products Sales and Cost of Sales. The increase in revenues and cost of sales was due to increased volumes, partially offset by a decrease in refined products prices. The increased volumes were due primarily to an increase in pipeline capacity rights purchased during the fiscal year ended March 31, 2016 and nine months ended December 31, 2016, an expansion of our refined products operations, and the continued demand for motor fuels in the current low gasoline price environment. Product margins during the nine months ended December 31, 2016 were negatively impacted by losses on our derivative and risk management contracts due to NYMEX prices increasing during the three months ended December 31, 2016.

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Our inventories are carried at the lower of cost or market while our derivative and risk management contracts are carried at fair value. As a result, if refined product prices are increasing during the quarter, we report losses on derivative and risk management contracts in our unaudited condensed consolidated statement of operations and any gains on inventory would not be realized until the inventory is sold the following quarter. Product margin during the nine months ended December 31, 2016 was also impacted by storage fees paid to TLP which are no longer eliminated as TLP was deconsolidated on February 1, 2016.

Renewables Sales. The increase in revenues was due to increased volumes, partially offset by decrease in renewables prices. The increased volumes were due primarily to being able to liquidate storage volumes as the renewables markets shifted from being in contango (a condition in which forward renewables prices are greater than spot prices) to being backwardated (a condition in which forward renewables prices are lower than spot prices) during the nine months ended December 31, 2016. Per-barrel product margins were lower during the nine months ended December 31, 2016, compared to the nine months ended December 31, 2015 as a result of the biodiesel tax credit being in place for the entire 2016 calendar year, compared to being reinstated in December 2015 for the 2015 calendar year.

Service Fee Revenues, Operating Expenses, General and Administrative Expenses, Depreciation and Amortization Expense. The decrease in each of these line items was due primarily to the inclusion of TLP for the nine months ended December 31, 2015 with no comparable activity in the current period, as TLP was deconsolidated on February 1, 2016.

(Gain) Loss on Disposal or Impairment of Assets, Net. During the nine months ended December 31, 2016, we recognized a \$104.1 million gain from the sale of all of the TLP units we owned. During the nine months ended December 31, 2016, we recognized \$22.6 million of the deferred gain from the sale of the general partner in interest in TLP in February 2016. See Note 2 to our unaudited condensed consolidated financial statements included in this Quarterly Report for a further discussion. During the nine months ended December 31, 2016, we recorded a loss of \$0.6 million on the sales of certain assets. During the nine months ended December 31, 2015, we recorded a loss of \$0.1 million on the sales of certain assets.

## Corporate and Other

The operating loss within "Corporate and Other" includes the following components for the periods indicated:

|   | Nine Months Ended |            |          |
|---|-------------------|------------|----------|
|   | December 31,      |            |          |
|   | 2016              | 2015       | Change   |
|   | (in thousands)    |            |          |
| Other revenues:                               |                   |            |          |
| Revenues                                      | \$679             | \$—        | \$679    |
| Cost of sales                                 | 300               | —          | 300      |
| Margin  | 379               | —          | 379      |
| Expenses:                                     |                   |            |          |
| Operating expenses                            | 935               | (84)       | ) 1,019  |
| General and administrative expenses           | 63,394            | 77,761     | (14,367) |
| Depreciation and amortization expense         | 2,744             | 3,953      | (1,209)  |
| Gain on disposal or impairment of assets, net | (4)               | ) —        | (4)      |
| Total expenses                                | 67,069            | 81,630     | (14,561) |
| Operating loss                                | \$(66,690)        | \$(81,630) | \$14,940 |

General and Administrative Expenses. The decrease was due primarily to lower equity-based compensation expense. For our performance units, we recorded expense of \$5.2 million during the nine months ended December 31, 2016, compared to \$16.3 million during the nine months ended December 31, 2015. The nine months ended December 31, 2015 included the initial grant and vesting of the first tranche of the performance units. The expense associated with the service award units (exclusive of accruals of annual bonuses paid or expected to be paid in common units) was \$32.5 million during the nine months ended December 31, 2016, compared to \$23.4 million during the nine months ended December 31, 2015. The increase was due primarily to us no longer needing to revalue our unvested units as we changed our process for the withholding of taxes on vesting. During the nine months ended December 31, 2015, the value of the unvested units was reduced due to declines in our unit price and resulted in the reversal of previously recorded compensation expense. See Note 11 to our unaudited condensed consolidated financial statements included in this Quarterly Report for a further discussion of our equity-based compensation awards.

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### Equity in Earnings of Unconsolidated Entities

The decrease of \$12.3 million during the nine months ended December 31, 2016 was due primarily to a decrease of \$10.7 million of earnings from TLP (including BOSTCO and Frontera) that we acquired as part of our July 2014 acquisition of TransMontaigne. On February 1, 2016, we deconsolidated TLP when we sold our general partner interest in TLP, and on April 1, 2016, we sold all of the TLP common units we owned. Also contributing to this decrease was a decrease of \$1.5 million in earnings from our investments in Glass Mountain and an ethanol production facility.

### Revaluation of Investments

On June 3, 2016, we acquired the remaining 65% ownership interest in a freshwater supply company. Prior to the completion of this transaction, we accounted for our previously held 35% ownership interest of this freshwater supply company using the equity method of accounting (see Note 2 to our unaudited condensed consolidated financial statements included in this Quarterly Report). As we owned a controlling interest in this entity, we revalued our previously held 35% ownership interest to fair value and recorded a loss of \$14.9 million. As the amount paid (cash plus the fair value of our previously held ownership interest) was less than the fair value of the assets acquired and liabilities assumed, we recorded a gain on bargain purchase of \$0.6 million.

### Interest Expense

The increase of \$6.8 million during the nine months ended December 31, 2016 was due primarily to the increased level of debt outstanding on our Revolving Credit Facility (as defined herein) (the average balance outstanding on our Revolving Credit Facility was \$1.8 billion during the nine months ended December 31, 2016, compared to \$1.7 billion during the nine months ended December 31, 2015), primarily to finance acquisitions and capital expenditures, as well as the issuance of \$700.0 million of fixed-rate notes during October 2016, partially offset by lower interest expense related to TLP's credit facility (our interest in TLP was acquired in July 2014, and we deconsolidated TLP as of February 1, 2016) and lower interest expense as we repurchased a portion of the 2019 Notes (as defined herein) and 2021 Notes (as defined herein) during the three months ended March 31, 2016 and the three months ended June 30, 2016.

### Gain on Early Extinguishment of Liabilities

During the nine months ended December 31, 2016, we repurchased \$5.0 million of our 2019 Notes (as defined herein) and \$19.2 million of our 2021 Notes (as defined herein) for an aggregate purchase price of \$15.1 million (excluding payments of accrued interest). As a result, we recorded a gain on the early extinguishment of these notes of \$8.6 million (net of the write off of debt issuance costs of \$0.5 million).

As discussed in Note 15 to our unaudited condensed consolidated financial statements included in this Quarterly Report, we accounted for the termination of the development agreement as an acquisition of assets (see Note 7 to our unaudited condensed consolidated financial statements included in this Quarterly Report for a further discussion) and recorded a gain of \$21.3 million on the release of \$46.8 million of contingent consideration liabilities.

During the nine months ended December 31, 2016, we acquired certain parcels of land on which one of our water solutions facilities is located and recorded a gain of \$0.9 million on the release of certain contingent consideration liabilities.



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## Other Income, Net

The following table summarizes the components of other income, net for the periods indicated:

|   | Nine Months<br>Ended<br>December 31,<br>2016      2015<br>(in thousands) |          |
|---|--|----------|
| Interest income (1)                           | \$6,341  | \$9,422  |
| Crude oil marketing arrangement (2)           | (1,512 )   | (6,386 ) |
| Termination of storage sublease agreement (3) | 16,205   | —        |
| Other (4)                                     | 4,826  | (95 )    |
| Other income, net                             | \$25,860   | \$2,941  |

(1) Relates primarily to a loan receivable associated with our financing of the construction of a natural gas liquids facility to be utilized by a third party and to loan receivables from equity method investees. On June 3, 2016, we acquired the remaining 65% ownership interest in an equity method investee and all interest income on that receivable has been eliminated in consolidation subsequent to that date.

(2) Represents another party's share of the profits and losses generated from a joint crude oil marketing arrangement. During the nine months ended December 31, 2016, we agreed to terminate a storage sublease agreement that was scheduled to commence in January 2017 and had a term of five years. For terminating this agreement, the

(3) counterparty agreed to pay us a specific amount in five equal payments beginning in February 2017 and in January of the next four years and removed any future obligations of the Partnership. As a result, we discounted the future payments and recorded a gain.

(4) Relates primarily to a distribution from TLP pursuant to the agreement to sell all of the TLP common units we owned in April 2016, a gain on insurance settlement from damage to two facilities in our Water Solutions segment and a payment received related to a contract termination.

## Income Tax Expense (Benefit)

Income tax expense was \$2.0 million during the nine months ended December 31, 2016, compared to an income tax benefit of \$1.8 million during the nine months ended December 31, 2015. Income tax benefit during the nine months ended December 31, 2015 included a benefit of \$3.6 million related to a change in estimate of the income tax obligation payable related to TransMontaigne. See Note 9 to our unaudited condensed consolidated financial statements included in this Quarterly Report for a further discussion.

## Noncontrolling Interests

The decrease of \$8.6 million during the nine months ended December 31, 2016 was due primarily to the deconsolidation of TLP on February 1, 2016 as a result of the sale of our general partner interest in TLP, partially offset by adjustments related to noncontrolling interests.

## Liquidity, Sources of Capital and Capital Resource Activities

Our principal sources of liquidity and capital are the cash flows from our operations and borrowings under our Revolving Credit Facility. See Note 8 to our unaudited condensed consolidated financial statements included in this Quarterly Report for a detailed description of our long-term debt. Our cash flows from operations are discussed below.

Our borrowing needs vary during the year due in part to the seasonal nature of our Liquids business. Our greatest working capital borrowing needs generally occur during the period of June through December, when we are building our natural gas liquids inventories in anticipation of the heating season. Our working capital borrowing needs generally decline during the period of January through March, when the cash flows from our Retail Propane and Liquids segments are the greatest.

Our partnership agreement requires that, within 45 days after the end of each quarter, we distribute all of our available cash (as defined in our partnership agreement) to unitholders as of the record date. Available cash for any quarter generally consists of all cash on hand at the end of that quarter, less the amount of cash reserves established by our general partner, to (i) provide for the proper conduct of our business, (ii) comply with applicable law, any of our debt instruments or other agreements, and (iii) provide funds for distributions to our unitholders and to our general partner for any one or more of the next four quarters.

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We believe that our anticipated cash flows from operations and the borrowing capacity under our Revolving Credit Facility are sufficient to meet our liquidity needs. If our plans or assumptions change or are inaccurate, or if we make acquisitions, we may need to raise additional capital or sell assets. Our ability to raise additional capital, if necessary, depends on various factors and conditions, including market conditions. We cannot give any assurances that we can raise additional capital to meet these needs. Commitments or expenditures, if any, we may make toward any acquisition projects are at our discretion.

In January 2017, we announced that our management team expects to recommend a distribution of \$1.76 per common unit annualized for the quarter ended March 31, 2017 and to grow the distribution to \$2.00 per common unit annualized during the year. Based on current market conditions and commodity prices, our management team expects the distribution to grow approximately 10% for the three years after fiscal year 2018. At these distribution levels, we expect to generate significant excess cash flow to be able to reinvest in our business and reduce indebtedness.

Under current market conditions, we are much less likely to pursue acquisitions than we have been in the past. We continue to undertake certain capital expansion projects, including the Glass Mountain pipeline extension, among others. We expect to be able to finance these projects through available capacity on our Revolving Credit Facility, asset sales or other forms of financing.

Other sources of liquidity during the nine months ended December 31, 2016 are discussed below.

### Sale of TLP Common Units

On April 1, 2016, we sold all of the TLP common units we owned to ArcLight Capital Partners for approximately \$112.4 million in cash and recorded a gain on disposal of \$104.1 million during the nine months ended December 31, 2016.

### Class A Convertible Preferred Units

During the nine months ended December 31, 2016, we issued \$240 million of 10.75% Class A Convertible Preferred Units (“Preferred Units”) to Oaktree Capital Management L.P. and its co-investors. See Note 11 to our unaudited condensed consolidated financial statements included in this Quarterly Report for a further description of the Preferred Units.

### At-The-Market Program

On August 24, 2016, we entered into an equity distribution program in connection with an at-the-market program (the “ATM Program”) pursuant to which we may issue and sell common units for up to \$200.0 million in gross proceeds. We are under no obligation to issue equity under the ATM Program. We intend to use the net proceeds from any sales under the ATM Program for general partnership purposes, which may include, among other things, repayment of indebtedness, acquisitions, capital expenditures and additions to working capital. During the nine months ended December 31, 2016, we sold 2,353,438 common units for net proceeds of \$43.9 million (net of offering costs of \$0.3 million).

Subsequent to December 31, 2016, we sold an additional 967,697 common units for net proceeds of \$20.5 million (net of offering costs of \$0.2 million).

### 2023 Notes

On October 24, 2016, we entered into the 2023 Note Purchase Agreement whereby we issued \$700.0 million of the 2023 Notes in a private placement. The 2023 Notes bear interest at 7.50%, which is payable on May 1 and November 1 of each year, beginning on May 1, 2017. We received net proceeds of \$687.9 million, after the initial purchasers' discount of \$10.5 million and offering costs of \$1.6 million. We used the net proceeds to reduce the outstanding balance on our Revolving Credit Facility (as defined herein). See Note 8 to our unaudited condensed consolidated financial statements included in this Quarterly Report for a further description of these notes.

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### Long-Term Debt

#### Credit Agreement

We have entered into a credit agreement (as amended, the “Credit Agreement”) with a syndicate of banks. The Credit Agreement includes a revolving credit facility to fund working capital needs (the “Working Capital Facility”) and a revolving credit facility to fund acquisitions and expansion projects (the “Expansion Capital Facility,” and together with the Working Capital Facility, the “Revolving Credit Facility”). At December 31, 2016, our Revolving Credit Facility had a total capacity of \$2.484 billion. Our Revolving Credit Facility has an “accordion” feature that allows us to increase the capacity by \$150 million if new lenders wish to join the syndicate or if current lenders wish to increase their commitments.

The Expansion Capital Facility had a total capacity of \$1.446 billion for cash borrowings at December 31, 2016. At that date, we had outstanding borrowings of \$638.0 million on the Expansion Capital Facility. The Working Capital Facility had a total capacity of \$1.038 billion for cash borrowings and letters of credit at December 31, 2016. At that date, we had outstanding borrowings of \$875.5 million and outstanding letters of credit of \$79.6 million on the Working Capital Facility. Amounts outstanding for letters of credit are not recorded as long-term debt on our unaudited condensed consolidated balance sheets, although they decrease our borrowing capacity under the Working Capital Facility. The capacity available under the Working Capital Facility may be limited by a “borrowing base” (as defined in the Credit Agreement), which is calculated based on the value of certain working capital items at any point in time.

The commitments under the Credit Agreement expire on November 5, 2018. We have the right to prepay outstanding borrowings under the Credit Agreement without incurring any penalties, and prepayments of principal may be required if we enter into certain transactions to sell assets or obtain new borrowings.

All borrowings under the Credit Agreement bear interest, at our option, at either (i) an alternate base rate plus a margin of 0.50% to 1.75% per year or (ii) an adjusted LIBOR rate plus a margin of 1.50% to 2.75% per year. The applicable margin is determined based on our consolidated leverage ratio (as defined in the Credit Agreement). At December 31, 2016, the borrowings under the Credit Agreement had a weighted average interest rate of 3.39%, calculated as the weighted LIBOR rate of 0.74% plus a margin of 2.50% for LIBOR borrowings and the prime rate of 3.75% plus a margin of 1.50% on alternate base rate borrowings. At December 31, 2016, the interest rate in effect on letters of credit was 2.50%. Commitment fees are charged at a rate ranging from 0.38% to 0.50% on any unused capacity.

The Revolving Credit Facility is secured by substantially all of our assets. The Credit Agreement also specifies that our leverage ratio cannot be more than 4.75 to 1 and that our interest coverage ratio cannot be less than 2.75 to 1 at any quarter end. At December 31, 2016, our leverage ratio was approximately 4.50 to 1 and our interest coverage ratio was approximately 3.94 to 1.

At December 31, 2016, we were in compliance with the covenants under the Credit Agreement.

#### 2019 Notes

On July 9, 2014, we issued \$400.0 million of 5.125% Senior Notes Due 2019 (the “2019 Notes”). During the three months ended June 30, 2016, we repurchased \$5.0 million of our 2019 Notes for an aggregate purchase price of \$3.1 million (excluding payments of accrued interest). As a result, we recorded a gain on the early extinguishment of our 2019 Notes of \$1.8 million (net of the write off of debt issuance costs of \$0.1 million).

The 2019 Notes mature on July 15, 2019. Interest is payable on January 15 and July 15 of each year. We have the right to redeem the 2019 Notes before the maturity date, although we would be required to pay a premium for early redemption.

At December 31, 2016, we were in compliance with the covenants under the indenture governing the 2019 Notes.

#### 2021 Notes

On October 16, 2013, we issued \$450.0 million of 6.875% Senior Notes Due 2021 (the “2021 Notes”). During the three months ended June 30, 2016, we repurchased \$19.2 million of our 2021 Notes for an aggregate purchase price of \$12.0 million (excluding payments of accrued interest). As a result, we recorded a gain on the early extinguishment of our 2021 Notes of \$6.8 million (net of the write off of debt issuance costs of \$0.4 million).

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The 2021 Notes mature on October 15, 2021. Interest is payable on April 15 and October 15 of each year. We have the right to redeem the 2021 Notes before the maturity date, although we would be required to pay a premium for early redemption.

At December 31, 2016, we were in compliance with the covenants under the indenture governing the 2021 Notes.

## 2022 Notes

On June 19, 2012, we entered into a Note Purchase Agreement (as amended, the “2022 Note Purchase Agreement”) whereby we issued \$250.0 million of Senior Notes in a private placement (the “2022 Notes”). The 2022 Notes bear interest at a fixed rate of 6.65%, which is payable quarterly. The 2022 Notes are required to be repaid in semi-annual installments of \$25.0 million beginning on December 19, 2017 and ending on the maturity date of June 19, 2022. We have the option to prepay outstanding principal, although we would incur a prepayment penalty. On September 30, 2016, we amended our Note Purchase Agreement which, among other things, changes the maximum allowable leverage ratio to match the maximum allowable leverage ratio and the calculation of such ratio under our Credit Agreement. Additionally, the amendment provides for an increase in interest charged should our leverage ratio exceed certain predetermined levels. The 2022 Notes are secured by substantially all of our assets and rank equal in priority with borrowings under the Credit Agreement.

At December 31, 2016, we were in compliance with the covenants under the 2022 Note Purchase Agreement.

## 2023 Notes

On October 24, 2016, we entered into the 2023 Note Purchase Agreement whereby we issued \$700.0 million of the 2023 Notes in a private placement. The 2023 Notes bear interest at 7.50%, which is payable on May 1 and November 1 of each year, beginning on May 1, 2017. We received net proceeds of \$687.9 million, after the initial purchasers’ discount of \$10.5 million and offering costs of \$1.6 million. We used the net proceeds to reduce the outstanding balance on our Revolving Credit Facility. The 2023 Notes mature on November 1, 2023. See Note 8 to our unaudited condensed consolidated financial statements included in this Quarterly Report for a further description of these notes.

At December 31, 2016, we were in compliance with the covenants under the 2023 Note Purchase Agreement.

## Revolving Credit Balances

The following table summarizes our revolving credit facility borrowings for the periods indicated:

|                                     | Average Balance     | Lowest    | Highest     |
|-------------------------------------|---------------------|-----------|-------------|
|                                     | Outstanding Balance | Balance   | Balance     |
|                                     | (in thousands)      |           |             |
| Nine Months Ended December 31, 2016 |                     |           |             |
| Expansion capital borrowings        | \$1,133,071         | \$638,000 | \$1,359,000 |
| Working capital borrowings          | \$662,660           | \$465,500 | \$875,500   |
| Nine Months Ended December 31, 2015 |                     |           |             |
| Expansion capital borrowings        | \$1,012,918         | \$739,500 | \$1,380,000 |
| Working capital borrowings          | \$651,096           | \$546,000 | \$756,000   |
| TLP credit facility borrowings      | \$253,593           | \$244,000 | \$263,400   |



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## Capital Expenditures

The following table summarizes expansion and maintenance capital expenditures for the periods indicated. This information has been prepared on the accrual basis, and excludes property, plant and equipment and intangible assets acquired in acquisitions.

|                                 | Capital Expenditures |             |           |
|---------------------------------|----------------------|-------------|-----------|
|                                 | Expansion            | Maintenance | Total     |
|                                 | (1)                  | (2)         |           |
| (in thousands)                  |                      |             |           |
| Three Months Ended December 31, |                      |             |           |
| 2016                            | \$60,330             | \$ 5,205    | \$65,535  |
| 2015                            | \$258,609            | \$ 13,140   | \$271,749 |
| Nine Months Ended December 31,  |                      |             |           |
| 2016                            | \$246,167            | \$ 17,901   | \$264,068 |
| 2015                            | \$459,141            | \$ 39,146   | \$498,287 |

(1) Includes expansion capital expenditures for TLP of \$1.1 million during the three months ended December 31, 2015 and \$10.4 million during the nine months ended December 31, 2015.

(2) Includes maintenance capital expenditures for TLP of \$4.3 million during the three months ended December 31, 2015 and \$11.4 million during the nine months ended December 31, 2015.

## Cash Flows

The following table summarizes the sources (uses) of our cash flows for the periods indicated:

| Cash Flows Provided by (Used in)   | Nine Months Ended |             |
|--|-------------------|-------------|
|  | 2016              | 2015        |
|  | December 31,      |             |
|  | (in thousands)    |             |
| Operating activities, before changes in operating assets and liabilities | \$194,858         | \$121,713   |
| Changes in operating assets and liabilities                              | (312,523)         | 171,421     |
| Operating activities   | \$(117,665)       | \$293,134   |
| Investing activities   | \$(331,070)       | \$(595,101) |
| Financing activities   | \$449,486         | \$285,843   |

**Operating Activities.** The seasonality of our natural gas liquids businesses has a significant effect on our cash flows from operating activities. Increases in natural gas liquids prices typically reduce our operating cash flows due to higher cash requirements to fund increases in inventories, and decreases in natural gas liquids prices typically increase our operating cash flows due to lower cash requirements to fund increases in inventories. In our Liquids and Retail Propane businesses, we typically experience operating losses or lower operating income during our first and second quarters, or the six months ending September 30, as a result of lower volumes of natural gas liquids sales and when we are building our inventory levels for the upcoming heating season. The heating season runs through the six months ending March 31. The seasonal motor fuel blending impacts the value of our gasoline inventory in our Refined Products and Renewables business and also represents a period when we build inventory into our system. We borrow under our Revolving Credit Facility to supplement our operating cash flows during the periods in which we are building inventory.

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Investing Activities. Net cash used in investing activities was \$331.1 million during the nine months ended December 31, 2016, compared to \$595.1 million during the nine months ended December 31, 2015. The decrease in net cash used in investing activities was due primarily to:

- a decrease in capital expenditures from \$497.1 million during the nine months ended December 31, 2015 to \$264.6 million during the nine months ended December 31, 2016;
- \$112.4 million in proceeds received from the sale of the TLP common units we owned during the nine months ended December 31, 2016;
- a \$59.8 million decrease in cash paid for acquisitions during the nine months ended December 31, 2016;

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\$22.0 million in proceeds received from the sale of our freshwater supply company during the nine months ended December 31, 2016; and  
 a \$12.9 million decrease related to a loan receivable from an equity method investee as we purchased the remaining ownership interest in this equity method investee and, therefore, consolidated this previous equity method investee in our unaudited condensed consolidated financial statements during the three months ended June 30, 2016.

These decreases were partially offset by:

a \$175.0 million increase in cash flows from derivatives; and  
 a \$16.9 million payment to terminate the development agreement (see Note 15 to our unaudited condensed consolidated financial statements included in this Quarterly Report).

Financing Activities. Net cash provided by financing activities was \$449.5 million during the nine months ended December 31, 2016, compared to \$285.8 million during the nine months ended December 31, 2015. The increase in net cash provided by financing activities was due primarily to:

\$700.0 million in proceeds received from the issuance of the 2023 Notes during the nine months ended December 31, 2016;  
 \$235.0 million in proceeds received (net of offering costs) from the sale of our Preferred Units and warrants during the nine months ended December 31, 2016; and  
 a decrease of \$129.6 million in distributions paid to our partners and noncontrolling interest owners during the nine months ended December 31, 2016.

These increases were partially offset by:

an \$862.5 million decrease in borrowings on our revolving credit facilities (net of repayments) during the nine months ended December 31, 2016;  
 \$53.2 million in proceeds from other long-term debt during the nine months ended December 31, 2015;  
 a \$25.9 million release of contingent consideration liabilities related to the termination of the development agreement during the nine months ended December 31, 2016 (see Note 15 to our unaudited condensed consolidated financial statements included in this Quarterly Report); and  
 \$15.1 million in repurchases of a portion of our outstanding senior notes during the nine months ended December 31, 2016.

The following table summarizes distributions declared during our current and prior fiscal years:

| Date Declared    | Record Date      | Date Paid/Payable | Amount<br>Per Unit | Amount   | Amount  |
|------------------|------------------|-------------------|--------------------|--|---|
|                  |                  |                   |                    | Paid/Payable<br>to Limited<br>Partners<br>(in thousands) | Paid/Payable<br>to General<br>Partner<br>(in thousands) |
| April 24, 2015   | May 5, 2015      | May 15, 2015      | \$0.6250           | \$ 59,651  | \$ 13,446   |
| July 23, 2015    | August 3, 2015   | August 14, 2015   | \$0.6325           | \$ 66,248  | \$ 15,483   |
| October 22, 2015 | November 3, 2015 | November 13, 2015 | \$0.6400           | \$ 67,313  | \$ 16,277   |
| January 21, 2016 | February 3, 2016 | February 15, 2016 | \$0.6400           | \$ 67,310  | \$ 16,279   |
| April 21, 2016   | May 3, 2016      | May 13, 2016      | \$0.3900           | \$ 40,626  | \$ 70   |
| July 22, 2016    | August 4, 2016   | August 12, 2016   | \$0.3900           | \$ 41,146  | \$ 71   |
| October 20, 2016 | November 4, 2016 | November 14, 2016 | \$0.3900           | \$ 41,907  | \$ 72   |
| January 19, 2017 | February 3, 2017 | February 14, 2017 | \$0.3900           | \$ 42,923  | \$ 74   |

Distributions on the Partnership's outstanding Class A Convertible Preferred Units are declared and paid quarterly. On July 22, 2016, \$1.8 million of distributions were declared and paid to the holders of the Preferred Units on August 12, 2016. On October 20, 2016, \$6.4 million of distributions were declared and paid to the holders of the Preferred Units on November 14,

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2016. On January 19, 2017, we declared a distribution of \$6.4 million to be paid to the holders of the Preferred Units on February 14, 2017.

## Contractual Obligations

The following table summarizes our contractual obligations at December 31, 2016 for our fiscal years ending thereafter:

|   | Total<br>(in thousands) | Three<br>Months<br>Ending<br>March 31, | Year Ending March 31, |             |             |           |             |
|---|-------------------------|--|-----------------------|-------------|-------------|-----------|-------------|
|   |                         | 2017                                   | 2018                  | 2019        | 2020        | 2021      | Thereafter  |
| Principal payments on long-term debt:                                 |                         |  |                       |             |             |           |             |
| Expansion capital borrowings  | \$638,000               | \$—                                    | \$—                   | \$638,000   | \$—         | \$—       | \$—         |
| Working capital borrowings  | 875,500                 | —                                      | —                     | 875,500     | —           | —         | —           |
| 2019 Notes  | 383,467                 | —                                      | —                     | —           | 383,467     | —         | —           |
| 2021 Notes  | 369,063                 | —                                      | —                     | —           | —           | —         | 369,063     |
| 2022 Notes  | 250,000                 | —                                      | 25,000                | 50,000      | 50,000      | 50,000    | 75,000      |
| 2023 Notes  | 700,000                 | —                                      | —                     | —           | —           | —         | 700,000     |
| Other long-term debt  | 58,550                  | 1,437                                  | 8,234                 | 7,106       | 6,594       | 34,902    | 277         |
| Interest payments on long-term debt:                                  |                         |  |                       |             |             |           |             |
| Revolving Credit Facility (1)   | 110,274                 | 26,199                                 | 52,547                | 31,528      | —           | —         | —           |
| 2019 Notes  | 58,958                  | 9,826                                  | 19,653                | 19,653      | 9,826       | —         | —           |
| 2021 Notes  | 126,865                 | —                                      | 25,373                | 25,373      | 25,373      | 25,373    | 25,373      |
| 2022 Notes  | 54,031                  | 4,156                                  | 16,209                | 13,300      | 9,975       | 6,650     | 3,741       |
| 2023 Notes  | 368,251                 | —                                      | 53,251                | 52,500      | 52,500      | 52,500    | 157,500     |
| Other long-term debt  | 11,628                  | 667                                    | 3,558                 | 3,030       | 2,580       | 1,782     | 11          |
| Letters of credit   | 79,552                  | —                                      | —                     | 79,552      | —           | —         | —           |
| Future minimum lease payments under noncancelable operating leases    | 608,774                 | 34,952                                 | 134,262               | 111,760     | 100,450     | 87,197    | 140,153     |
| Future minimum throughput payments under noncancelable agreements (2) | 167,480                 | 13,534                                 | 54,365                | 53,688      | 43,856      | 1,438     | 599         |
| Construction commitments (3)  | 43,656                  | 15,292                                 | 28,364                | —           | —           | —         | —           |
| Fixed-price commodity purchase commitments (4)                        | 196,003                 | 194,994                                | 1,009                 | —           | —           | —         | —           |
| Index-price commodity purchase commitments (5)                        | 1,698,771               | 633,929                                | 440,270               | 280,361     | 344,211     | —         | —           |
| Total contractual obligations   | \$6,798,823             | \$934,986                              | \$862,095             | \$2,241,351 | \$1,028,832 | \$259,842 | \$1,471,717 |

The estimated interest payments on our Revolving Credit Facility are based on principal and letters of credit (1) outstanding at December 31, 2016. See Note 8 to our unaudited condensed consolidated financial statements included in this Quarterly Report for additional information on our Credit Agreement.

(2)

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We have executed noncancelable agreements with crude oil and refined products pipeline operators, which guarantee us minimum monthly shipping capacity on the pipelines. As a result, we are required to pay the minimum shipping fees if actual shipments are less than our allotted capacity.

At December 31, 2016, construction commitments relate to the Glass Mountain pipeline extension and additional (3) projects at Cushing, Oklahoma related to our Grand Mesa Pipeline project, certain crude oil terminals and an expansion of a salt dome cavern.

(4) At December 31, 2016, we had the following fixed-price purchase commitments (in thousands):

|                     | Crude Oil |                           | Natural Gas<br>Liquids |                           |
|---------------------|-----------|---------------------------|------------------------|---------------------------|
|                     | Value     | Volume<br>(in<br>barrels) | Value                  | Volume<br>(in<br>gallons) |
| 2017 (three months) | \$186,499 | 3,671                     | \$8,495                | 14,863                    |
| 2018                | —         | —                         | 1,009                  | 2,268                     |
| Total               | \$186,499 | 3,671                     | \$9,504                | 17,131                    |

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(5) At December 31, 2016, we had the following index-price purchase commitments (in thousands):

|                     | Crude Oil   |                     | Natural Gas Liquids |                     |
|---------------------|-------------|---------------------|---------------------|---------------------|
|                     | Value       | Volume (in barrels) | Value               | Volume (in gallons) |
| 2017 (three months) | \$407,427   | 8,161               | \$226,502           | 302,579             |
| 2018                | 423,776     | 8,517               | 16,494              | 20,132              |
| 2019                | 280,361     | 5,658               | —                   | —                   |
| 2020                | 344,211     | 10,991              | —                   | —                   |
| Total               | \$1,455,775 | 33,327              | \$242,996           | 322,711             |

Index prices are based on a forward price curve at December 31, 2016. A theoretical change of \$0.10 per gallon in the underlying commodity price at December 31, 2016 would result in a change of \$32.3 million in the value of our index-price natural gas liquids purchase commitments. A theoretical change of \$1.00 per barrel in the underlying commodity price at December 31, 2016 would result in a change of \$33.3 million in the value of our index-price crude oil purchase commitments.

## Sales Contracts

We have entered into product sales contracts for which we expect the parties to physically settle the inventory in future periods. At December 31, 2016, we had the following sales contract volumes (in thousands):

|   |         |
|---|---------|
| Natural gas liquids fixed-price (gallons) | 119,108 |
| Natural gas liquids index-price (gallons) | 205,672 |
| Crude oil fixed-price (barrels)           | 4,797   |
| Crude oil index-price (barrels)           | 15,157  |

## Off-Balance Sheet Arrangements

We do not have any off balance sheet arrangements other than the operating leases discussed in Note 10 to our unaudited condensed consolidated financial statements included in this Quarterly Report.

## Environmental Legislation

See our Annual Report for a discussion of proposed environmental legislation and regulations that, if enacted, could result in increased compliance and operating costs. However, at this time we cannot predict the structure or outcome of any future legislation or regulations or the eventual cost we could incur in compliance.

## Recent Accounting Pronouncements

For a discussion of recent accounting pronouncements that are applicable to us, see Note 2 to our unaudited condensed consolidated financial statements included in this Quarterly Report.

## Critical Accounting Policies

The preparation of financial statements and related disclosures in conformity with GAAP requires the selection and application of appropriate accounting principles to the relevant facts and circumstances of the Partnership's operations and the use of estimates made by management. We have identified certain accounting policies that are most important

to the portrayal of our consolidated financial position and results of operations. The application of these accounting policies, which requires subjective or complex judgments regarding estimates and projected outcomes of future events, and changes in these accounting policies, could have a material effect on our consolidated financial statements. There have been no material changes in the critical accounting policies previously disclosed in our Annual Report.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

A significant portion of our long-term debt is variable-rate debt. Changes in interest rates impact the interest payments of our variable-rate debt but generally do not impact the fair value of the liability. Conversely, changes in interest rates impact the fair value of our fixed-rate debt but do not impact its cash flows.

Our Revolving Credit Facility is variable-rate debt with interest rates that are generally indexed to bank prime or LIBOR interest rates. At December 31, 2016, we had \$1.5 billion of outstanding borrowings under our Revolving Credit Facility at a weighted average interest rate of 3.39%. A change in interest rates of 0.125% would result in an increase or decrease of our annual interest expense of \$1.9 million, based on borrowings outstanding at December 31, 2016.

Commodity Price and Credit Risk

Our operations are subject to certain business risks, including commodity price risk and credit risk. Commodity price risk is the risk that the market value of crude oil, natural gas liquids, or refined products will change, either favorably or unfavorably, in response to changing market conditions. Credit risk is the risk of loss from nonperformance by suppliers, customers or financial counterparties to a contract.

Procedures and limits for managing commodity price risks and credit risks are specified in our market risk policy and credit risk policy, respectively. Open commodity positions and market price changes are monitored daily and are reported to senior management and to marketing operations personnel. Credit risk is monitored daily and exposure is minimized through customer deposits, restrictions on product liftings, letters of credit, and entering into master netting agreements that allow for offsetting counterparty receivable and payable balances for certain transactions. At December 31, 2016, our primary counterparties were retailers, resellers, energy marketers, producers, refiners, and dealers.

The crude oil, natural gas liquids, and refined products industries are “margin-based” and “cost-plus” businesses in which gross profits depend on the differential of sales prices over supply costs. We have no control over market conditions. As a result, our profitability may be impacted by sudden and significant changes in the price of crude oil, natural gas liquids, and refined products.

We engage in various types of forward contracts and financial derivative transactions to reduce the effect of price volatility on our product costs, to protect the value of our inventory positions, and to help ensure the availability of product during periods of short supply. We attempt to balance our contractual portfolio by purchasing volumes when we have a matching purchase commitment from our wholesale and retail customers. We may experience net unbalanced positions from time to time. In addition to our ongoing policy to maintain a balanced position, for accounting purposes we are required, on an ongoing basis, to track and report the market value of our derivative portfolio.

Although we use financial derivative instruments to reduce the market price risk associated with forecasted transactions, we do not account for financial derivative transactions as hedges. We record the changes in fair value of these financial derivative transactions within cost of sales. The following table summarizes the hypothetical impact on the December 31, 2016 fair value of our commodity derivatives of an increase of 10% in the value of the underlying commodity (in thousands):

|  | Increase<br>(Decrease)<br>To Fair<br>Value |
|--|--|
| Crude oil (Crude Oil Logistics segment)                    | \$(3,564 )                                 |
| Crude oil (Water Solutions segment)                        | \$(15 )                                    |
| Propane (Liquids segment)                                  | \$421                                      |
| Other products (Liquids segment)                           | \$(201 )                                   |
| Refined products (Refined Products and Renewables segment) | \$(40,793 )                                |
| Renewables (Refined Products and Renewables segment)       | \$(4,148 )                                 |
| Canadian dollars (Liquids segment)                         | \$807                                      |

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Fair Value

We use observable market values for determining the fair value of our derivative instruments. In cases where actively quoted prices are not available, other external sources are used which incorporate information about commodity prices in actively quoted markets, quoted prices in less active markets and other market fundamental analysis.

Item 4. Controls and Procedures

We maintain disclosure controls and procedures, as defined in Rule 13(a)-15(e) and 15(d)-15(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), that are designed to provide reasonable assurance that information required to be disclosed in our filings and submissions under the Exchange Act is recorded, processed, summarized and reported within the periods specified in the rules and forms of the Securities and Exchange Commission and that such information is accumulated and communicated to our management, including the principal executive officer and principal financial officer of our general partner, as appropriate, to allow timely decisions regarding required disclosure.

We completed an evaluation under the supervision and with participation of our management, including the principal executive officer and principal financial officer of our general partner, of the effectiveness of the design and operation of our disclosure controls and procedures at December 31, 2016. Based on this evaluation, the principal executive officer and principal financial officer of our general partner have concluded that as of December 31, 2016, such disclosure controls and procedures were effective to provide the reasonable assurance discussed above.

There have been no changes in our internal controls over financial reporting (as defined in Rule 13(a)-15(f) of the Exchange Act) during the three months ended December 31, 2016 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

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PART II - OTHER INFORMATION

Item 1. Legal Proceedings

We are involved from time to time in various legal proceedings and claims arising in the ordinary course of business. For information related to legal proceedings, see the discussion under the captions “Legal Contingencies” and “Environmental Matters” in Note 10 to our unaudited condensed consolidated financial statements in Part I, Item 1, of this Quarterly Report on Form 10-Q, which information is incorporated by reference into this Item 1.

As previously disclosed, the U.S. Environmental Protection Agency (“EPA”) had informed NGL Crude Logistics, LLC, formerly known as Gavilon, LLC (hereafter referred to as “Gavilon”) of alleged violations in 2011 by Gavilon of the Clean Air Act’s renewable fuel standards regulations (prior to its acquisition by NGL in December 2013). On October 4, 2016, the U.S. Department of Justice, acting at the request of the EPA, filed a civil complaint in the Northern District of Iowa against Gavilon and one of its then suppliers, Western Dubuque Biodiesel LLC (“Western Dubuque”). Consistent with the earlier allegations by the EPA, the civil complaint related to transactions between Gavilon and Western Dubuque and the generation of biodiesel renewable identification numbers (“RINs”) sold by Western Dubuque to Gavilon in 2011. On December 19, 2016, we filed a motion to dismiss the complaint. On January 9, 2017, the EPA filed an amended complaint. The amended complaint seeks an order declaring Western Dubuque’s RINs invalid, an order requiring the defendants to retire an equivalent number of valid RINs, and that the defendants pay statutory civil penalties. On January 23, 2017, we filed a motion to dismiss the amended complaint. Consistent with our position against the previous EPA allegations, and the original complaint, we deny the allegations in this amended civil complaint and intend to continue vigorously defending ourselves in the civil action. However, at this time NGL is unable to determine the outcome of this action or its significance to us.

Item 1A. Risk Factors

There have been no material changes in the risk factors previously disclosed in Part I, Item 1A–“Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended March 31, 2016, as supplemented and updated by Part II, Item 1A–“Risk Factors” in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2016.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.



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Item 6. Exhibits

| Exhibit Number | Exhibit   |
|----------------|---|
| 4.1            | Indenture, dated as of October 24, 2016, by and among NGL Energy Partners LP, NGL Energy Finance Corp., the guarantors party thereto and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on October 24, 2016)  |
| 4.2            | Forms of 7.5% Senior Notes due 2023 (incorporated by reference to Exhibit 4.2 and included as Exhibits A1 and A2 to Exhibit 4.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on October 24, 2016)  |
| 4.3            | Registration Rights Agreement, dated as of October 24, 2016, by and among NGL Energy Partners LP, NGL Energy Finance Corp., the guarantors listed therein on Exhibit A and Barclays Capital Inc. as representative of the several initial purchasers (incorporated by reference to Exhibit 4.3 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on October 24, 2016) |
| 12.1           | * Computation of ratios of earnings to fixed charges and combined fixed charges and preferred unit distributions  |
| 31.1           | * Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  |
| 31.2           | * Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  |
| 32.1           | * Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002   |
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| 101.INS        | ** XBRL Instance Document   |
| 101.SCH        | ** XBRL Schema Document   |
| 101.CAL        | ** XBRL Calculation Linkbase Document   |
| 101.DEF        | ** XBRL Definition Linkbase Document  |
| 101.LAB        | ** XBRL Label Linkbase Document   |
| 101.PRE        | ** XBRL Presentation Linkbase Document  |

\*Exhibits filed with this report.

The following documents are formatted in XBRL (Extensible Business Reporting Language): (i) Unaudited Condensed Consolidated Balance Sheets at December 31, 2016 and March 31, 2016, (ii) Unaudited Condensed Consolidated Statements of Operations for the three months and nine months ended December 31, 2016 and 2015, (iii) Unaudited Condensed Consolidated Statements of Comprehensive Income for the three months and nine months ended December 31, 2016 and 2015, (iv) Unaudited Condensed Consolidated Statement of Changes in Equity for the nine months ended December 31, 2016, (v) Unaudited Condensed Consolidated Statements of Cash Flows for the nine months ended December 31, 2016 and 2015, and (vi) Notes to Unaudited Condensed Consolidated Financial Statements.

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SIGNATURES

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

NGL ENERGY PARTNERS LP

By: NGL Energy Holdings LLC, its  
general partner

Date: February 7, 2017      By: /s/ H. Michael Krimbill  
H. Michael Krimbill  
Chief Executive Officer

Date: February 7, 2017      By: /s/ Robert W. Karlovich III  
Robert W. Karlovich III  
Chief Financial Officer

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INDEX TO EXHIBITS

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