

STAR GAS PARTNERS LP
Form 10-K
December 07, 2016
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended September 30, 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: 001-14129

STAR GAS PARTNERS, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

06-1437793
(I.R.S. Employer
Identification No.)

9 West Broad Street, Suite 310, Stamford, Connecticut
(Address of principal executive office)
(203) 328-7310

06902
(Zip Code)

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Units	New York Stock Exchange
Securities registered pursuant to Section 12(g) of the Act: None	

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Act (check one).

Edgar Filing: STAR GAS PARTNERS LP - Form 10-K

Large accelerated filer Accelerated filer
Non-accelerated filer 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

The aggregate market value of the registrant's common units held by non-affiliates on March 31, 2016 was approximately \$363,812,946.

As of November 30, 2016, the registrant had 55,887,832 common units outstanding.

Documents Incorporated by Reference: None

Table of Contents**STAR GAS PARTNERS, L.P.****2016 FORM 10-K ANNUAL REPORT****TABLE OF CONTENTS**

	Page
<u>PART I</u>	
Item 1. <u>Business</u>	3
Item 1A. <u>Risk Factors</u>	10
Item 1B. <u>Unresolved Staff Comments</u>	22
Item 2. <u>Properties</u>	22
Item 3. <u>Legal Proceedings Litigation</u>	22
Item 4. <u>Mine Safety Disclosures</u>	22
<u>PART II</u>	
Item 5. <u>Market for the Registrant's Units and Related Matters</u>	23
Item 6. <u>Selected Historical Financial and Operating Data</u>	25
Item 7. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	27
Item 7A. <u>Quantitative and Qualitative Disclosures about Market Risk</u>	44
Item 8. <u>Financial Statements and Supplementary Data</u>	45
Item 9. <u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	45
Item 9A. <u>Controls and Procedures</u>	45
Item 9B. <u>Other Information</u>	46
<u>PART III</u>	
Item 10. <u>Directors, Executive Officers and Corporate Governance</u>	46
Item 11. <u>Executive Compensation</u>	50
Item 12. <u>Security Ownership of Certain Beneficial Owners and Management</u>	60
Item 13. <u>Certain Relationships and Related Transactions</u>	60
Item 14. <u>Principal Accounting Fees and Services</u>	62
<u>PART IV</u>	
Item 15. <u>Exhibits and Financial Statement Schedules</u>	62

PART I**Statement Regarding Forward-Looking Disclosure**

This Annual Report on Form 10-K includes forward-looking statements which represent our expectations or beliefs concerning future events that involve risks and uncertainties, including those associated with the effect of weather conditions on our financial performance, the price and supply of the products that we sell, the consumption patterns of our customers, our ability to obtain satisfactory gross profit margins, our ability to obtain new customers and retain existing customers, our ability to make strategic acquisitions, the impact of litigation, our ability to contract for our current and future supply needs, natural gas conversions, future union relations and the outcome of current and future union negotiations, the impact of current and future governmental regulations, including environmental, health, and safety regulations, the ability to attract and retain employees, customer credit worthiness, counterparty credit

worthiness, marketing plans, general economic conditions and new technology. All statements other than statements of historical facts included in this Report including, without limitation, the statements under Management's Discussion and Analysis of Financial Condition and Results of Operations and elsewhere herein, are forward-looking statements. Without limiting the foregoing, the words believe, anticipate, plan, expect, seek, estimate, and similar expressions are intended to identify forward-looking statements. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct and actual results may differ materially from those projected as a result of certain risks and uncertainties. These risks and uncertainties include, but are not limited to, those set forth in this Report under the heading Risk Factors and Business Strategy. Important factors that could cause actual results to differ materially from our expectations (Cautionary Statements) are disclosed in this Report. All subsequent written and oral forward-looking statements attributable to the Partnership or persons acting on its behalf are expressly qualified in their entirety by the Cautionary Statements. Unless otherwise required by law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise after the date of this Report.

Table of Contents

ITEM 1. BUSINESS

Structure

Star Gas Partners, L.P. (Star Gas Partners, the Partnership, we, us, or our) is a home heating oil and propane distributor and services provider with one reportable operating segment that principally provides services to residential and commercial customers to heat homes and buildings. Star Gas Partners is a Delaware limited partnership, which at November 30, 2016, had outstanding 55.9 million common partner units (NYSE: SGU) representing a 99.4% limited partner interest in Star Gas Partners, and 0.3 million general partner units, representing a 0.6% general partner interest in Star Gas Partners. Our general partner is Kestrel Heat, LLC, a Delaware limited liability company (Kestrel Heat or the general partner).

The following chart depicts the ownership of the partnership as of November 30, 2016:

The Partnership is organized as follows:

Our general partner is Kestrel Heat, LLC, a Delaware limited liability company (Kestrel Heat or the general partner). The Board of Directors of Kestrel Heat is appointed by its sole member, Kestrel Energy Partners, LLC, a Delaware limited liability company (Kestrel).

Our operations are conducted through Petro Holdings, Inc., a Minnesota corporation that is a wholly owned subsidiary of Star Acquisitions, Inc., and its subsidiaries.

Petroleum Heat and Power Co., Inc. (PH&P) is a 100% owned subsidiary of the Partnership. PH&P is the borrower and the Partnership is a guarantor of the third amended and restated credit agreement's five-year senior secured term loan and the \$300 million (\$450 million during the heating season of December through April of each year) revolving credit facility, both due July 30, 2020. (See Note 11 of the Notes to the Consolidated Financial Statements Long-Term Debt and Bank Facility Borrowings)

We file annual, quarterly, current and other reports and information with the Securities and Exchange Commission, or SEC. These filings can be viewed and downloaded from the Internet at the SEC's website at www.sec.gov. In addition, these SEC filings are available at no cost as soon as reasonably practicable after the filing thereof on our website at www.star-gas.com/sec.cfm. These reports are also available to be read and copied at the SEC's public reference room located at Judiciary Plaza, 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the public reference room by calling the SEC at 1-800-SEC-0330. You may also obtain copies of these filings and other information at the offices of the New York Stock Exchange located at 11 Wall Street, New York, New York 10005. Please note that any Internet addresses provided in this Annual Report on Form 10-K are for informational purposes only and are not intended to be hyperlinks. Accordingly, no information found and/or provided at such Internet addresses is intended or deemed to be incorporated by reference herein.

Table of Contents

Partnership Structure

The following chart summarizes our partnership structure as of September 30, 2016. Other than Star Gas Partners, L.P. all other entities in this structure are taxable as corporations for Federal and state income tax purposes.

Business Overview

We are a home heating oil and propane distributor and service provider to residential and commercial customers who heat their homes and buildings in the Northeast, Central and Southeast U.S. regions. Our customers are principally in the more northern and eastern states. As of September 30, 2016, we sold home heating oil and propane to approximately 437,000 full service residential and commercial customers. We believe we are the largest retail distributor of home heating oil in the United States, based upon sales volume with a market share in excess of 5.5%. We also sell home heating oil, gasoline and diesel fuel to approximately 71,000 customers on a delivery only basis. We install, maintain, and repair heating and air conditioning equipment and to a lesser extent provide these services outside our customer base including 7,700 service contracts for natural gas and other heating systems. In addition, we provide home security and plumbing, to approximately 27,000 customers, many of whom are also existing home heating oil and propane customers. During fiscal 2016, total sales were comprised approximately 62.9% from sales of home heating oil and propane; 21.7% from the installation and repair of heating and air conditioning equipment and ancillary services; and 15.4% from the sale of other petroleum products. We provide home heating equipment repair service and natural gas service 24 hours a day, seven days a week, 52 weeks a year. These services are an integral part of our business, and are intended to maximize customer satisfaction and loyalty.

We conduct our business through an operating subsidiary, Petro Holdings, Inc., utilizing multiple local brand names, such as Petro Home Services, Meenan, and Griffith Energy Services, Inc.

We also offer several pricing alternatives to our residential home heating oil customers, including a variable price (market based) option and a price-protected option, the latter of which either sets the maximum price or a fixed price that a customer will pay. Users choose the plan they feel best suits them which we believe increases customer satisfaction. Approximately 96% of our full service residential and commercial home heating oil customers automatically receive deliveries based on prevailing weather conditions. In addition, approximately 37% of our homeowners take advantage of our smart pay budget payment plan under which their estimated annual oil and propane deliveries and service billings are paid for in a series of equal monthly installments. We use derivative instruments as needed to mitigate our exposure to market risk associated with our price-protected offerings and the storing of our physical home heating oil inventory. Given our size, we are able to realize certain benefits of scale and provide consistent, strong customer service.

Table of Contents

Currently, we have heating oil and/or propane customers in the following states, regions and counties:

<u>Maine</u>	<u>New York</u>	<u>New Jersey</u>	<u>Tennessee</u>
York	Albany	Atlantic	Bradley
	Bronx	Bergen	Hamilton
<u>New Hampshire</u>	Columbia	Burlington	McMinn
Hillsborough	Dutchess	Camden	Meigs
Merrimack	Fulton	Cumberland	Polk
Rockingham	Greene	Essex	
Strafford	Kings	Gloucester	<u>North Carolina</u>
	Montgomery	Hudson	Anson
<u>Vermont</u>	Nassau	Hunterdon	Caburras
Bennington	New York	Mercer	Davidson
	Orange	Middlesex	Forsyth
<u>Massachusetts</u>	Putnam	Monmouth	Gaston
Barnstable	Queens	Morris	Guilford
Bristol	Rensselaer	Ocean	Lincoln
Essex	Richmond	Passaic	Mecklenburg
Hampden	Rockland	Salem	Montgomery
Middlesex	Saratoga	Somerset	Randolph
Norfolk	Schenectady	Sussex	Richmond
Plymouth	Schoharie	Union	Rowan
Suffolk	Suffolk	Warren	Stanly
Worcester	Sullivan		Union

Edgar Filing: STAR GAS PARTNERS LP - Form 10-K

	Ulster	<u><i>Pennsylvania</i></u>	
<u><i>Rhode Island</i></u>	Warren	Adams	<u><i>South Carolina</i></u>
Bristol	Washington	Berks	Bamberg
Kent	Westchester	Bucks	Calhoun
Newport		Chester	Chester
Providence	<u><i>Maryland</i></u>	Cumberland	Dorchester
Washington	Anne Arundel	Dauphin	Fairfield
	Baltimore	Delaware	Kershaw
<u><i>Connecticut</i></u>	Calvert	Franklin	Lexington
Fairfield	Caroline	Fulton	Orangeburg
Hartford	Carroll	Lancaster	
Litchfield	Cecil	Lebanon	<u><i>Georgia</i></u>
Middlesex	Charles	Lehigh	Banks
New Haven	Dorchester	Monroe	Cherokee
New London	Frederick	Montgomery	Dawson
Tolland	Harford	Northampton	Fannin
Windham	Howard	Perry	Franklin
	Kent	Philadelphia	Forsyth
<u><i>Washington, D.C.</i></u>	Montgomery	Schuylkill	Habersham
District of Columbia	Prince George s	York	Hall
	Queen Anne		Jefferson
<u><i>Delaware</i></u>	St. Mary s	<u><i>Virginia</i></u>	Lumpkin
Kent	Talbot	Arlington	Murray
New Castle	Washington	Clarke	Rabun
Sussex		Culpepper	Stephens
	<u><i>West Virginia</i></u>	Fairfax	Towns

Edgar Filing: STAR GAS PARTNERS LP - Form 10-K

Berkeley

Frederick

White

Jefferson

Fauquier

Whitfield

Morgan

Loudoun

Prince William

Stafford

Warren

Table of Contents

Industry Characteristics

Home heating oil is primarily used as a source of fuel to heat residences and businesses in the Northeast and Mid-Atlantic regions. According to the U.S. Department of Energy Energy Information Administration, 2009 Residential Energy Consumption Survey (the latest survey published), these regions account for 83% (5.7 million of 6.9 million) of the households in the United States where heating oil is the main space-heating fuel and 28% (5.7 million of 20.8 million) of the homes in these regions use home heating oil as their main space-heating fuel. Our experience has been that customers have a tendency to increase their conservation efforts as the price of home heating oil increase, thereby reducing their consumption.

The retail home heating oil industry is mature, with total market demand expected to decline in the foreseeable future due to conversions to natural gas and other alternative energy sources. Therefore, our ability to maintain our business or grow within the industry is dependent on the acquisition of other retail distributors, the success of our marketing programs, and the growth of our other service offerings. Based on our records, our customer conversions to natural gas have ranged between 1.3% and 2.4% per year over the last five years. We believe this may continue or increase as natural gas has become less expensive than home heating oil on an equivalent BTU basis. In addition, there are legislative and regulatory efforts underway in several states seeking to encourage homeowners to expand the use of natural gas as a heating fuel.

The retail home heating oil industry is highly fragmented, characterized by a large number of relatively small, independently owned and operated local distributors. Some dealers provide full service, as we do, and others offer delivery only on a cash-on-delivery basis, which we also do to a significantly lesser extent. In addition, the industry is complex and costly due to regulations, working capital requirements, and the costs and risks of hedging for price protected customers

Propane is a by-product of natural gas processing and petroleum refining. Propane use falls into three broad categories: residential and commercial applications; industrial applications; and agricultural uses. In the residential and commercial markets, propane is used primarily for space heating, water heating, clothes drying and cooking. Industrial customers use propane generally as a motor fuel to power over-the-road vehicles, forklifts and stationary engines, to fire furnaces, as a cutting gas and in other process applications. In the agricultural market, propane is primarily used for tobacco curing, crop drying, poultry breeding and weed control.

The retail propane distribution industry is highly competitive, and is generally serviced by large multi-state full-service distributors and small local independent distributors. Like the home heating oil industry, each retail propane distribution provider operates in its own competitive environment because propane distributors typically reside in close proximity to their customers. In most retail propane distribution markets, customers can choose from multiple distributors based on the quality of customer service, safety reputation and price.

It is common practice in our business to price our liquid products to customers based on a per gallon margin over wholesale costs. As a result, we believe distributors such as ourselves generally seek to maintain their per gallon margins by passing wholesale price increases through to customers, thus insulating their margins from the volatility in wholesale prices. However, distributors may be unable or unwilling to pass the entire product cost increases through to customers. In these cases, significant decreases in per gallon margins may result. The timing of cost pass-throughs can also significantly affect margins. (See Customers and Pricing for a discussion on the Partnership's offerings)

Business Strategy

Our business strategy is to increase Adjusted EBITDA (See Item 6. Selected Historical Financial and Operating Data for a definition and history) and cash flow by effectively managing operations while growing and retaining our customer base as a retail distributor of home heating oil and propane and provider of ancillary products and services. The key elements of this strategy include the following:

Pursue select acquisitions Our senior management team has developed expertise in identifying acquisition opportunities and integrating acquired customers into our operations. We focus on acquiring profitable companies within and outside our current footprint.

We actively pursue home heating oil only companies, propane companies, dual fuel (home heating oil and propane) companies and selectively target motor fuels acquisitions, especially where they are operating in the markets we currently serve. The focus for our acquisitions is both within our current footprint, where we can leverage our existing operating structure to reduce costs, as well as outside of such areas if the target company is of adequate size to sustain profitability as a stand-alone operation. We have used this strategy to expand into several states over the past five years.

Table of Contents

Deliver superior customer service We are dedicated to providing the best customer service in our industry to maximize customer satisfaction and retention. We have created a specific department dedicated to training employees to provide superior and consistent service and to reduce gross customer losses. This effort is also supported, reinforced and monitored by our local management teams.

We also have planned a staggered implementation beginning in fiscal 2017 of various management and technological solutions to enhance the customer experience at most of our larger brands. These efforts include conducting enhanced customer satisfaction surveys, including transactional surveys that will provide almost immediate customer feedback, as well as providing our employees an enhanced customer service interface to enable them to provide answers and information to our customers more efficiently. Additionally, we have established a technical training committee to ensure that our field personnel are properly educated in using the latest technology in a safe and efficient manner.

Diversification of product and service offerings In addition to expanding our propane operations, we are focused on expanding our suite of related products and services. These offerings include, but are not limited to, the sales, service and installation of heating and air conditioning equipment, plumbing services, appliance repair, and standby home generators. In addition, we also repair and install natural gas heating systems. We place significant emphasis on growing a solid, credit-worthy customer base with a focus on recurring revenue in the form of annual service agreements.

We conduct customer surveys to gauge the awareness of our product and service offerings, the satisfaction with those services if utilized and the potential for future opportunities. Realizing we have been known primarily as a home heating oil provider, we are in the process of repositioning our larger brands to reflect a broader range of products and services and enable us to leverage our existing organizational structure and improve our sales penetration with current and potential customers.

Geographic expansion We utilize census-based demographic data as well as local field expertise to target areas contiguous to our geographic footprint for organic expansion in a strategic manner. We then operate in such areas using a combination of existing logistical resources and personnel and, if warranted by the business demands or opportunity, adding locations.

We grow the business utilizing advertising and marketing initiatives to expand our presence while building an effective marketing database of prospects and customers.

Seasonality

Our fiscal year ends on September 30. All references to quarters and years respectively in this document are to fiscal quarters and years unless otherwise noted. The seasonal nature of our business results in the sale of approximately 30% of our volume of home heating oil and propane in the first fiscal quarter and 50% of our volume in the second fiscal quarter of each fiscal year, the peak heating season. As a result, we generally realize net income in our first and second fiscal quarters and net losses during our third and fourth fiscal quarters and we expect that the negative impact of seasonality on our third and fourth fiscal quarter operating results will continue. In addition, sales volume typically fluctuates from year to year in response to variations in weather, wholesale energy prices and other factors.

Degree Day

A degree day is an industry measurement of temperature designed to evaluate energy demand and consumption. Degree days are based on how far the average daily temperature departs from 65°F. Each degree of temperature above 65°F is counted as one cooling degree day, and each degree of temperature below 65°F is counted as one heating

degree day. Degree days are accumulated each day over the course of a year and can be compared to a monthly or a multi-year average to see if a month or a year was warmer or cooler than usual. Degree days are officially observed by the National Weather Service.

Every ten years, the National Oceanic and Atmospheric Administration (NOAA) computes and publishes average meteorological quantities, including the average temperature for the last 30 years by geographical location, and the corresponding degree days. The latest and most widely used data covers the years from 1981 to 2010. Our calculations of normal weather are based on these published 30 year averages for heating degree days, weighted by volume for the locations where we have existing operations.

Competition

Most of our operating locations compete with numerous distributors, primarily on the basis of price, reliability of service and response to customer needs. Each such location operates in its own competitive environment.

Table of Contents

We compete with distributors offering a broad range of services and prices, from full-service distributors, such as ourselves, to those offering delivery only. As do many companies in our business, we provide home heating and propane equipment repair service on a 24-hour-a-day, seven-day-a-week, 52 weeks a year basis. We believe that this level of service tends to help build customer loyalty. In some instances homeowners have formed buying cooperatives that seek a lower price than individual customers are otherwise able to obtain. Our business competes for retail customers with suppliers of alternative energy products, principally natural gas, propane (in the case of our home heating oil operations) and electricity.

Customer Attrition

We measure net customer attrition for our full service residential and commercial home heating oil and propane customers. Net customer attrition is the difference between gross customer losses and customers added through marketing efforts. Customers added through acquisitions are not included in the calculation of gross customer gains. However, additional customers that are obtained through marketing efforts at newly acquired businesses are included in these calculations. Customer attrition percentage calculations include customers added through acquisitions in the denominators of the calculations on a weighted average basis. Gross customer losses are the result of a number of factors, including price competition, move outs, credit losses and conversions to natural gas. (See Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Customer Attrition.)

Customers and Pricing

Our full service home heating oil customer base is comprised of 96% residential customers and 4% commercial customers. Our residential customer receives on average 165 gallons per delivery and our commercial accounts receive on average 325 gallons per delivery. Typically, we make four to six deliveries per customer per year. Approximately 96% of our full service residential and commercial home heating oil customers have their deliveries scheduled automatically and 4% of our home heating oil customer base call from time to time to schedule a delivery. Automatic deliveries are scheduled based on each customer's historical consumption pattern and prevailing weather conditions. Our practice is to bill customers promptly after delivery. We also offer a balanced payment plan in which a customer's estimated annual oil purchases and service contract fees are paid for in a series of equal monthly payments. Approximately 37% of our residential home heating oil customers have selected this billing option.

We offer several pricing alternatives to our residential home heating oil customers. Our variable pricing program allows the price to float with the home heating oil market and other factors. In addition, we offer price-protected programs, which establish either a ceiling or a fixed price per gallon that the customer pays over a defined period. The following chart depicts the percentage of the pricing plans selected by our residential home heating oil customers as of the end of the fiscal year.

	September 30,				
	2016	2015	2014	2013	2012
Variable	54.6%	51.4%	53.5%	53.1%	54.7%
Ceiling	40.8%	43.9%	40.8%	42.3%	40.5%
Fixed	4.6%	4.7%	5.7%	4.6%	4.8%
	100.0%	100.0%	100.0%	100.0%	100.0%

Sales to residential customers ordinarily generate higher per gallon margins than sales to commercial customers. Due to greater price sensitivity, our own internal marketing efforts, and hedging costs of residential price-protected customers, the per gallon margins realized from price-protected customers generally are less than from variable priced residential customers.

Derivatives

We use derivative instruments in order to mitigate our exposure to market risk associated with the purchase of home heating oil for our price-protected customers, physical inventory on hand, inventory in transit and priced purchase commitments. Currently, the Partnership's derivative instruments are with the following counterparties: Bank of America, N.A., Bank of Montreal, Cargill, Inc., Citibank, N.A., JPMorgan Chase Bank, N.A., Key Bank, N.A., Munich Re Trading LLC, Regions Financial Corporation, Societe Generale, and Wells Fargo Bank, N.A.

The Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 815-10-05, Derivatives and Hedging, requires that derivative instruments be recorded at fair value and included in the consolidated balance sheet as assets or liabilities. To the extent derivative instruments designated as cash flow hedges are effective, as defined under this guidance, changes in fair value are recognized in other comprehensive income until the forecasted hedged item is recognized in earnings. We have elected not to designate our derivative instruments as hedging instruments under this guidance, and as a result, the changes in fair value of the derivative instruments during the holding period are recognized in our statement of operations. Therefore, we experience volatility in earnings as outstanding derivative instruments are marked to market and non-cash gains and losses are recorded prior to the sale of the commodity to the customer. The volatility in any given period related to unrealized non-cash gains or losses on derivative instruments can be significant to our overall results. However, we ultimately expect those gains and losses to be offset by the cost of product when purchased. Depending on the risk being hedged, realized gains and losses are recorded in cost of product, cost of installations and services, or delivery and branch expenses.

Table of Contents**Suppliers and Supply Arrangements**

We purchase our product for delivery in either barge, pipeline or truckload quantities, and as of September 30, 2016 had contracts with approximately 80 third-party terminal sites for the right to temporarily store petroleum products at their facilities. Home heating oil and propane purchases are made under supply contracts or on the spot market. We have entered into market price based contracts for approximately 85% of our expected home heating oil and propane requirements for the fiscal 2017 heating season. We also have market price based contracts for approximately 36% of our expected diesel and gasoline requirements for fiscal 2017.

During fiscal 2016, Global Companies LLC and NIC Holding Corp. provided approximately 13% and 8%, respectively, of our petroleum product purchases. No other single supplier provided more than 8% of our product supply during fiscal 2016. For fiscal 2017, we generally have supply contracts for similar quantities with Global Companies LLC and NIC Holding Corp. Supply contracts typically have terms of 6 to 12 months. All of the supply contracts provide for minimum quantities and in most cases do not establish in advance the price of home heating oil or propane. This price is based upon a published market index price at the time of delivery or pricing date plus an agreed upon differential. We believe that our policy of contracting for the majority of our anticipated supply needs with diverse and reliable sources will enable us to obtain sufficient product should unforeseen shortages develop in worldwide supplies.

Home Heating Oil Price Volatility

In recent years, the wholesale price of home heating oil has been extremely volatile, resulting in increased consumer sensitivity to heating costs and possibly increased gross customer attrition. Like any other market commodity, the price of home heating oil is generally impacted by many factors, including economic and geopolitical forces. The price of home heating oil is closely linked to the price refiners pay for crude oil, which is the principal cost component of home heating oil. The volatility in the wholesale cost of home heating oil, as measured by the New York Mercantile Exchange (NYMEX) price per gallon for the fiscal years ended September 30, 2012 through 2016, on a quarterly basis, is illustrated by the following chart:

Quarter Ended	Fiscal 2016 (1)		Fiscal 2015 (1)		Fiscal 2014 (1)		Fiscal 2013 (1)		Fiscal 2012	
	Low	High	Low	High	Low	High	Low	High	Low	High
December 31	\$ 1.08	\$ 1.61	\$ 1.85	\$ 2.66	\$ 2.84	\$ 3.12	\$ 2.90	\$ 3.26	\$ 2.72	\$ 3.17
March 31	0.87	1.26	1.62	2.30	2.89	3.28	2.86	3.24	2.99	3.32
June 30	1.08	1.57	1.68	2.02	2.85	3.05	2.74	3.09	2.53	3.25
September 30	1.26	1.53	1.38	1.84	2.65	2.98	2.87	3.21	2.68	3.24

(1) Beginning April 1, 2013, the NYMEX contract specifications were changed from high sulfur home heating oil to ultra low sulfur diesel. Ultra low sulfur diesel is similar in composition to ultra low sulfur home heating oil.

Acquisitions

Part of our business strategy is to pursue select acquisitions. During fiscal 2016, the Partnership acquired a heating oil dealer, a motor fuel dealer, and two propane dealers with an aggregate of approximately 3,300 home heating oil and propane accounts for an aggregate purchase price of approximately \$9.8 million. The gross purchase price was

allocated \$7.4 million to intangible assets, \$2.5 million to fixed assets and reduced by \$0.1 million for working capital credits. Each acquired company's operating results are included in the Partnership's consolidated financial statements starting on its acquisition date. Customer lists, other intangibles and trade names are amortized on a straight-line basis over seven to twenty years.

During fiscal 2015, the Partnership acquired three heating oil and propane dealers (with one dealer also having motor fuel accounts) with approximately 23,300 home heating oil and propane accounts for an aggregate purchase price of approximately \$20.8 million. The gross purchase price was allocated \$21.8 million to intangible assets, \$2.5 million to fixed assets and reduced by \$3.5 million for working capital credits.

Table of Contents

During fiscal 2014, the Partnership acquired three heating oil dealers with approximately 51,000 home heating oil and propane accounts for an aggregate purchase price of approximately \$98.5 million (including the \$97.7 million acquisition of Griffith Energy Services, Inc.). The gross purchase price was allocated \$53.7 million to intangible assets, \$17.6 million to fixed assets and \$27.2 million to working capital (net of \$4.2 million of cash acquired).

Employees

As of September 30, 2016, we had 3,140 employees, of whom 892 were office, clerical and customer service personnel; 922 were equipment technicians; 491 were fuel delivery drivers and mechanics; 484 were management and 351 were employed in sales. Of these employees 1,285 (41%) are represented by 57 different collective bargaining agreements with local chapters of labor unions. Due to the seasonal nature of our business and depending on the demands of the 2017 heating season, we anticipate that we will augment our current staffing levels during the heating season from among the 374 employees on temporary leave of absence as of September 30, 2016. One collective bargaining agreement, covering approximately 14 employees, expired after September 30, 2016, and 19 more collective bargaining agreements will come up for renewal in fiscal 2017, covering approximately 544 employees (17%). We believe that our relations with both our union and non-union employees are generally satisfactory.

Government Regulations

We are subject to various federal, state and local environmental, health and safety laws and regulations. Generally, these laws impose limitations on the discharge or emission of pollutants and establish standards for the handling of solid and hazardous wastes. These laws include the Resource Conservation and Recovery Act, the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA), the Clean Air Act, the Occupational Safety and Health Act, the Emergency Planning and Community Right to Know Act, the Clean Water Act, the Oil Pollution Act, and comparable state statutes. CERCLA, also known as the Superfund law, imposes joint and several liabilities without regard to fault or the legality of the original conduct on certain classes of persons that are considered to have contributed to the release or threatened release of a hazardous substance into the environment. Products stored and/or delivered by us and certain automotive waste products generated by our fleet are hazardous substances within the meaning of CERCLA or otherwise subject to investigation and cleanup under other environmental laws and regulations. While we are currently not involved with any material CERCLA claims, and we have implemented programs and policies designed to address potential liabilities and costs under applicable environmental laws and regulations, failure to comply with such laws and regulations could result in civil or criminal penalties or injunctive relief in cases of non-compliance or impose liability for remediation costs.

We have incurred and continue to incur costs to address soil and groundwater contamination at some of our locations, including legacy contamination at properties that we have acquired. A number of our properties are currently undergoing remediation, in some instances funded by prior owners or operators contractually obligated to do so. To date, no material issues have arisen with respect to such prior owners or operators addressing such remediation, although there is no assurance that this will continue to be the case. In addition, we have been subject to proceedings by regulatory authorities for alleged violations of environmental and safety laws and regulations. We do not expect any of these liabilities or proceedings of which we are aware to result in material costs to, or disruptions of, our business or operations.

Transportation of our products by truck are subject to regulations promulgated under the Federal Motor Carrier Safety Act. These regulations cover the transportation of hazardous materials and are administered by the United States Department of Transportation or similar state agencies. Several of our oil terminals are governed under the United States Coast Guard operations Oversight, Federal OPA 90 FRP programs and Federal Spill Prevention Control and Countermeasure programs. All of our propane bulk terminals are governed under Homeland Security Chemical

Facility Anti-Terrorism Standards programs. We conduct ongoing training programs to help ensure that our operations are in compliance with applicable regulations. We maintain various permits that are necessary to operate some of our facilities, some of which may be material to our operations.

ITEM 1A. RISK FACTORS

You should consider carefully the risk factors discussed below, as well as all other information, as an investment in the Partnership involves a high degree of risk. We are subject to certain risks and hazards due to the nature of the business activities we conduct. The risks discussed below, any of which could materially and adversely affect our business, financial condition, cash flows, and results of operations, could result in a partial or total loss of your investment, and are not the only risks we face. We may experience additional risks and uncertainties not currently known to us or, as a result of developments occurring in the future, conditions that we currently deem to be immaterial may also materially and adversely affect our business, financial condition, cash flows and results of operations.

Table of Contents**Our operating results will be adversely affected if we continue to experience significant net customer attrition in our home heating oil and propane customer base.**

The following table depicts our gross customer gains, gross customer losses and net customer attrition from fiscal year 2012 to fiscal year 2016. Net customer attrition is the difference between gross customer losses and customers added through marketing efforts. Customers added through acquisitions are not included in the calculation of gross customer gains. However, additional customers that are obtained through marketing efforts at newly acquired businesses are included in these calculations. Customer attrition percentage calculations include customers added through acquisitions in the denominators of the calculations on a weighted average basis.

	Fiscal Year Ended September 30,				
	2016	2015	2014	2013	2012
Gross customer gains	12.1%	14.6%	16.0%	14.8%	13.4%
Gross customer losses	17.2%	16.4%	16.9%	18.1%	18.3%
Net attrition	(5.1%)	(1.8%)	(0.9%)	(3.3%)	(4.9%)

The gain of a new customer does not fully compensate for the loss of an existing customer because of the expenses incurred during the first year to add a new customer. Typically, the per gallon margin realized from a new account added is less than the margin of a customer that switches to another provider. Customer losses are the result of various factors, including but not limited to:

price competition;

customer relocations and home sales/foreclosures;

conversions to natural gas; and

credit worthiness.

The continuing volatility in the energy markets can intensify price competition and add to our difficulty in reducing net customer attrition. Warmer than normal weather can also contribute to an increase in attrition as customers perceive less need for a full service provider like ourselves.

If we are not able to reduce the current level of net customer attrition or if such level should increase, attrition will have a material adverse effect on our business, operating results and cash available for distributions to unitholders. For additional information about customer attrition, see Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations - Customer Attrition.

Because of the highly competitive nature of our business, we may not be able to retain existing customers or acquire new customers, which would have an adverse impact on our business, operating results and financial condition.

Our business is subject to substantial competition. Most of our operating locations compete with numerous distributors, primarily on the basis of price, reliability of service and responsiveness to customer service needs. Each operating location operates in its own competitive environment.

We compete with distributors offering a broad range of services and prices, from full-service distributors, such as ourselves, to those offering delivery only. As do many companies in our business, we provide home heating equipment repair service on a 24-hour-a-day, seven-day-a-week, 52 weeks a year basis. We believe that this tends to build customer loyalty. In some instances homeowners have formed buying cooperatives that seek to purchase home heating oil from distributors at a price lower than individual customers are otherwise able to obtain. We also compete for retail customers with suppliers of alternative energy products, principally natural gas, propane (in the case of our home heating oil operations) and electricity. If we are unable to compete effectively, we may lose existing customers and/or fail to acquire new customers, which would have a material adverse effect on our business, operating results and financial condition.

Based on data in the 2010 United States Census, from 2000 to 2010 it appears that heating oil customer conversions to natural gas in the states where we do business averaged from under 1% to over 3% per year.

Table of Contents

The following table depicts our estimated customer losses to natural gas conversions for the last five fiscal years. We believe conversions will continue as natural gas has become less expensive than home heating oil on an equivalent BTU basis. In addition, certain states encourage homeowners to expand the use of natural gas as a heating fuel through legislation and regulatory efforts.

	Fiscal Year Ended September 30,				
	2016	2015	2014	2013	2012
Customer losses to natural gas conversion	(1.3)%	(1.6)%	(2.2)%	(2.4)%	(2.0)%

In addition to our direct customer losses to natural gas competition, any conversion to natural gas by a heating oil consumer in our geographic footprint reduces the pool of available customers from which we can gain new heating oil customers, and could have a material adverse effect on our business, operating results and financial condition.

Energy efficiency and new technology may reduce the demand for our products and adversely affect our operating results.

Increased conservation and technological advances, including installation of improved insulation and the development of more efficient furnaces and other heating devices, have adversely affected the demand for our products by retail customers. Future conservation measures or technological advances in heating, conservation, energy generation or other devices might reduce demand and adversely affect our operating results.

If we do not make acquisitions on economically acceptable terms, our future growth will be limited.

Generally, heating oil and propane are alternative energy sources to new housing construction, because natural gas is usually selected when natural gas infrastructure exists. In certain geographies, utilities are building out their natural gas infrastructure. As such, our industry is not a growth industry. Accordingly, future growth will depend on our ability to make acquisitions on economically acceptable terms. We cannot assure that we will be able to identify attractive acquisition candidates in our sector in the future or that we will be able to acquire businesses on economically acceptable terms. Factors that may adversely affect our operating and financial results may limit our access to capital and adversely affect our ability to make acquisitions. Under the terms of our third amended and restated credit agreement that we sometimes refer to in this Report as our credit agreement, we are restricted from making any individual acquisition in excess of \$25.0 million without the lenders' approval. In addition, to make an acquisition, we are required to have Availability (as defined in our credit agreement) of at least \$40.0 million, on a historical pro forma and forward-looking basis. Furthermore, as long as the bank term loan is outstanding, we must be in compliance with the senior secured leverage ratio (as defined in our credit agreement). These covenant restrictions may limit our ability to make acquisitions. Any acquisition may involve potential risks to us and ultimately to our unitholders, including:

an increase in our indebtedness;

an increase in our working capital requirements;

an inability to integrate the operations of the acquired business;

an inability to successfully expand our operations into new territories;

the diversion of management's attention from other business concerns;

an excess of customer loss or loss of key employees from the acquired business;

loss of key employees from the acquired business; and

the assumption of additional liabilities including environmental liabilities.

In addition, acquisitions may be dilutive to earnings and distributions to unitholders, and any additional debt incurred to finance acquisitions may, among other things, affect our ability to make distributions to our unitholders.

High product prices can lead to customer conservation and attrition, resulting in reduced demand for our products.

Prices for our products are subject to volatile fluctuations in response to changes in supply and other market conditions. During periods of high product costs our prices generally increase. High prices can lead to customer conservation and attrition, resulting in reduced demand for our products.

Table of Contents

A significant portion of our home heating oil volume is sold to price-protected customers (ceiling and fixed) and our gross margins could be adversely affected if we are not able to effectively hedge against fluctuations in the volume and cost of product sold to these customers.

A significant portion of our home heating oil volume is sold to individual customers under an arrangement pre-establishing the ceiling sales price or a fixed price of home heating oil over a fixed period. When the customer makes a purchase commitment for the next period we currently purchase option contracts, swaps and futures contracts for a substantial majority of the heating oil that we expect to sell to these price-protected customers. The amount of home heating oil volume that we hedge per price-protected customer is based upon the estimated fuel consumption per average customer, per month. If the actual usage exceeds the amount of the hedged volume on a monthly basis, we could be required to obtain additional volume at unfavorable margins. In addition, should actual usage in any month be less than the hedged volume, (including, for example, as a result of early terminations by fixed price customers) our hedging losses could be greater. Currently, we have elected not to designate our derivative instruments as hedging instruments under FASB ASC 815-10-05 Derivatives and Hedging, and the change in fair value of the derivative instruments is recognized in our statement of operations. Therefore, we experience volatility in earnings as these currently outstanding derivative contracts are marked to market and non-cash gains or losses are recorded in the statement of operations.

Our risk management policies cannot eliminate all commodity risk, basis risk, or the impact of adverse market conditions which can adversely affect our financial condition, results of operations and cash available for distribution to our unitholders. In addition, any noncompliance with our risk management policies could result in significant financial losses.

While our hedging policies are designed to minimize commodity risk, some degree of exposure to unforeseen fluctuations in market conditions remains. For example, we change our hedged position daily in response to movements in our inventory. Any difference between the estimated future sales from inventory and actual sales will create a mismatch between the amount of inventory and the hedges against that inventory, and thus change the commodity risk position that we are trying to maintain. Also, significant increases in the costs of the products we sell can materially increase our costs to carry inventory. We use our revolving credit facility as our primary source of financing to carry inventory and may be limited on the amounts we can borrow to carry inventory. Basis risk describes the inherent market price risk created when a commodity of certain grade or location is purchased, sold or exchanged as compared to a purchase, sale or exchange of a like commodity at a different time or place. Transportation costs and timing differentials are components of basis risk. For example, we use the NYMEX to hedge our commodity risk with respect to pricing of energy products traded on the NYMEX. Physical deliveries under NYMEX contracts are made in New York Harbor. To the extent we take deliveries in other ports, such as Boston Harbor, we may have basis risk. In a backward market (when prices for future deliveries are lower than current prices), basis risk is created with respect to timing. In these instances, physical inventory generally loses value as basis declines over time. Basis risk cannot be entirely eliminated, and basis exposure, particularly in backward or other adverse market conditions, can adversely affect our financial condition, results of operations and cash available for distribution to our unitholders.

We monitor processes and procedures to reduce the risk of unauthorized trading and to maintain substantial balance between purchases and sales or future delivery obligations. We can provide no assurance, however, that these steps will detect and/or prevent all violations of such risk management policies and procedures, particularly if deception or other intentional misconduct is involved.

Since weather conditions may adversely affect the demand for home heating oil and propane, our business, operating results and financial condition are vulnerable to warm winters.

Weather conditions in the Northeast and Mid-Atlantic regions in which we operate have a significant impact on the demand for home heating oil and propane because our customers depend on this product principally for space heating purposes. As a result, weather conditions may materially adversely impact our business, operating results and financial condition. During the peak-heating season of October through March, sales of home heating oil and propane historically have represented approximately 80% of our annual oil volume. Actual weather conditions can vary substantially from year to year or from month to month, significantly affecting our financial performance. Warmer than normal temperatures in one or more regions in which we operate can significantly decrease the total volume we sell and the gross profit realized and, consequently, our results of operations. In fiscal years 2016, 2012 and 2002 temperatures were significantly warmer than normal for the areas in which we sell our products, which adversely affected the amount of net income, EBITDA and Adjusted EBITDA that we generated during these periods.

To partially mitigate the adverse effect of warm weather on cash flows, we have used weather hedge contracts for a number of years. In general, such weather hedge contracts provide that we are entitled to receive a specific payment per heating degree-day shortfall, when the total number of heating degree-days in the hedge period is less than approximately 92.5% of the ten year average (the Payment Threshold). The hedge generally covers the period from November 1, through March 31, of a fiscal year taken as a whole, and has a maximum payout amount. For example, temperatures in fiscal years 2016 and 2012, taken as a whole met the Payment Threshold, and the heating degree-day shortfall during these periods resulted in our receiving the full \$12.5 million payout, which was recorded as a reduction of expenses in the line item delivery and branch expenses in the statements of operations.

Table of Contents

For fiscal year 2017 and 2018 we have a weather hedge contract with Swiss Re under which we are entitled to receive a payment of \$35,000 per heating degree-day shortfall, when the total number of heating degree-days in the hedge period is less than approximately 92.5% of the ten year average, the Payment Threshold. The hedge covers the period from November 1, through March 31, taken as a whole, for each respective fiscal year, and has a maximum payout of \$12.5 million for each respective fiscal year. However, there can be no assurance that such weather hedge contract would fully or substantially offset the adverse effects of warmer weather on our business and operating results during such period.

Failure to effectively estimate employer-sponsored health insurance premiums and incremental costs due to the Affordable Healthcare Act could materially and adversely affect the Company's financial condition, results of operations, and cash flows.

In March 2010, the United States federal government enacted comprehensive health care reform legislation, which, among other things, includes guaranteed coverage requirements, eliminates pre-existing condition exclusions and annual and lifetime maximum limits, restricts the extent to which policies can be rescinded, and imposes new taxes on health insurers, self-insured companies, and health care benefits. The legislation imposes implementation effective dates that began in 2010 and extend through 2020 with many of the changes requiring additional guidance from federal agencies and regulations. Possible adverse effects could include increased costs, exposure to expanded liability, and requirements for us to revise the ways in which healthcare and other benefits are provided to employees. Such future higher costs could have a material adverse effect on our financial condition, results of operations, and cash flows.

Our obligation to fund multi-employer pension plans to which we contribute may have an adverse impact on us.

We participate in a number of multi-employer pension plans for current and former union employees covered under collective bargaining agreements. The risks of participating in multi-employer plans are different from single-employer plans in that assets contributed are pooled and may be used to provide benefits to current and former employees of other participating employers. Several factors could require us to make significantly higher future contributions to these plans, including the funding status of the plan, unfavorable investment performance, insolvency or withdrawal of participating employers, changes in demographics and increased benefits to participants. Several of these multi-employer plans to which we contribute are underfunded, meaning that the value of such plans' assets are less than the actuarial value of the plans' benefit obligations.

We may be subject to additional liabilities imposed by law as a result of our participation in multi-employer defined benefit pension plans. Various Federal laws impose certain liabilities upon an employer who is a contributor to a multi-employer pension plan if the employer withdraws from the plan or the plan is terminated or experiences a mass withdrawal, potentially including an allocable share of the unfunded vested benefits in the plan for all plan participants, not just our retirees. Accordingly, we could be assessed our share of unfunded liabilities should we terminate participation in these plans, or should there be a mass withdrawal from these plans, or if the plans become insolvent or otherwise terminate.

While we currently have no intention of permanently terminating our participation in or otherwise withdrawing from any underfunded multi-employer pension plan, there can be no assurance that we will not be required to record material withdrawal liabilities or be required to make material cash contributions in the future to one or more underfunded plans, whether as a result of withdrawing from a plan, or of agreeing to any alternate funding option, or due to any of the other risks associated with being a participating employer in an underfunded plan. Any of these events could negatively impact our liquidity and financial results.

We rely on the continued solvency of our derivatives, insurance and weather hedge counterparties.

If counterparties to the derivative instruments that we use to hedge the cost of home heating oil sold to price-protected customers, physical inventory and our vehicle fuel costs were to fail, our liquidity, operating results and financial condition could be materially adversely impacted, as we would be obligated to fulfill our operational requirement of purchasing, storing and selling home heating oil and vehicle fuel, while losing the mitigating benefits of economic hedges with a failed counterparty. If one of our insurance carriers were to fail, our liquidity, results of operations and financial condition could be materially adversely impacted, as we would have to fund any catastrophic loss. If our weather hedge counterparty were to fail, we would lose the protection of our weather hedge contract. Currently, we have outstanding derivative instruments with the following counterparties: Bank of America, N.A., Bank of Montreal, Cargill, Inc., Citibank, N.A., JPMorgan Chase Bank, N.A., Key Bank, N.A., Munich Re Trading LLC, Regions Financial Corporation, Societe Generale, and Wells Fargo Bank, N.A. Our primary insurance carriers are American International Group, Federated Mutual Insurance Company, our captive insurance subsidiary, Woodbury Insurance Co., Inc., and our weather hedge counterparties which are subsidiaries of Swiss Re.

Table of Contents

Our operating results are subject to seasonal fluctuations.

Our operating results are subject to seasonal fluctuations since the demand for home heating oil and propane is greater during the first and second fiscal quarter of our fiscal year, which is the peak heating season. The seasonal nature of our business has resulted on average in the last five years in the sale of approximately 30% of our volume of home heating oil and propane in the first fiscal quarter and 50% of our volume in the second fiscal quarter of each fiscal year. As a result, we generally realize net income in our first and second fiscal quarters and net losses during our third and fourth fiscal quarters and we expect that the negative impact of seasonality on our third and fourth fiscal quarter operating results will continue. Thus any material reduction in the profitability of the first and second quarters for any reason, including warmer than normal weather, generally cannot be made up by any significant profitability improvements in the results of the third and fourth quarters.

Our substantial debt and other financial obligations could impair our financial condition and our ability to obtain additional financing and have a material adverse effect on us if we fail to meet our financial and other obligations.

At September 30, 2016, we had outstanding under our credit agreement a \$92.5 million term loan due July 2020. In addition, under the revolver portion of our credit agreement which expires in July 2020, we had no borrowings, but \$50.6 million of letters of credit were issued, \$0.3 million of hedge positions were secured, and availability was \$163.4 million. During the last three fiscal years we have utilized as much as \$253.8 million of our credit agreement in borrowings, letters of credit and hedging reserve. Our substantial indebtedness and other financial obligations could:

impair our ability to obtain additional financing in the future for working capital, capital expenditures, acquisitions, unit repurchases or general partnership purposes;

have a material adverse effect on us if we fail to comply with financial and affirmative and restrictive covenants in our debt agreements and an event of default occurs that is not cured or waived;

require us to dedicate a substantial portion of our cash flow for principal and interest payments on our indebtedness and other financial obligations, thereby reducing the availability of our cash flow to fund working capital and capital expenditures;

expose us to interest rate risk because certain of our borrowings are at variable rates of interest;

limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate; and

place us at a competitive disadvantage compared to our competitors that have proportionally less debt. If we are unable to meet our debt service obligations and other financial obligations, we could be forced to restructure or refinance our indebtedness and other financial transactions, seek additional equity capital or sell our assets. We

might then be unable to obtain such financing or capital or sell our assets on satisfactory terms, if at all.

Increases in wholesale product costs may have adverse effects on our business, financial condition and results of operations.

Increases in wholesale product costs may have adverse effects on our business, financial condition and results of operations, including the following:

customer conservation or attrition due to customers converting to lower cost heating products or suppliers;

reduced liquidity as a result of higher receivables, and/or inventory balances as we must fund a portion of any increase in receivables, inventory and hedging costs from our own resources, thereby tying up funds that would otherwise be available for other purposes;

higher bad debt expense and credit card processing costs as a result of higher selling prices;

higher interest expense as a result of increased working capital borrowing to finance higher receivables and/or inventory balances; and

higher vehicle fuel costs.

Table of Contents

Volatility in wholesale energy costs may adversely affect our liquidity.

Our business requires a significant amount of working capital to finance accounts receivable and inventory during the heating season. Under our revolving credit facility, we may borrow up to \$300 million, which increases to \$450 million during the peak winter months from December through April of each fiscal year. We are obligated to meet certain financial covenants under our credit agreement, including the requirement to maintain at all times either excess availability (borrowing base less amounts borrowed and letters of credit issued) of 12.5% of the revolving credit commitment then in effect or a fixed charge coverage ratio (as defined in our credit agreement) of not less than 1.1. In addition, as long as our term loan is outstanding, our senior secured leverage ratio cannot at any time be more than 3.0 as calculated during the quarters ending June or September, and cannot at any time be more than 4.5 as calculated during the quarters ending December or March.

If increases in wholesale product costs cause our working capital requirements to exceed the amounts available under our revolving credit facility or should we fail to maintain the required availability or fixed charge coverage ratio, we would not have sufficient working capital to operate our business, which could have a material adverse effect on our financial condition and results of operations.

We purchase synthetic call options from and enter into forward swaps with members of our lending group to manage market risk associated with our commitments to our customers, our physical inventory and fuel we use for our vehicles. These institutions have not required an initial cash margin deposit or any mark to market maintenance margin for these derivatives. Any mark to market exposure reduces our borrowing base and can thus reduce the amount available to us under our credit agreement. The highest mark to market reserve against our borrowing base for these derivative instruments with our lending group was \$25.2 million, \$28.9 million, and \$14.9 million, during fiscal years 2016, 2015, and 2014, respectively.

We also purchase call options to hedge the price of the products to be sold to our price-protected customers which usually require us to pay an upfront cash payment. This reduces our liquidity, as we must pay for the option before any sales are made to the customer. We also purchase synthetic call options which require us to pay for these options as they expire.

For certain of our supply contracts, we are required to establish the purchase price in advance of receiving the physical product. This occurs at the end of the month and is usually 20 days prior to receipt of the product. We use futures contracts or swaps to short the purchase commitment such that the commitment floats with the market. As a result, any upward movement in the market for home heating oil would reduce our liquidity, as we would be required to post additional cash collateral for a futures contract or our availability to borrow under our credit agreement would be reduced in the case of a swap.

At December 31, 2016, we expect to have approximately 30 million gallons of priced purchase commitments and physical inventory hedged with a futures contract or swap. If the wholesale price of heating oil increased \$1.00 per gallon, our near term liquidity in December would be reduced by \$30 million.

At September 30, 2016, we had approximately 138,000 customers, or 37% of our residential customer base, on the balanced payment plan in which a customer's estimated annual oil purchases and service contract fees are paid for in a series of equal monthly payments. Volatility in wholesale prices could reduce our liquidity if we failed to recalculate the balanced payments on a timely basis or if customers resist higher balanced payments. These customers could possibly owe us more in the future than we had budgeted. Generally, customer credit balances are at their low point after the end of the heating season and at their peak prior to the beginning of the heating season.

Sudden and sharp oil price increases that cannot be passed on to customers may adversely affect our operating results.

Our industry is a margin-based business in which gross profit depends on the excess of sales prices per gallon over supply costs per gallon. Consequently, our profitability is sensitive to changes in the wholesale product cost caused by changes in supply or other market conditions. These factors are beyond our control and thus, when there are sudden and sharp increases in the wholesale cost of home heating oil, we may not be able to pass on these increases to customers through increased retail sales prices. In an effort to retain existing accounts and attract new customers we may offer discounts, which will impact the net per gallon gross margin realized.

Table of Contents

Significant declines in the wholesale price of home heating oil may cause price-protected customers to renegotiate or terminate their arrangements which may adversely impact our gross profit and operating results.

When the wholesale price of home heating oil declines significantly after a customer enters into a price protection arrangement, some customers attempt to renegotiate their arrangement in order to enter into a lower cost pricing plan with us or terminate their arrangement and switch to a competitor. As a result of significant decreases in the price of home heating oil following the summer of 2008, many price-protected customers attempted to renegotiate their agreements with us in fiscal 2009. It is our policy to bill a termination fee when customers terminate their arrangement with us. We believe that approximately 10,000 customers terminated their relationship with us as a result of being billed the termination fee in fiscal 2009. Under our current price-protected programs, approximately 40.8% and 4.6% of our residential customers are respectively categorized as being either ceiling or fixed.

Economic conditions could adversely affect our results of operations and financial condition.

Uncertainty about economic conditions poses a risk as our customers may reduce or postpone spending in response to tighter credit, negative financial news and/or declines in income or asset values, which could have a material negative effect on the demand for our equipment and services and could lead to increased conservation, as we have seen certain of our customers seek lower cost providers. Any increase in existing customers or potential new customers seeking lower cost providers and/or increase in our rejection rate of potential accounts because of credit considerations could increase our overall rate of net customer attrition. In addition, we could experience an increase in bad debts from financially distressed customers, which would have a negative effect on our liquidity, results of operations and financial condition.

We are subject to operating and litigation risks that could adversely affect our operating results whether or not covered by insurance.

Our operations are subject to all operating hazards and risks normally incidental to handling, storing, transporting and otherwise providing customers with our products such as natural disasters, adverse weather, accidents, fires, explosions, hazardous materials releases, mechanical failures and other events beyond our control. If any of these events were to occur, we could incur substantial losses because of personal injury or loss of life, severe damage to and destruction of property and equipment, and pollution or other environmental damage resulting in curtailment or suspension of our related operations. As a result, we may be a defendant in legal proceedings and litigation arising in the ordinary course of business. The Partnership records a liability when it is probable that a loss has been incurred and the amount is reasonably estimable.

As we self-insure workers' compensation, automobile and general liability claims up to pre-established limits, we establish reserves based upon expectations as to what our ultimate liability will be for claims based on our historical factors. We evaluate on an annual basis the potential for changes in loss estimates with the support of qualified actuaries. As of September 30, 2016, we had approximately \$64.1 million of net insurance reserves and had issued \$44.8 million in letters of credit for current and future claims. Other than matters for which we self-insure, we maintain insurance policies with insurers in amounts and with coverage and deductibles that we believe are reasonable and prudent.

However, there can be no assurance that the ultimate settlement of these claims will not differ materially from the assumptions used to calculate the reserves or that the insurance we maintain will be adequate to protect us from all material expenses related to potential future claims for remediation costs and personal and property damage or that these levels of insurance will be available in the future at economical prices, either of which could have a material

effect on our results of operations. Further, certain types of claims may be excluded from our insurance coverage. If we were to incur substantial liability and the damages are not covered by insurance or are in excess of policy limits, or if we incur liability at a time when we are not able to obtain liability insurance, then our business, results of operations and financial condition could be materially adversely affected.

Our captive insurance company may not bring the benefits we expect.

Beginning October 1, 2016, we have elected to insure through a wholly-owned captive insurance company, Woodbury Insurance Co., Inc., certain self insured or deductible amounts. We continue to maintain our normal, historical, insurance policies with a third party insurer. In addition to certain business and operating benefits of having a captive insurance company, Star Gas expects to receive certain cash flow benefits related to the timing of the tax deduction related to these claims. Such expected cash tax timing benefits related to coverage provided by Woodbury Insurance Co., Inc. may not materialize, or any cash tax savings may not be as much as anticipated.

Table of Contents

Our results of operations and financial condition may be adversely affected by governmental regulation and associated environmental and regulatory costs.

Our business is subject to a wide range of federal, state and local laws and regulations related to environmental and other matters. Such laws and regulations have become increasingly stringent over time. Some state and local governments have enacted or are attempting to enact regulations and incentive programs encouraging the phase-out of the products that we sell in favor of other types of fuels, such as natural gas. We may experience increased costs due to stricter pollution control requirements or liabilities resulting from noncompliance with operating or other regulatory permits. New regulations might adversely impact operations, including those relating to underground storage, transportation and delivery of the products that we sell. In addition, there are environmental risks inherently associated with home heating oil operations, such as the risks of accidental releases or spills. We have incurred and continue to incur costs to remediate soil and groundwater contamination at some of our locations. We cannot be sure that we have identified all such contamination, that we know the full extent of our obligations with respect to contamination of which we are aware, or that we will not become responsible for additional contamination not yet discovered. It is possible that material costs and liabilities will be incurred, including those relating to claims for damages to property and persons.

In addition, our financial condition, results of operations and ability to pay distributions to our unitholders may be negatively impacted by significant changes in federal and state tax law. For example, an increase in federal and state income tax rates will reduce the amount of cash to pay distributions.

There is increasing attention in the United States and worldwide concerning the issue of climate change and the effect of emissions of greenhouse gases (GHG), in particular from the combustion of fossil fuels. Federal, regional and state regulatory authorities in many jurisdictions have begun taking steps to regulate GHG emissions. For example in October 2015, the United States Environmental Protection Agency (EPA) issued its final Clean Power Plan for regulation of GHG emissions. Under the Clean Power Plan, the EPA will set state-specific goals for GHG emissions reductions, leaving the states with flexibility to determine how to achieve such goals. The Clean Power Plan is currently the subject of multiple judicial challenges and it is unclear what, if any, effect the results of the 2016 elections will have on the Clean Power Plan. But even if the Clean Power Plan is ultimately upheld by the courts, it is too early to predict how the states where we operate or from which we obtain our products will elect to control GHG emissions. Further, irrespective of federal legislation and regulation, individual states or cities may enact laws and regulations controlling GHG emissions. It is likely that any regulatory program that caps emissions or imposes a carbon tax will increase costs for us and our customers, which could lead to increased conservation or customers seeking lower cost alternatives. We cannot yet estimate the compliance costs or business impact of potential national, regional or state greenhouse gas emissions reduction legislation, regulations or initiatives, since many such programs and proposals are still in development.

Our operations would be adversely affected if service at our third-party terminals or on the common carrier pipelines used is interrupted.

The products that we sell are transported in either barge, pipeline or in truckload quantities to third-party terminals where we have contracts to temporarily store our products. Any significant interruption in the service of these third-party terminals or on the common carrier pipelines used would adversely affect our ability to obtain product.

The risk of global terrorism and political unrest may adversely affect the economy and the price and availability of the products that we sell and have a material adverse effect on our business, financial condition and results of operations.

Terrorist attacks and political unrest may adversely impact the price and availability of the products that we sell, our results of operations, our ability to raise capital and our future growth. The impact that the foregoing may have on our industry in general, and on our business in particular, is not known at this time. An act of terror could result in disruptions of crude oil supplies, markets and facilities, and the source of the products that we sell could be direct or indirect targets. Terrorist activity may also hinder our ability to transport our products if our normal means of transportation become damaged as a result of an attack. Instability in the financial markets as a result of terrorism could also affect our ability to raise capital. Terrorist activity could likely lead to increased volatility in the prices of our products.

The impact of hurricanes and other natural disasters could cause disruptions in supply and could also reduce the demand for the products that we sell, which would have a material adverse effect on our business, financial condition and results of operations.

Hurricanes and other natural disasters may cause disruptions in the supply chains for the products that we sell. Disruptions in supply could have a material adverse effect on our business, financial condition and results of operations, causing an increase in wholesale prices and a decrease in supply. Hurricanes and other natural disasters could also cause disruptions in the power grid, which could prevent our customers from operating their home heating oil systems, thereby reducing our sales. For example, on October 29, 2012, storm Sandy made landfall in our service area, resulting in widespread power outages that affected a number of our customers. Deliveries of home heating oil and propane were less than expected for certain of our customers who were without power for several weeks subsequent to storm Sandy.

Table of Contents

We depend on the use of information technology systems that could fail or be the target of cyber-attacks.

Our systems and networks are maintained internally and by third-party vendors, and their failure could significantly impede operations. In addition, our systems and networks, as well as those of our vendors, banks and counterparties, may receive and store personal/business information in connection with human resources operations, customer offerings, and other aspects of our business. A cyber-attack or material network breach in the security of these systems could include the theft of proprietary information or employee and customer information, as well as disrupt our operations or damage our facilities or those of third parties. This could have a material adverse effect on our revenues and increase our operating and capital costs, which could reduce the amount of cash otherwise available for distribution. To the extent that any disruption or security breach results in a loss or damage to the Partnership's data, or an inappropriate disclosure of confidential or customer or employee information, it could cause significant damage to the Partnership's reputation, affect relationships with its customers and employees, lead to claims against the Partnership, and ultimately harm our business. In addition, we may be required to incur additional costs to modify, remediate and protect against damage caused by these disruptions or security breaches in the future.

If we fail to maintain an effective system of internal controls, then we may not be able to accurately report our financial results or prevent fraud. As a result, current and potential unitholders could lose confidence in our financial reporting, which would harm our business and the trading price of our common units.

Effective internal controls are necessary for us to provide reliable financial reports, prevent fraud and operate successfully as a public company. In connection with management's assessment of the effectiveness of internal control over financial reporting during the fourth quarter of fiscal 2014, management identified certain deficiencies which it concluded constituted a material weakness in our internal control related to financial reporting as of June 30, 2014 and as of the end of certain prior fiscal periods. In response, management implemented several processes to remediate the material weakness in our internal control over financial reporting and the ineffectiveness of its disclosure controls and procedures. We may experience difficulties in implementing effective internal controls as part of our integration of acquisitions from private companies, which are not subject to the internal control requirements imposed on public companies. If we are unable to maintain adequate controls over our financial processes and reporting in the future or if the businesses we acquire have ineffective internal controls, our operating results could be harmed or we may fail to meet our reporting obligations. Ineffective internal controls over financial reporting could cause our unitholders to lose confidence in our reported financial information, which would likely have a negative effect on the trading price of our common units.

Conflicts of interest have arisen and could arise in the future.

Conflicts of interest have arisen and could arise in the future as a result of relationships between the general partner and its affiliates, on the one hand, and us or any of our limited partners and noteholders, on the other hand. As a result of these conflicts the general partner may favor its own interests and those of its affiliates over the interests of the unitholders and noteholders. The nature of these conflicts is ongoing and includes the following considerations:

The general partner's affiliates are not prohibited from engaging in other business or activities, including direct competition with us.

The general partner determines the amount and timing of asset purchases and sales, capital expenditures, borrowings and reserves, each of which can impact the amount of cash, if any, available for distribution to

unitholders, and available to pay principal and interest on debt and the amount of incentive distributions payable in respect of the general partner units.

The general partner controls the enforcement of obligations owed to us by the general partner.

The general partner decides whether to retain its counsel or engage separate counsel to perform services for us.

In some instances the general partner may borrow funds in order to permit the payment of distributions to unitholders.

The general partner may limit its liability and reduce its fiduciary duties, while also restricting the remedies available to unitholders for actions that might, without limitations, constitute breaches of fiduciary duty.

Unitholders are deemed to have consented to some actions and conflicts of interest that might otherwise be deemed a breach of fiduciary or other duties under applicable state law.

The general partner is allowed to take into account the interests of parties in addition to the Partnership in resolving conflicts of interest, thereby limiting its fiduciary duty to the unitholders.

The general partner determines whether to issue additional units or other of our securities.

The general partner determines which costs are reimbursable by us.

The general partner is not restricted from causing us to pay the general partner or its affiliates for any services rendered on terms that are fair and reasonable to us or entering into additional contractual arrangements with any of these entities on our behalf.

Table of Contents

A substantial portion of our workforce is unionized, and we may face labor actions that could disrupt our operations or lead to higher labor costs and adversely affect our business.

As of September 30, 2016, approximately 41% of our employees were covered under 57 different collective bargaining agreements. As a result, we are usually involved in union negotiations with several local bargaining units at any given time. There can be no assurance that we will be able to negotiate the terms of any expired or expiring agreement on terms satisfactory to us. Although we consider our relations with our employees to be generally satisfactory, we may experience strikes, work stoppages or slowdowns in the future. If our unionized workers were to engage in a strike, work stoppage or other slowdown, we could experience a significant disruption of our operations, which could have a material adverse effect on our business, results of operations and financial condition. Moreover, our non-union employees may become subject to labor organizing efforts. If any of our current non-union facilities were to unionize, we could incur increased risk of work stoppages and potentially higher labor costs.

Cash distributions (if any) are not guaranteed and may fluctuate with performance and reserve requirements.

Distributions of available cash by us to unitholders will depend on the amount of cash generated, and distributions may fluctuate based on our performance. The actual amount of cash that is available will depend upon numerous factors, including:

profitability of operations,

required principal and interest payments on debt or debt prepayments,

debt covenants,

margin account requirements,

cost of acquisitions,

issuance of debt and equity securities,

fluctuations in working capital,

capital expenditures,

units repurchased,

adjustments in reserves,

prevailing economic conditions,

financial, business and other factors,

increased pension funding requirements, and

the amount of cash taxes we have to pay in Federal, State and local corporate income and franchise taxes. Our credit agreement imposes restrictions on our ability to pay distributions to unitholders, including the need to maintain certain covenants. (See the third amended and restated credit facility agreement and Note 11 of the Notes to the Consolidated Financial Statements - Long-Term Debt and Bank Facility Borrowings)

Unitholders have in the past and may in the future have to report income for Federal income tax purposes on their investment in us without receiving any cash distributions from us.

We are a master limited partnership. Currently, our main asset and source of income is our 100% ownership interest in Star Acquisitions, Inc. (Star Acquisitions), which is the parent company of Petro Holdings, Inc. Our unitholders do not receive any of the tax benefits normally associated with owning units in a publicly traded partnership, as any cash coming from Star Acquisitions to us will generally have been taxed first at a corporate level and then may also be taxable to our unitholders as dividends, reported via annual Forms K-1. We expect that a unitholder will be allocated taxable income (generally dividend income from Star Acquisitions) regardless of whether a cash distribution has been paid. Our unitholders are required to report for Federal income tax purposes their allocable share of our income, gains, losses, deductions and credits, regardless of whether we make cash distributions. For example, our unitholders may receive dividend income for cash dividends received by Star Gas Partners from Star Acquisitions that are then used by Star Gas Partners to repurchase its units.

Table of Contents

We are not required to accumulate cash for the purpose of meeting our future obligations to our lenders, which may limit the cash available to service the final payment due on the term loan outstanding under our credit agreement.

Subject to the limitations on restricted payments that are contained in our credit agreement, we are not required to accumulate cash for the purpose of meeting our future obligations to our lenders. As a result, we may be required to refinance the final payment of our term loan. Our ability to refinance the term loan will depend upon our future results of operation and financial condition as well as developments in the capital markets. Our general partner will determine the future use of our cash resources and has broad discretion in determining such uses and in establishing reserves for such uses, which may include but are not limited to:

complying with the terms of any of our agreements or obligations;

providing for distributions of cash to our unitholders in accordance with the requirements of our Partnership Agreement;

providing for future capital expenditures and other payments deemed by our general partner to be necessary or advisable, including to make acquisitions; and

repurchasing common units.

Depending on the timing and amount of our use of cash, this could significantly reduce the cash available to us in subsequent periods to make payments on borrowings under our credit agreement.

Restrictive covenants in our credit agreement may reduce our operating flexibility.

Our credit agreement contains various covenants that limit our ability and the ability of our subsidiaries to, among other things:

incur indebtedness;

make distributions to our unitholders;

purchase or redeem our outstanding equity interests or subordinated indebtedness;

make investments;

create liens;

sell assets;

engage in transactions with affiliates;

restrict the ability of our subsidiaries to make payments, loans, guarantees and transfers of assets or interests in assets;

engage in sale-leaseback transactions;

effect a merger or consolidation with or into other companies, a sale of all or substantially all of our properties or assets; and

engage in other lines of business.

These restrictions could limit our ability to obtain future financings, make capital expenditures, withstand a future downturn in our business or the economy in general, conduct operations or otherwise take advantage of business opportunities that may arise. Our credit agreement also requires us to maintain specified financial ratios and satisfy other financial conditions. Our ability to meet those financial ratios and conditions can be affected by events beyond their control, such as weather conditions and general economic conditions. Accordingly, we may be unable to meet those ratios and conditions.

Any breach of any of these covenants, failure to meet any of these ratios or conditions, or occurrence of a change of control would result in a default under the terms of the relevant indebtedness or other financial obligations to become immediately due and payable. If we were unable to repay those amounts, the lenders could initiate a bankruptcy proceeding or liquidation proceeding or proceed against the collateral, if any. If the lenders of our indebtedness or other financial obligations accelerate the repayment of borrowings or other amounts owed, we may not have sufficient assets to repay our indebtedness or other financial obligations, including the notes.

Under our credit agreement, the occurrence of a change of control is considered a default. We may be unable to repay borrowings under our credit agreement if the indebtedness outstanding thereunder is accelerated following a change of control.

We may be unable to satisfy our obligations under our credit agreement unless we are able to refinance or obtain waivers under our other indebtedness. We may not have the financial resources to repay borrowings under our credit agreement.

Table of Contents

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 2. PROPERTIES

We provide services to our customers in the United States from seventeen states and the District of Columbia, ranging from Maine to Georgia from 43 principal operating locations and 73 depots, 42 of which are owned and 74 of which are leased. As of September 30, 2016, we had a fleet of 1,142 truck and transport vehicles, many of which were owned and 1,325 service vans, the majority of which were leased. We lease our corporate headquarters in Stamford, Connecticut. Our obligations under our credit agreement are secured by liens and mortgages on substantially all of the Partnership's and subsidiaries' real and personal property.

ITEM 3. LEGAL PROCEEDINGS LITIGATION

On February 18, 2016, a civil action was filed in the United States District Court, District of New Jersey, entitled *M. Norman Donnenfeld v. Petro Home Services, Petro Holdings Inc. and Petro, Inc.*, Civil Action Number 2:16-cv-00882 JMV-JBC, against Petro Home Services which is a brand name, Petro Holdings Inc. and Petro, Inc. Plaintiff alleges he did not receive expected contractual benefits under his protected price plan contract when oil prices fell and asserts various claims for relief including breach of contract, violation of the New York General Business Law and fraud. The Plaintiff also seeks to have a class certified of all customers of the defendants in the United States who entered into protected price plan contracts and were denied the same contractual benefits and to be appointed to represent them. No class has yet been certified in this action. The Plaintiff seeks compensatory, punitive and other damages in unspecified amounts. On May 9, 2016, the Partnership filed a motion to dismiss the complaint for lack of personal jurisdiction and failure to state a claim for relief and to strike the class action allegations. The motion was fully briefed and submitted to the court on July 12, 2016 and no decision has been issued yet. The Partnership believes the allegations lack merit and intends to vigorously defend the action; at this time we cannot assess the potential outcome or materiality of this matter.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

Table of Contents**PART II****ITEM 5. MARKET FOR REGISTRANT'S UNITS AND RELATED MATTERS**

The common units, representing limited partner interests in the Partnership, are listed and traded on the New York Stock Exchange, Inc. (NYSE) under the symbol SGU .

The following tables set forth the range of the daily high and low sales prices per common unit and the cash distributions declared on each unit for the periods indicated.

Quarter Ended	SGU Common Unit Price Range				Distributions Declared per Unit	
	High		Low		Fiscal Year 2016	Fiscal Year 2015
	Fiscal Year 2016	Fiscal Year 2015	Fiscal Year 2016	Fiscal Year 2015		
December 31,	\$ 8.82	\$ 6.69	\$ 6.77	\$ 5.36	\$ 0.0950	\$ 0.0875
March 31,	\$ 8.40	\$ 7.83	\$ 7.25	\$ 5.77	\$ 0.0950	\$ 0.0875
June 30,	\$ 9.00	\$ 9.11	\$ 8.10	\$ 7.00	\$ 0.1025	\$ 0.0950
September 30,	\$ 9.75	\$ 9.98	\$ 8.54	\$ 8.31	\$ 0.1025	\$ 0.0950

As of November 30, 2016, there were approximately 275 holders of record of common units.

There is no established public trading market for the Partnership's 0.3 million general partner units.

Partnership Distribution Provisions

We are required to make distributions in an amount equal to our Available Cash, as defined in our Partnership Agreement, no more than 45 days after the end of each fiscal quarter, to holders of record on the applicable record dates. Available Cash, as defined in our Partnership Agreement, generally means all cash on hand at the end of the relevant fiscal quarter less the amount of cash reserves established by the Board of Directors of our general partner in its reasonable discretion for future cash requirements. These reserves are established for the proper conduct of our business, including the payment of debt principal and interest, for minimum quarterly distributions during the next four quarters and to comply with applicable laws and the terms of any debt agreements or other agreement to which we are subject. The Board of Directors of our general partner reviews the level of Available Cash each quarter based upon information provided by management.

According to the terms of our Partnership Agreement, minimum quarterly distributions on the common units accrue at the rate of \$0.0675 per quarter (\$0.27 on an annual basis). The information concerning restrictions on distributions required by Item 5 of this report is incorporated by reference to Note 3. Quarterly Distribution of Available Cash, of the Partnership's consolidated financial statements. The credit agreement imposes certain restrictions on our ability to pay distributions to unitholders. In order to pay any distributions to unitholders or repurchase Common Units, the Partnership must maintain Availability (as defined in the third amended and restated credit facility agreement) of \$45 million, 15.0% of the facility size of \$300 million (assuming the non-seasonal aggregate commitment is in effect), on a historical pro forma and forward-looking basis, and a fixed charge coverage ratio of not less than 1.15 measured as of the date of repurchase. (See Note 11 of the Notes to the Consolidated Financial Statements Long-Term Debt and Bank Facility Borrowings).

On October 20, 2016, we declared a quarterly distribution of \$0.1025 per unit, or \$0.41 per unit on an annualized basis, on all Common Units with respect to the fourth quarter of fiscal 2016, payable on November 9, 2016, to holders of record on October 31, 2016. In accordance with our Partnership Agreement, the amount of distributions in excess of the minimum quarterly distribution of \$0.0675, are distributed 90% to Common Unit holders and 10% to the General Partner unit holders (until certain distribution levels are met), subject to the management incentive compensation plan. As a result, \$5.7 million was paid to the Common Unit holders, \$0.1 million to the General Partner unit holders (including \$0.1 million of incentive distribution as provided in our Partnership Agreement) and \$0.1 million to management pursuant to the management incentive compensation plan which provides for certain members of management to receive incentive distributions that would otherwise be payable to the General Partner.

Common Unit Repurchase Plans and Retirement

From July 21, 2009 (the start of the Plan I Common Units repurchase program) to November 30, 2016 (the current Plan III Common Units repurchase program in effect) the Partnership has repurchased and retired 19.9 million Common Units at an aggregate purchase price of \$95.9 million or an average price of \$4.82 per unit.

Table of Contents

In fiscal 2010, the Partnership concluded its Plan I Common Units repurchase program and retired all 7.5 million Common Units authorized for repurchase at an average price paid of \$4.04 per unit.

In fiscal 2012, the Partnership concluded its Plan II Common Units repurchase program and retired all 7.25 million Common Units authorized for repurchase at an average price paid of \$4.94 per unit.

In July 2012, the Board of Directors (the Board) of the general partner of the Partnership authorized the repurchase of up to 3.0 million of the Partnership's Common Units (Plan III). In July 2013, the Board authorized the repurchase of an additional 1.9 million Common Units under Plan III. The authorized Common Unit repurchases may be made from time-to-time in the open market, in privately negotiated transactions or in such other manner deemed appropriate by management. There is no guarantee of the exact number of units that will be purchased under the program and the Partnership may discontinue purchases at any time. The program does not have a time limit. The Board may also approve additional purchases of units from time to time in private transactions. The Partnership's repurchase activities take into account SEC safe harbor rules and guidance for issuer repurchases. All of the Common Units purchased in the repurchase program will be retired.

(in thousands, except per unit amounts)

Period	Total Number of Units Purchased (a)	Average Price Paid per Unit (b)	Maximum Number of Units that May Yet Be Purchased (c)
Plan III - Number of units authorized			4,894
Private transaction - Number of units authorized			2,450
			7,344
Plan III - Fiscal year 2012 total	22	\$ 4.26	2,978
Plan III - Fiscal year 2013 total (d)	3,284	\$ 4.63	2,738
Plan III - Fiscal year 2014 total	313	\$ 5.32	2,425
Plan III - Fiscal year 2015 total	123	\$ 5.64	2,302
Plan III - Fiscal year 2016 total (e)	1,395	\$ 8.62	2,207
Plan III - October 2016		\$	2,207
Plan III - November 2016		\$	2,207

(a) Units were repurchased as part of a publicly announced program, except as noted in a private transaction.

(b) Amounts include repurchase costs.

- (c) Number reflects what was authorized to yet be purchased as of the end of the respective period.
- (d) Fiscal year 2013 common unit repurchases include 1.15 million common units acquired in a private transaction.
- (e) Fiscal year 2016 common unit repurchases include 1.3 million common units acquired in a private transaction.

Table of Contents**ITEM 6. SELECTED HISTORICAL FINANCIAL AND OPERATING DATA**

The selected financial data as of September 30, 2016 and 2015, and for the years ended September 30, 2016, 2015 and 2014 is derived from the financial statements of the Partnership included elsewhere in this Report. The selected financial data as of September 30, 2014, 2013 and 2012 and for the years ended September 30, 2013 and 2012 is derived from financial statements of the Partnership not included in this Report. See Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

(in thousands, except per unit data)	Fiscal Years Ending September 30,				
	2016	2015	2014	2013	2012
Statement of Operations Data:					
Sales	\$ 1,161,338	\$ 1,674,291	\$ 1,961,724	\$ 1,741,796	\$ 1,497,588
Costs and expenses:					
Cost of sales	768,841	1,203,588	1,555,300	1,388,668	1,199,811
(Increase) decrease in the fair value of derivative instruments	(18,217)	4,187	6,566	6,775	(8,549)
Delivery and branch expenses	276,493	309,025	282,646	250,210	217,376
Depreciation and amortization expenses	26,530	24,930	21,635	17,303	16,395
General and administrative expenses	23,366	25,908	22,592	18,356	18,689
Multiemployer pension plan withdrawal charge		17,796			
Finance charge income	(3,079)	(4,756)	(6,870)	(5,521)	(4,393)
Operating income	87,404	93,613	79,855	66,005	58,259
Interest expense, net	7,485	14,059	16,854	14,433	14,060
Amortization of debt issuance costs	1,247	1,818	1,602	1,745	1,634
Loss on redemption of debt		7,345			
Income before income taxes	78,672	70,391	61,399	49,827	42,565
Income tax expense	33,738	32,835	25,315	19,921	16,576
Net income	\$ 44,934	\$ 37,556	\$ 36,084	\$ 29,906	\$ 25,989

Weighted average number of limited partner units:

Basic and diluted	57,022	57,285	57,476	59,409	61,931
-------------------	--------	--------	--------	--------	--------

(in thousands, except per unit data)	Fiscal Years Ended September 30,				
	2016	2015	2014	2013	2012
Per Unit Data:					
Basic and diluted net income per unit (a)	\$ 0.70	\$ 0.59	\$ 0.57	\$ 0.47	\$ 0.40

Edgar Filing: STAR GAS PARTNERS LP - Form 10-K

Cash distribution declared per common unit	\$ 0.395	\$ 0.365	\$ 0.340	\$ 0.320	\$ 0.310
Balance Sheet Data (end of period):					
Current assets	\$ 294,858	\$ 271,479	\$ 296,465	\$ 305,880	\$ 301,519
Total assets	\$ 692,970	\$ 685,508	\$ 685,107	\$ 632,504	\$ 639,347
Long-term debt	\$ 76,300	\$ 90,000	\$ 124,572	\$ 124,460	\$ 124,357
Partners Capital	\$ 301,493	\$ 289,886	\$ 273,245	\$ 259,281	\$ 260,145
Summary Cash Flow Data:					
Net cash provided by operating activities	\$ 101,957	\$ 136,853	\$ 95,155	\$ 18,492	\$ 105,828
Net cash used in investing activities	\$ (19,631)	\$ (30,385)	\$ (107,318)	\$ (6,960)	\$ (44,517)
Net cash used in financing activities	\$ (43,646)	\$ (54,959)	\$ (23,895)	\$ (34,566)	\$ (40,009)
Other Data:					
Earnings from continuing operations before net interest expense, income taxes, depreciation and amortization (EBITDA) (b)	\$ 113,934	\$ 111,198	\$ 101,490	\$ 83,308	\$ 74,654
Adjusted EBITDA (b)	\$ 95,717	\$ 140,526	\$ 108,056	\$ 90,083	\$ 66,105
Retail home heating oil and propane gallons sold	302,517	382,834	360,972	324,797	277,204
Temperatures (warmer) colder than normal (c)	(17.8)%	5.0%	4.9%	(4.1)%	(21.7)%

Table of Contents

- (a) Net income per unit is computed in accordance with FASB ASC 260-10-45-60 Earnings per Share, Master Limited Partnerships (EITF 03-06). See Note 17. Earnings Per Limited Partner Units, of the condensed consolidated financial statements.
- (b) EBITDA (Earnings from continuing operations before net interest expense, income taxes, depreciation and amortization) and Adjusted EBITDA (Earnings from continuing operations before net interest expense, income taxes, depreciation and amortization, (increase) decrease in the fair value of derivatives, multiemployer pension plan withdrawal charge, gain or loss on debt redemption, goodwill impairment, and other non-cash and non-operating charges) are non-GAAP financial measures that are used as supplemental financial measures by management and external users of our financial statements, such as investors, commercial banks and research analysts, to assess:

our compliance with certain financial covenants included in our debt agreements;

our financial performance without regard to financing methods, capital structure, income taxes or historical cost basis;

our operating performance and return on invested capital as compared to those of other companies in the retail distribution of refined petroleum products business, without regard to financing methods and capital structure;

our ability to generate cash sufficient to pay interest on our indebtedness and to make distributions to our partners; and

the viability of acquisitions and capital expenditure projects and the overall rates of return of alternative investment opportunities.

The method of calculating Adjusted EBITDA may not be consistent with that of other companies, and EBITDA and Adjusted EBITDA both have limitations as an analytical tool and so should not be viewed in isolation and should be viewed in conjunction with measurements that are computed in accordance with GAAP. Some of the limitations of EBITDA and Adjusted EBITDA are:

EBITDA and Adjusted EBITDA do not reflect our cash used for capital expenditures;

Although depreciation and amortization are non-cash charges, the assets being depreciated or amortized often will have to be replaced and EBITDA and Adjusted EBITDA do not reflect the cash requirements for such replacements;

EBITDA and Adjusted EBITDA do not reflect changes in, or cash requirements for, our working capital requirements;

Edgar Filing: STAR GAS PARTNERS LP - Form 10-K

EBITDA and Adjusted EBITDA do not reflect the cash necessary to make payments of interest or principal on our indebtedness; and

EBITDA and Adjusted EBITDA do not reflect the cash required to pay taxes.

EBITDA and Adjusted EBITDA are calculated for the fiscal years ended September 30 as follows:

(in thousands)	2016	2015	2014	2013	2012
Net income	\$ 44,934	\$ 37,556	\$ 36,084	\$ 29,906	\$ 25,989
Plus:					
Income tax expense	33,738	32,835	25,315	19,921	16,576
Amortization of debt issuance cost	1,247	1,818	1,602	1,745	1,634
Interest expense, net	7,485	14,059	16,854	14,433	14,060
Depreciation and amortization	26,530	24,930	21,635	17,303	16,395
EBITDA from continuing operations	113,934	111,198	101,490	83,308	74,654
(Increase)/decrease in the fair value of derivative instruments	(18,217)	4,187	6,566	6,775	(8,549)
Multiemployer pension plan withdrawal charge		17,796			
Loss on redemption of debt		7,345			
Adjusted EBITDA	95,717	140,526	108,056	90,083	66,105
<u>Add/(subtract)</u>					
Income tax expense	(33,738)	(32,835)	(25,315)	(19,921)	(16,576)
Interest expense, net	(7,485)	(14,059)	(16,854)	(14,433)	(14,060)
Multiemployer pension plan withdrawal charge		(17,796)			
(Recovery) provision for losses on accounts receivable	(639)	3,738	7,514	6,481	6,017
(Increase) decrease in accounts receivables	10,965	30,141	12,771	(14,074)	5,804
(Increase) decrease in inventories	9,979	4,326	14,057	(20,664)	34,335
Increase (decrease) in customer credit balances	6,490	3,992	(2,433)	(15,878)	11,952
Change in deferred taxes	9,670	(4,101)	658	1,676	12,913
Change in other operating assets and liabilities	10,998	22,921	(3,299)	5,222	(662)
Net cash provided by operating activities	\$ 101,957	\$ 136,853	\$ 95,155	\$ 18,492	\$ 105,828
Net cash used in investing activities	\$ (19,631)	\$ (30,385)	\$ (107,318)	\$ (6,960)	\$ (44,517)
Net cash used in financing activities	\$ (43,646)	\$ (54,959)	\$ (23,895)	\$ (34,566)	\$ (40,009)

(c) Temperatures (warmer) colder than normal are for those locations where the Partnership had existing operations, which we sometimes refer to as the base business (i.e. excluding acquisitions), temperatures (measured on a degree day basis) as reported by the National Oceanic and Atmospheric Administration (NOAA).

Table of Contents**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS****Statement Regarding Forward-Looking Disclosure**

This Annual Report on Form 10-K includes forward-looking statements which represent our expectations or beliefs concerning future events that involve risks and uncertainties, including those associated with the effect of weather conditions on our financial performance, the price and supply of the products that we sell, the consumption patterns of our customers, our ability to obtain satisfactory gross profit margins, our ability to obtain new customers and retain existing customers, our ability to make strategic acquisitions, the impact of litigation, our ability to contract for our current and future supply needs, natural gas conversions, future union relations and the outcome of current and future union negotiations, the impact of current and future governmental regulations, including environmental, health, and safety regulations, the ability to attract and retain employees, customer credit worthiness, counterparty credit worthiness, marketing plans, general economic conditions and new technology. All statements other than statements of historical facts included in this Report including, without limitation, the statements under Management's Discussion and Analysis of Financial Condition and Results of Operations and elsewhere herein, are forward-looking statements. Without limiting the foregoing, the words believe, anticipate, plan, expect, seek, estimate, and similar expressions are intended to identify forward-looking statements. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct and actual results may differ materially from those projected as a result of certain risks and uncertainties. These risks and uncertainties include, but are not limited to, those set forth in this Report under the headings Risk Factors and Business Strategy. Important factors that could cause actual results to differ materially from our expectations (Cautionary Statements) are disclosed in this Report. All subsequent written and oral forward-looking statements attributable to the Partnership or persons acting on its behalf are expressly qualified in their entirety by the Cautionary Statements. Unless otherwise required by law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise after the date of this Report.

Weather Hedge Contract

Weather conditions have a significant impact on the demand for home heating oil and propane because customers depend on these products principally for space heating purposes. Actual weather conditions may vary substantially from year to year, significantly affecting Star's financial performance. To partially mitigate the adverse effect of warm weather on cash flow, we have used weather hedging contracts for a number of years.

The Partnership has entered into weather hedge contracts for the fiscal years 2016, 2017 and 2018 with Swiss Re, under which Star is entitled to receive a payment of \$35,000 per heating degree-day shortfall if the total number of heating degree-days within the hedge period is less than approximately 92.5% of the ten year average (the Payment Threshold). The hedge period runs from November 1 through March 31, taken as a whole, for each respective fiscal year and has a maximum payout of \$12.5 million for each fiscal year. The hedge covers the period from November 1 through March 31 taken as a whole and has a maximum payout of \$12.5 million. During the first quarter of 2016, the Partnership recorded a credit of \$12.5 million under this contract that reduced delivery and branch expenses. This amount was collected in April 2016. The Partnership did not record any benefit under its weather hedge contract during fiscal years 2014 and 2015.

Per Gallon Gross Profit Margins

We believe home heating oil and propane margins should be evaluated on a cents per gallon basis, before the effects of increases or decreases in the fair value of derivative instruments (as we believe that realized per gallon margins should not include the impact of non-cash changes in the market value of hedges before the settlement of the

underlying transaction).

A significant portion of our home heating oil volume is sold to individual customers under an arrangement pre-establishing a ceiling price or fixed price for home heating oil over a fixed period of time, generally twelve to twenty-four months (price-protected customers). When these price-protected customers agree to purchase home heating oil from us for the next heating season, we purchase option contracts, swaps and futures contracts for a substantial majority of the heating oil that we expect to sell to these customers. The amount of home heating oil volume that we hedge per price-protected customer is based upon the estimated fuel consumption per average customer per month. In the event that the actual usage exceeds the amount of the hedged volume on a monthly basis, we may be required to obtain additional volume at unfavorable costs. In addition, should actual usage in any month be less than the hedged volume, our hedging costs and losses could be greater, thus reducing expected margins.

Table of Contents**Derivatives**

FASB ASC 815-10-05 Derivatives and Hedging requires that derivative instruments be recorded at fair value and included in the consolidated balance sheet as assets or liabilities. To the extent derivative instruments designated as cash flow hedges are effective, as defined under this guidance, changes in fair value are recognized in other comprehensive income until the forecasted hedged item is recognized in earnings. We have elected not to designate our derivative instruments as hedging instruments under this guidance and, as a result, the changes in fair value of the derivative instruments are recognized in our statement of operations. Therefore, we experience volatility in earnings as outstanding derivative instruments are marked to market and non-cash gains and losses are recorded prior to the sale of the commodity to the customer. The volatility in any given period related to unrealized non-cash gains or losses on derivative instruments can be significant to our overall results. However, we ultimately expect those gains and losses to be offset by the cost of product when purchased.

Income Taxes*Book Versus Tax Deductions*

The amount of cash flow that we generate in any given year depends upon a variety of factors including the amount of cash income taxes that our corporate subsidiaries are required to pay, which will increase as tax depreciation and amortization decreases. The amount of depreciation and amortization that we deduct for book (i.e., financial reporting) purposes will differ from the amount that our subsidiaries can deduct for tax purposes. The table below compares the estimated depreciation and amortization for book purposes to the amount that our subsidiaries expect to deduct for tax purposes based on currently owned assets. Our subsidiaries file their tax returns based on a calendar year. The amounts below are based on our September 30 fiscal year.

Estimated Depreciation and Amortization Expense

(In thousands) Fiscal Year	Book	Tax
2016	\$ 27,767	\$ 33,638
2017	26,412	26,210
2018	23,390	20,968
2019	21,223	17,499
2020	18,034	14,880
2021	13,656	12,951

Non-Deductible Partnership Expenses

The Partnership incurs certain expenses at the Partnership level that are not deductible for Federal or state income tax purposes by our corporate subsidiaries. As a result, our effective tax rate could differ from the statutory rate that would be applicable if such expenses were deductible.

Customer Attrition

We measure net customer attrition on an ongoing basis for our full service residential and commercial home heating oil and propane customers. Net customer attrition is the difference between gross customer losses and customers added through marketing efforts. Customers added through acquisitions are not included in the calculation of gross customer gains. However, additional customers that are obtained through marketing efforts or lost at newly acquired

businesses are included in these calculations. Customer attrition percentage calculations include customers added through acquisitions in the denominators of the calculations on a weighted average basis. Gross customer losses are the result of a number of factors, including price competition, move-outs, credit losses and conversion to natural gas. When a customer moves out of an existing home, we count the move out as a loss and, if we are successful in signing up the new homeowner, the move in is treated as a gain.

Table of ContentsGross customer gains and losses

	Fiscal Year Ended								
	2016			2015			2014		
	Gross Customer Gains	Losses	Net Gains / (Attrition)	Gross Customer Gains	Losses	Net Gains / (Attrition)	Gross Customer Gains	Losses	Net Gains / (Attrition)
First Quarter	22,800	24,200	(1,400)	27,400	23,100	4,300	25,700	22,700	3,000
Second Quarter	13,700	19,300	(5,600)	16,000	18,200	(2,200)	16,800	16,700	100
Third Quarter	7,400	14,100	(6,700)	7,400	14,000	(6,600)	8,100	14,100	(6,000)
Fourth Quarter	11,400	21,200	(9,800)	13,900	17,900	(4,000)	17,500	18,700	(1,200)
Total	55,300	78,800	(23,500)	64,700	73,200	(8,500)	68,100	72,200	(4,100)

Net customer gains (attrition) as a percentage of home heating oil and propane customer base

	Fiscal Year Ended								
	2016			2015			2014		
	Gross Customer Gains	Losses	Net Gains / (Attrition)	Gross Customer Gains	Losses	Net Gains / (Attrition)	Gross Customer Gains	Losses	Net Gains / (Attrition)
First Quarter	5.0%	5.3%	(0.3%)	6.2%	5.2%	1.0%	6.1%	5.3%	0.8%
Second Quarter	3.0%	4.2%	(1.2%)	3.6%	4.1%	(0.5%)	3.9%	3.9%	0.0%
Third Quarter	1.6%	3.1%	(1.5%)	1.7%	3.1%	(1.4%)	1.9%	3.3%	(1.4%)
Fourth Quarter	2.5%	4.6%	(2.1%)	3.1%	4.0%	(0.9%)	4.1%	4.4%	(0.3%)
Total	12.1%	17.2%	(5.1%)	14.6%	16.4%	(1.8%)	16.0%	16.9%	(0.9%)

During fiscal 2016, the Partnership lost 23,500 accounts (net), or 5.1%, of our home heating oil and propane customer base, compared to 8,500 accounts lost (net), or 1.8% of our home heating oil and propane customer base, during fiscal 2015. For fiscal 2016, our gross customer gains were 9,400 accounts less than the prior year's comparable period and our gross customer losses for fiscal 2016 were 5,600 accounts higher than fiscal 2015. We believe that gross customer gains in fiscal 2016 (and ability to attract new accounts in general) were impacted by the extremely warm weather since potential new accounts did not see a need for the higher level of service we can provide. We also believe that the precipitous drop in the wholesale cost of product over the last two fiscal years enabled competitors to lower their prices to levels which are not economically attractive for us. The increase in gross customer losses was due to customers leaving in search of lower prices, an increase in customers moving out of existing locations and the purging of certain customers that had switched their delivery classification from automatic to will call.

During fiscal 2015, the Partnership lost 8,500 accounts (net), or 1.8%, of our home heating oil and propane customer base, compared to 4,100 accounts lost (net), or 0.9% of our home heating oil and propane customer base, during fiscal 2014. The net attrition rates achieved in fiscal 2015 and fiscal 2014 were the lowest in the last five years. We believe that we benefitted from the effects of a declining cost of product as well as temperatures that were colder than normal

which favorably impacted the gross customer loss rate. Excluding the Griffith acquisition, gross customer gains were lower by 7,200 accounts and gross customer losses were lower by 3,200 accounts year-over-year. We believe the decline in home heating oil prices drove a reduction in marketing leads and resulted in lower gross customer gains as well as lower gross customer losses. During fiscal 2014, the Partnership's gross customer gains benefitted from operational difficulties of a few competitors.

During fiscal 2016, we estimate that we lost 1.3% of our home heating oil accounts to natural gas conversions versus 1.6% for fiscal 2015 and 2.2% for fiscal 2014. Losses to natural gas in our footprint for the heating oil industry could be greater or less than the Partnership's estimates. Conversions to natural gas may continue as it remains less expensive than home heating oil on an equivalent BTU basis.

Consolidated Results of Operations

The following is a discussion of the consolidated results of operations of the Partnership and its subsidiaries and should be read in conjunction with the historical financial and operating data and Notes thereto included elsewhere in this Annual Report.

Table of Contents**Fiscal Year Ended September 30, 2016****Compared to Fiscal Year Ended September 30, 2015****Volume**

For fiscal 2016, retail volume of home heating oil and propane sold decreased by 80.3 million gallons, or 21.0%, to 302.5 million gallons, compared to 382.8 million gallons for fiscal 2015. For those locations where the Partnership had existing operations during both periods, which we sometimes refer to as the base business (i.e., excluding acquisitions), temperatures (measured on a heating degree day basis) for fiscal 2016 were 21.6% warmer than fiscal 2015, and 17.8% warmer than normal, as reported by NOAA. For the twelve months ended September 30, 2016, net customer attrition for the base business was 5.3%. The impact of fuel conservation, along with any period-to-period differences in delivery scheduling, the timing of accounts added or lost during fiscal years, equipment efficiency, and other volume variances not otherwise described, are included in the chart below under the heading Other. An analysis of the change in the retail volume of home heating oil and propane, which is based on management's estimates, sampling, and other mathematical calculations and certain assumptions, is found below:

(in millions of gallons)	Heating Oil and Propane
Volume - Fiscal 2015	382.8
Acquisitions	15.0
Weather impact	(78.1)
Net customer attrition	(18.4)
Other	1.2
Change	(80.3)
Volume -Fiscal 2016	302.5

The following chart sets forth the percentage by volume of total home heating oil sold to residential variable-price customers, residential price-protected customers, and commercial/industrial/other customers for fiscal 2016 compared to fiscal 2015:

Customers	Twelve Months Ended	
	September 30, 2016	September 30, 2015
Residential Variable	40.8%	37.9%
Residential Price-Protected	46.5%	48.1%
Commercial/Industrial/Other	12.7%	14.0%
Total	100.0%	100.0%

Volume of other petroleum products sold increased by 8.2 million gallons, or 8.0%, to 109.5 million gallons for fiscal 2016, compared to 101.4 million gallons for fiscal 2015, as a decline in the base business of 5.8 million gallons, or 5.7%, was more than offset by acquisitions which contributed 14.0 million gallons. The decline in the base business

was largely due to a weather-driven decrease in low margin wholesale sales.

Product Sales

For fiscal 2016, product sales decreased \$0.5 billion, or 36.4%, to \$0.9 billion, compared to \$1.4 billion for fiscal 2015, reflecting a decline in wholesale product costs of \$0.7089 per gallon, or 35.1%, and a decline in total volume of 14.9%, which was slightly offset by higher per gallon gross profit margins.

Installations and Services Sales

For fiscal 2016, installation and service sales increased \$7.6 million, or 3.1%, to \$250.3 million, compared to \$242.7 million for fiscal 2015, due to acquisitions and additional services in the base business.

Table of Contents**Cost of Product**

For fiscal 2016, cost of product decreased \$437.8 million, or 44.8%, to \$539.8 million, compared to \$977.6 million for fiscal 2015, due largely to a \$0.7089 per gallon, or 35.1%, decrease in wholesale product cost and a decline in total volume of 14.9%.

Gross Profit Product

The table below calculates the Partnership's per gallon margins and reconciles product gross profit for home heating oil and propane and other petroleum products. We believe the change in home heating oil and propane margins should be evaluated before the effects of increases or decreases in the fair value of derivative instruments, as we believe that realized per gallon margins should not include the impact of non-cash changes in the market value of hedges before the settlement of the underlying transaction. On that basis, home heating oil and propane margins for fiscal 2016 increased by \$0.016 per gallon, or 1.4%, to \$1.1222 per gallon, from \$1.1062 per gallon during fiscal 2015. The Partnership was able to expand its per gallon margins due to the decline in per gallon wholesale product costs. Over the last several years, the cost of home heating oil has declined significantly. Going forward, the Partnership cannot assume that the per gallon margins achieved during either fiscal 2016 or 2015 are sustainable. Product sales and cost of product include home heating oil, propane, other petroleum products, and liquidated damages billings.

	Twelve Months Ended			
	September 30, 2016		September 30, 2015	
	Amount (in millions)	Per Gallon	Amount (in millions)	Per Gallon
Home Heating Oil and Propane				
Volume	302.5		382.8	
Sales	\$ 731.2	\$ 2.4172	\$ 1,202.5	\$ 3.1410
Cost	\$ 391.7	\$ 1.2950	\$ 779.0	\$ 2.0348
Gross Profit	\$ 339.5	\$ 1.1222	\$ 423.5	\$ 1.1062
Other Petroleum Products				
Volume	109.5		101.4	
Sales	\$ 179.8	\$ 1.6415	\$ 229.1	\$ 2.2601
Cost	\$ 148.1	\$ 1.3520	\$ 198.6	\$ 1.9595
Gross Profit	\$ 31.7	\$ 0.2895	\$ 30.5	\$ 0.3006
Total Product	Amount (in millions)		Amount (in millions)	

Edgar Filing: STAR GAS PARTNERS LP - Form 10-K

Sales	\$ 911.0	\$ 1,431.6
Cost	\$ 539.8	\$ 977.6
Gross Profit	\$ 371.2	\$ 454.0

For fiscal 2016, total product gross profit was \$371.2 million, down \$82.8 million, or 18.2%, versus fiscal 2015, as the impact of slightly higher home heating oil and propane margins (\$4.8 million) and an increase in gross profit from other petroleum products (\$1.2 million) was more than offset by a decline in home heating oil and propane volume (\$88.8 million).

Cost of Installations and Services

Total installation costs for fiscal 2016 increased by \$2.7 million, or 3.7%, to \$75.9 million, compared to \$73.2 million in installation costs for fiscal 2015, due to acquisitions and some growth in the base business. Installation costs as a percentage of installation sales for fiscal 2016 and fiscal 2015 were 83.7% and 84.2%, respectively.

Service expenses increased slightly to \$153.1 million for fiscal 2016, or 95.9% of service sales, versus \$152.8 million, or 98.1% of service sales, for fiscal 2015, as the additional service expense related to acquisitions of \$4.4 million was almost totally offset by a reduction in the base business of \$4.0 million. During fiscal 2015, temperatures were much colder than normal and drove an increase in the number of service hours required to ensure customers' heating systems were operational. By contrast the mild weather experienced during fiscal 2016 did not require a similar level of service and, as a result, expenses were lower. We realized a

Table of Contents

combined gross profit from service and installation of \$21.3 million for fiscal 2016 compared to a combined gross profit of \$16.7 million for fiscal 2015. Management views the service and installation department on a combined basis because many overhead functions and direct expenses such as service technician time cannot be separated or precisely allocated to either service or installation billings.

(Increase) Decrease in the Fair Value of Derivative Instruments

During fiscal 2016, the change in the fair value of derivative instruments resulted in a \$18.2 million credit due to the expiration of certain hedged positions (a \$15.3 million credit) and an increase in the market value for unexpired hedges (a \$2.9 million credit).

During fiscal 2015, the change in the fair value of derivative instruments resulted in a \$4.2 million charge due to the expiration of certain hedged positions (a \$12.1 million credit) and a decrease in the market value of unexpired hedges (a \$16.3 million charge).

Delivery and Branch Expenses

For fiscal 2016, delivery and branch expenses decreased \$32.5 million, or 10.5%, to \$276.5 million, compared to \$309.0 million for fiscal 2015, as an acquisition related increase of \$10.4 million was more than offset by lower delivery and branch expenses of \$42.9 million, or 13.9%, largely due to the weather related decline in home heating oil and propane volume in the base business of 24.9%, lower bad debt expense of \$4.3 million, and a \$12.5 million credit recorded in the first quarter of fiscal 2016 under the Partnership's weather hedge contract.

Depreciation and Amortization

For fiscal 2016, depreciation and amortization expense increased by \$1.6 million, or 6.4%, to \$26.5 million, compared to \$24.9 million for fiscal 2015, due to acquisitions.

General and Administrative Expenses

For fiscal 2016, general and administrative expenses decreased \$2.5 million, to \$23.4 million, from \$25.9 million for fiscal 2015, primarily due to a reduction in profit sharing. The Partnership accrues approximately 6% of Adjusted EBITDA, as defined in the profit sharing plan, for distribution to its employees, and this amount is payable when the Partnership achieves Adjusted EBITDA of at least 70% of the amount budgeted. The dollar amount of the profit sharing pool is subject to increases and decreases in line with increases and decreases in Adjusted EBITDA.

Multiemployer Pension Plan Withdrawal Charge

In fiscal 2015, we entered into an agreement among certain Star subsidiaries and the New England Teamsters and Trucking Industry Pension Fund (the NETTI Fund), a multiemployer pension plan in which such Star subsidiaries participate, providing for Star's participating subsidiaries to withdraw from the NETTI Fund's original employer pool and enter the NETTI Fund's new employer pool. The withdrawal from the original employer pool triggered an undiscounted withdrawal obligation of \$48.0 million to be paid in equal monthly installments over 30 years, or \$1.6 million per year. The estimated annual after-tax cash impact of entering into this agreement is \$0.9 million. In September 2015, we recorded a non-cash charge in order to establish a withdrawal obligation of approximately \$17.8 million on the consolidated balance sheet, representing the present value of the \$48.0 million of future payment obligation at a discount rate of 8.22%. We also recorded a non-cash deferred tax benefit from the agreement of approximately \$7.0 million. We believe the new agreement reduces long-term financial risk for the Partnership. This

2015 expense is non-recurring.

Finance Charge Income

For fiscal 2016, finance charge income decreased by \$1.7 million, or 35.3%, to \$3.1 million compared to \$4.8 million for fiscal 2015. The decline in the wholesale cost of product and the decline in volume sold led to lower product sales and thus a decline in accounts receivable balances subject to a finance charge.

Table of Contents

Interest Expense, Net

For fiscal 2016, interest expense decreased \$6.6 million, or 46.8%, to \$7.5 million compared to \$14.1 million for fiscal 2015. In September 2015, the Partnership redeemed its \$125.0 million principal amount of 8.875% Senior Notes outstanding due 2017 with proceeds from a new, five year \$100.0 million bank term-loan and cash. This refinancing drove the reduction in interest expense due to lower variable rates and lower principal outstanding.

Amortization of Debt Issuance Costs

For fiscal 2016, amortization of debt issuance costs decreased \$0.6 million to \$1.2 million compared to \$1.8 million for fiscal 2015. The refinancing of the Partnership's 8.875% Senior Notes with the bank term-loan resulted in a lower level of deferred charges to be written off.

Loss on Debt Redemption of Debt

In September 2015, the Partnership redeemed all of its \$125.0 million principal amount of 8.875% Senior Notes due 2017, at the then current redemption price of \$104.438 per \$100 of principal plus accrued interest. The Partnership recorded a loss of \$7.3 million on this transaction, resulting from the \$5.5 million redemption price premium, the related write-offs of \$1.5 million in unamortized deferred charges and \$0.3 million of unamortized debt discount. This expense is non-recurring in fiscal 2016.

Income Tax Expense

For fiscal 2016, the Partnership's income tax expense increased by \$0.9 million to \$33.7 million, from \$32.8 million for fiscal 2015, primarily due to an increase in income before income taxes of \$8.3 million, partially offset by a reduction in the effective income tax rate. The Partnership's effective income tax rate was 42.9% for fiscal 2016, compared to 46.6% for fiscal 2015. In fiscal 2015, the loss on the redemption of the Partnership's \$125.0 million principal amount of 8.875% Senior Notes due 2017 was not deductible at the Partnership's corporate subsidiaries which caused an increase in the effective tax rate for that year.

Net Income

For fiscal 2016, net income increased \$7.4 million, or 19.6%, to \$44.9 million, from \$37.6 million for fiscal 2015, primarily due to an increase in pretax profit of \$8.3 million.

Adjusted EBITDA

For fiscal 2016, Adjusted EBITDA decreased by \$44.8 million, or 31.9%, to \$95.7 million as the impact of slightly higher home heating oil and propane per gallon margins, lower operating expenses in the base business, lower service and installation costs and the \$12.5 million credit recorded in the first quarter of 2016 under the weather insurance contract were more than offset by the impact of the decline in volume attributable to the 21.6% warmer weather and net customer attrition for fiscal 2016.

EBITDA and Adjusted EBITDA should not be considered as an alternative to net income (as an indicator of operating performance) or as an alternative to cash flow (as a measure of liquidity or ability to service debt obligations), but each provides additional information for evaluating our ability to make the Minimum Quarterly Distribution.

Table of Contents

EBITDA and Adjusted EBITDA are calculated as follows:

(in thousands)	Twelve Months Ended	
	September 30,	
	2016	2015
Net income	\$ 44,934	\$ 37,556
Plus:		
Income tax expense	33,738	32,835
Amortization of debt issuance cost	1,247	1,818
Interest expense, net	7,485	14,059
Depreciation and amortization	26,530	24,930
EBITDA (a)	113,934	111,198
(Increase) / decrease in the fair value of derivative instruments	(18,217)	4,187
Multiemployer pension plan withdrawal charge		17,796
Loss on redemption of debt		7,345
Adjusted EBITDA (a)	95,717	140,526
Add / (subtract)		
Income tax expense	(33,738)	(32,835)
Interest expense, net	(7,485)	(14,059)
Multiemployer pension plan withdrawal charge		(17,796)
(Recovery) provision for losses on accounts receivable	(639)	3,738
Decrease in accounts receivables	10,965	30,141
Decrease in inventories	9,979	4,326
Increase in customer credit balances	6,490	3,992
Change in deferred taxes	9,670	(4,101)
Change in other operating assets and liabilities	10,998	22,921
Net cash provided by operating activities	\$ 101,957	\$ 136,853
Net cash used in investing activities	\$ (19,631)	\$ (30,385)
Net cash used in financing activities	\$ (43,646)	\$ (54,959)

- (a) EBITDA (Earnings from continuing operations before net interest expense, income taxes, depreciation and amortization) and Adjusted EBITDA (Earnings from continuing operations before net interest expense, income taxes, depreciation and amortization, (increase) decrease in the fair value of derivatives, multiemployer pension plan withdrawal charge, gain or loss on debt redemption, goodwill impairment, and other non-cash and non-operating charges) are non-GAAP financial measures that are used as supplemental financial measures by management and external users of our financial statements, such as investors, commercial banks and research analysts, to assess:

our compliance with certain financial covenants included in our debt agreements;

our financial performance without regard to financing methods, capital structure, income taxes or historical cost basis;

our operating performance and return on invested capital compared to those of other companies in the retail distribution of refined petroleum products, without regard to financing methods and capital structure;

our ability to generate cash sufficient to pay interest on our indebtedness and to make distributions to our partners; and

the viability of acquisitions and capital expenditure projects and the overall rates of return of alternative investment opportunities.

The method of calculating Adjusted EBITDA may not be consistent with that of other companies, and EBITDA and Adjusted EBITDA both have limitations as analytical tools and so should not be viewed in isolation and should be viewed in conjunction with measurements that are computed in accordance with GAAP. Some of the limitations of EBITDA and Adjusted EBITDA are:

EBITDA and Adjusted EBITDA do not reflect our cash used for capital expenditures;

Although depreciation and amortization are non-cash charges, the assets being depreciated or amortized often will have to be replaced and EBITDA and Adjusted EBITDA do not reflect the cash requirements for such replacements;

EBITDA and Adjusted EBITDA do not reflect changes in, or cash requirements for, our working capital requirements;

EBITDA and Adjusted EBITDA do not reflect the cash necessary to make payments of interest or principal on our indebtedness; and

EBITDA and Adjusted EBITDA do not reflect the cash required to pay taxes.

Table of Contents**Fiscal Year Ended September 30, 2015****Compared to Fiscal Year Ended September 30, 2014****Volume**

For fiscal 2015, retail volume of home heating oil and propane sold increased by 21.8 million gallons, or 6.1%, to 382.8 million gallons, compared to 361.0 million gallons for fiscal 2014. For those locations where the Partnership had existing operations during both periods, which we sometimes refer to as the base business (i.e., excluding acquisitions), temperatures (measured on a heating degree day basis) for fiscal 2015 were approximately equal to fiscal 2014 but 5.0% colder than normal, as reported by NOAA. For fiscal 2015, net customer attrition for the base business was 1.8%. Due to various reasons, we believe that our customers are adopting conservation measures to use less of our products. The impact of any such conservation, along with any period-to-period differences in delivery scheduling, the timing of accounts added or lost during the fiscal years, equipment efficiency and other volume variances not otherwise described, are also included in the chart under the heading Other. An analysis of the change in the retail volume of home heating oil and propane, which is based on management's estimates, sampling and other mathematical calculations and certain assumptions, is found below:

(in millions of gallons)	Heating Oil and Propane
Volume - Fiscal 2014	361.0
Acquisitions	27.0
Weather impact	(0.1)
Net customer attrition	(9.3)
Other	4.2
Change	21.8
Volume - Fiscal 2015	382.8

The following chart sets forth the percentage by volume of total home heating oil sold to residential variable-price customers, residential price-protected customers and commercial/industrial/other customers for fiscal 2015 compared to fiscal 2014:

Customers	Twelve Months Ended	
	September 30, 2015	September 30, 2014
Residential Variable	37.9%	39.8%
Residential Price-Protected	48.1%	45.9%
Commercial/Industrial/Other	14.0%	14.3%
Total	100.0%	100.0%

The Partnership has experienced a shift from our variable pricing plans to our price-protected plans as new customers and existing customers seek surety of price, which may impact our weighted average per gallon margins in the future.

Volume of other petroleum products sold increased by 15.5 million gallons, or 18.0%, to 101.4 million gallons for fiscal 2015, compared to 85.9 million gallons for fiscal 2014, largely due to the additional volume from acquisitions of 21.1 million gallons, partially offset by a decline in the base business of 5.6 million gallons.

Product Sales

For fiscal 2015, product sales decreased \$0.3 billion, or 17.5%, to \$1.4 billion, compared to \$1.7 billion for fiscal 2014, as the impact from an increase in total volume of 8.4% and higher per gallon gross profit margins was more than offset by a decline in wholesale product costs of \$1.0006 per gallon, or 33.1%.

Table of Contents**Installations and Services Sales**

For fiscal 2015, installation and service sales increased \$15.5 million, or 6.8%, to \$242.7 million, compared to \$227.3 million for fiscal 2014, primarily due to additional revenue from acquisitions of \$10.8 million and an increase in the base business of \$4.7 million.

Cost of Product

For fiscal 2015, cost of product decreased \$0.371 billion, or 27.6%, to \$0.978 billion, compared to \$1.349 billion for fiscal 2014, as an increase in total volume of 8.4% was more than offset by a 33.1% decline, or \$1.0006 per gallon, in wholesale product costs.

Gross Profit Product

The table below calculates the Partnership's per gallon margins and reconciles product gross profit for home heating oil and propane and other petroleum products. We believe the change in home heating oil and propane margins should be evaluated before the effects of unrealized increases or decreases in the fair value of derivative instruments, as we believe that realized per gallon margins should not include the impact of non-cash changes in the market value of hedges before the settlement of the underlying transaction. On that basis, home heating oil and propane margins for fiscal 2015 increased by \$0.1058 per gallon, or 10.6%, to \$1.1062 per gallon, from \$1.0004 per gallon during fiscal 2014, due in part to the impact of the Griffith acquisition and primarily due to an increase in the base business as home heating oil and propane margins increased \$0.0938 per gallon or 9.4%. In the previous five fiscal years, on average, our home heating oil and propane margins have increased by \$0.0204 per gallon annually. The expansion of the Partnership's margins during fiscal 2015 is in excess of the historical average by \$0.0734 per gallon in the base business. The Partnership was able to expand its per gallon margins due to the precipitous decline in per gallon wholesale product costs. In addition, numerous snow storms and the intensity of the winter weather conditions experienced during the second quarter of fiscal 2015, drove an increase in operating and service costs and necessitated an increase in per gallon margins to help defray these additional operating expenses. Going forward, the Partnership cannot guarantee that the per gallon margins achieved during fiscal 2015 are sustainable and anticipates that per gallon margins will contract. Product sales and cost of product include the wholesale cost of home heating oil, propane, other petroleum products and liquidated damages billings.

	Twelve Months Ended			
	September 30, 2015		September 30, 2014	
	Amount	Per	Amount	Per
Home Heating Oil and Propane	(in millions)	Gallon	(in millions)	Gallon
Volume	382.8		361.0	
Sales	\$ 1,202.5	\$ 3.1410	\$ 1,452.5	\$ 4.0241
Cost	779.0	\$ 2.0348	\$ 1,091.4	\$ 3.0237
Gross Profit	\$ 423.5	\$ 1.1062	\$ 361.1	\$ 1.0004
Other Petroleum Products	Amount	Per	Amount	Per
	(in millions)	Gallon	(in millions)	Gallon

Edgar Filing: STAR GAS PARTNERS LP - Form 10-K

Volume	101.4	85.9
Sales	\$ 229.1	\$ 281.9
Cost	\$ 198.6	\$ 258.0
Gross Profit	\$ 30.5	\$ 23.9

	Amount (in millions)	Amount (in millions)
Total Product		
Sales	\$ 1,431.6	\$ 1,734.4
Cost	\$ 977.6	\$ 1,349.4
Gross Profit	\$ 454.0	\$ 385.0

Table of Contents

For fiscal 2015, total product gross profit increased by \$69.0 million to \$454.0 million, compared to \$385.0 million for fiscal 2014, due to an increase in home heating oil and propane volume (\$21.9 million), the impact of higher home heating oil and propane margins (\$40.5 million), and the additional gross profit from other petroleum products (\$6.5 million).

Cost of Installations and Services

For fiscal 2015, cost of installations and services increased by \$20.1 million, or 9.8%, to \$225.9 million, compared to \$205.8 million for fiscal 2014, reflecting a \$9.7 million increase related to acquisitions and \$10.4 million higher expenses in our base business.

Installation costs for fiscal 2015, rose by \$2.8 million, or 4.0%, to \$73.2 million, compared to \$70.4 million in installation costs for fiscal 2014 due to acquisitions. Installation costs as a percentage of installation sales for fiscal 2015 and fiscal 2014 were 84.2% and 85.3%, respectively. Service expenses increased to \$152.8 million for fiscal 2015, or 98.1% of service sales, versus \$135.5 million, or 93.6% of service sales, for fiscal 2014. The higher service expense of \$17.3 million reflects an increase related to acquisitions of \$6.6 million and an increase in the base business of \$10.6 million, or 7.9%. In addition to normal inflationary pressures on service expenses, the 5.8% colder temperatures experienced in the second quarter of fiscal 2015 drove an increase in the amount of service work required to ensure our customers' heating systems were operational. The numerous snow storms in certain areas of our footprint hampered productivity and also drove an increase in service costs as the additional service work was performed at premium labor rates. In addition, the Partnership's expansion of its service offerings resulted in an increase in service costs. We experienced a combined gross profit from service and installation of \$16.7 million for fiscal 2015, compared to a combined gross profit of \$21.4 million fiscal 2014. Management views the service and installation department on a combined basis because many overhead functions and direct expenses such as service technician time cannot be separated or precisely allocated to either service or installation billings.

(Increase) / Decrease in the Fair Value of Derivative Instruments

During fiscal 2015, the change in the fair value of derivative instruments resulted in a \$4.2 million charge due to the expiration of certain hedged positions (a \$12.1 million credit) and a decrease in the market value for unexpired hedges (a \$16.3 million charge).

During fiscal 2014, the change in the fair value of derivative instruments resulted in a \$6.6 million charge due to the expiration of certain hedged positions (a \$5.6 million credit) and a decrease in the market value for unexpired hedges (a \$12.2 million charge).

Delivery and Branch Expenses

For fiscal 2015, delivery and branch expense increased \$26.4 million, or 9.3%, to \$309.0 million, compared to \$282.6 million for fiscal 2014, as a result of an increase related to acquisitions of \$19.3 million and an increase in the base business of \$7.1 million due in part to the colder temperatures experienced during the second quarter of fiscal 2015.

On a cents per gallon basis, delivery and branch expenses for fiscal 2015, increased slightly to \$0.6529 compared to \$0.6514 for fiscal 2014. The additional volume delivered during the second fiscal quarter (due to colder weather) was at premium labor rates, and the numerous snow storms created operational inefficiencies which also led to a higher than expected cents per gallon of delivery and branch expenses. This was offset by lower per gallon operating expense from acquisitions.

Depreciation and Amortization

For fiscal 2015, depreciation and amortization expense increased by \$3.3 million, or 15.2%, to \$24.9 million, compared to \$21.6 million for fiscal 2014 largely due to fiscal 2014 and 2015 acquisitions.

General and Administrative Expenses

For fiscal 2015, general and administrative expenses increased \$3.3 million, or 14.7 %, to \$25.9 million, from \$22.6 million for fiscal 2014, as a result of an increase in profit sharing expense of \$1.8 million and \$1.5 million in legal and professional fees largely due to a debt refinancing abandoned by the Partnership in the first quarter of fiscal 2015.

The Partnership accrues approximately 6% of Adjusted EBITDA as defined in the profit sharing plan for distribution to its employees, and this amount is payable when the Partnership achieves Adjusted EBITDA of at least 70% of the amount budgeted. The dollar amount of the profit sharing pool is subject to increases and decreases in line with increases and decreases in Adjusted EBITDA.

Table of Contents**Multiemployer Pension Plan Withdrawal Charge**

In fiscal 2015, we entered into an agreement among certain Star subsidiaries and the New England Teamsters and Trucking Industry Pension Fund (the NETTI Fund), a multiemployer pension plan in which such Star subsidiaries participate, providing for Star's participating subsidiaries to withdraw from the NETTI Fund's original employer pool and enter the NETTI Fund's new employer pool. The withdrawal from the original employer pool triggered an undiscounted withdrawal obligation of \$48.0 million to be paid in equal monthly installments over 30 years, or \$1.6 million per year. The estimated annual after-tax cash impact of entering into this agreement is \$0.9 million. In September 2015, we recorded a non-cash charge in order to establish a withdrawal obligation of approximately \$17.8 million on the consolidated balance sheet, representing the present value of the \$48.0 million future payment obligation at a discount rate of 8.22%. We also recorded a non-cash deferred tax benefit from the agreement of approximately \$7.0 million. We believe the new agreement reduces long-term financial risk for the Partnership.

Finance Charge Income

For fiscal 2015, finance charge income decreased \$2.1 million to \$4.8 million, compared to \$6.9 million for fiscal 2014. The decline in the wholesale cost of product led to lower retail selling prices and thus a decline in accounts receivable balances subject to a finance charge.

Interest Expense, Net

For fiscal 2015, interest expense decreased \$2.8 million, or 16.6%, to \$14.1 million compared to \$16.9 million for fiscal 2014 primarily due in part to a decrease in average working capital borrowings of \$68.7 million. Working capital borrowings were lower due to lower wholesale product costs. In September 2015, the Partnership redeemed its \$125.0 million principal amount of 8.875% Senior Notes outstanding due 2017 with proceeds from a new, five year \$100.0 million bank term-loan and cash. This refinancing resulted in a reduction of interest expense of \$0.6 million due to lower variable rates.

Amortization of Debt Issuance Costs

For fiscal 2015, amortization of debt issuance costs increased by \$0.2 million to \$1.8 million compared to \$1.6 million for fiscal 2014 largely due to the Partnership's debt refinancing.

Loss on Debt Redemption

In September 2015, the Partnership redeemed all its \$125.0 million principal amount of 8.875% Senior Notes due 2017, at the then current redemption price of \$104.438 per \$100 of principal plus accrued interest. The Partnership recorded a loss of \$7.3 million on this transaction, resulting from the \$5.5 million redemption price premium, the related write-offs of \$1.5 million in unamortized deferred charges, and \$0.3 million of unamortized debt discount.

Income Tax Expense

For fiscal 2015, income tax expense increased by \$7.5 million to \$32.8 million from \$25.3 million for fiscal 2014, due to an increase in pretax income of \$9.0 million as well as an increase in the effective income tax rate. The Partnership's effective tax rate was 46.6% for fiscal 2015 versus 41.2% for fiscal 2014. The loss on the redemption of the Partnership's \$125.0 million principal amount of 8.875% Senior Notes due 2017 was not deductible at the Partnership's corporate subsidiaries which drove the increase in the effective tax rate.

Net Income

For fiscal 2015, net income increased \$1.5 million to \$37.6 million, from \$36.1 million for fiscal 2014, as the increase in pretax income of \$9.0 million was greater than the increase in income tax expense of \$7.5 million.

Adjusted EBITDA

For fiscal 2015, Adjusted EBITDA increased by \$32.5 million, or 30.0 %, to \$140.5 million as the impact of higher home heating oil and propane per gallon margins and acquisitions more than offset higher operating and service costs largely attributable to colder temperatures and numerous snow storms during the second quarter of fiscal 2015 and the volume decline in the base business attributable to net customer attrition.

Table of Contents

EBITDA and Adjusted EBITDA should not be considered as an alternative to net income (as an indicator of operating performance) or as an alternative to cash flow (as a measure of liquidity or ability to service debt obligations), but provides additional information for evaluating our ability to make the Minimum Quarterly Distribution.

EBITDA and Adjusted EBITDA are calculated as follows:

(in thousands)	Twelve Months Ended September 30,	
	2015	2014
Net income	\$ 37,556	\$ 36,084
Plus:		
Income tax expense	32,835	25,315
Amortization of debt issuance cost	1,818	1,602
Interest expense, net	14,059	16,854
Depreciation and amortization	24,930	21,635
EBITDA (a)	111,198	101,490
(Increase) / decrease in the fair value of derivative instruments	4,187	6,566
Multiemployer pension plan withdrawal charge	17,796	
Loss on redemption of debt	7,345	
Adjusted EBITDA (a)	140,526	108,056
Add / (subtract)		
Income tax expense	(32,835)	(25,315)
Interest expense, net	(14,059)	(16,854)
Multiemployer pension plan withdrawal charge	(17,796)	
Provision for losses on accounts receivable	3,738	7,514
Decrease in accounts receivables	30,141	12,771
Decrease in inventories	4,326	14,057
Increase (decrease) in customer credit balances	3,992	(2,433)
Change in deferred taxes	(4,101)	658
Change in other operating assets and liabilities	22,921	(3,299)
 Net cash provided by operating activities	 \$ 136,853	 \$ 95,155
 Net cash used in investing activities	 \$ (30,385)	 \$ (107,318)
 Net cash used in financing activities	 \$ (54,959)	 \$ (23,895)

- (a) EBITDA (Earnings from continuing operations before net interest expense, income taxes, depreciation and amortization) and Adjusted EBITDA (Earnings from continuing operations before net interest expense, income taxes, depreciation and amortization, (increase) decrease in the fair value of derivatives, multiemployer pension plan withdrawal charge, gain or loss on debt redemption, goodwill impairment, and other non-cash and

non-operating charges) are non-GAAP financial measures that are used as supplemental financial measures by management and external users of our financial statements, such as investors, commercial banks and research analysts, to assess:

our compliance with certain financial covenants included in our debt agreements;

our financial performance without regard to financing methods, capital structure, income taxes or historical cost basis;

our operating performance and return on invested capital compared to those of other companies in the retail distribution of refined petroleum products, without regard to financing methods and capital structure;

our ability to generate cash sufficient to pay interest on our indebtedness and to make distributions to our partners; and

the viability of acquisitions and capital expenditure projects and the overall rates of return of alternative investment opportunities.

Table of Contents

The method of calculating Adjusted EBITDA may not be consistent with that of other companies, and EBITDA and Adjusted EBITDA both have limitations as analytical tools and so should not be viewed in isolation and should be viewed in conjunction with measurements that are computed in accordance with GAAP. Some of the limitations of EBITDA and Adjusted EBITDA are:

EBITDA and Adjusted EBITDA do not reflect our cash used for capital expenditures;

Although depreciation and amortization are non-cash charges, the assets being depreciated or amortized often will have to be replaced and EBITDA and Adjusted EBITDA do not reflect the cash requirements for such replacements;

EBITDA and Adjusted EBITDA do not reflect changes in, or cash requirements for, our working capital requirements;

EBITDA and Adjusted EBITDA do not reflect the cash necessary to make payments of interest or principal on our indebtedness; and

EBITDA and Adjusted EBITDA do not reflect the cash required to pay taxes.

DISCUSSION OF CASH FLOWS

We use the indirect method to prepare our Consolidated Statements of Cash Flows. Under this method, we reconcile net income to cash flows provided by operating activities by adjusting net income for those items that impact net income but may not result in actual cash receipts or payment during the period.

Operating Activities

Due to the seasonal nature of our business, cash is generally used in operations during the winter (our first and second fiscal quarters) as we require additional working capital to support the high volume of sales during this period, and cash is generally provided by operating activities during the spring and summer (our third and fourth quarters) when customer payments exceed the cost of deliveries.

During fiscal 2016, cash provided by operating activities decreased by \$34.9 million to \$102.0 million, compared to \$136.9 million of cash provided by operating activities during fiscal 2015, largely due to a \$29.7 million decrease in cash generated from operations and an unfavorable change in accounts receivable of \$16.7 million (including customer credit balances). The impact of the significantly warmer weather drove the reduction in cash flow from operating activities and the change in accounts receivable. Cash flow from operations was positively impacted by a change in other assets and liabilities of \$11.5 million.

During fiscal 2015, cash provided by operating activities increased by \$41.7 million to \$136.9 million, compared to \$95.2 million of cash provided by operating activities during fiscal 2014, as a \$19.2 million increase in cash generated from operations and a favorable change in accounts receivable of \$23.8 million (including customer credit balances) were reduced by changes in other assets and liabilities of \$1.3 million. Cash flow from operating activities increased

largely due to the impact of acquisitions and accounts receivable were favorably impacted by a decline in wholesale product costs.

Investing Activities

Our capital expenditures for fiscal 2016 totaled \$10.1 million, as we invested in computer hardware and software (\$2.8 million), refurbished certain physical plants (\$1.3 million), expanded our propane operations (\$2.9 million) and made additions to our fleet and other equipment (\$3.1 million). We also completed four acquisitions for \$9.8 million and allocated \$7.4 million of the gross purchase price to intangible assets, \$2.5 million to fixed assets and reduced working capital by \$0.1 million.

Our capital expenditures for fiscal 2015 totaled \$9.6 million, as we invested in computer hardware and software (\$2.9 million), refurbished certain physical plants (\$1.4 million), expanded our propane operations (\$2.7 million) and made additions to our fleet and other equipment (\$2.6 million). We also completed two acquisitions for \$21.1 million and allocated \$20.7 million of the gross purchase price to intangible assets, \$2.5 million to fixed assets and reduced working capital by \$2.1 million.

Financing Activities

During fiscal 2016, we paid distributions of \$22.6 million to our common unit holders, \$0.5 million to our general partner (including \$0.4 million of incentive distributions as provided in our Partnership Agreement) and repaid \$7.5 million of our term-loan. We also repurchased 1.4 million common units for \$12.0 million in connection with our unit repurchase plan.

Table of Contents

During fiscal 2015, we borrowed \$12.3 million under our credit facility and repaid \$12.3 million during the period. We also paid distributions of \$21.3 million to our common unit holders, \$0.4 million to our general partner (including \$0.3 million of incentive distributions as provided in our Partnership Agreement). In September 2015, the Partnership redeemed its \$125.0 million principal amount of 8.875% Senior Notes due 2017 with the proceeds of a \$100.0 million bank term-loan and cash. We paid a total of \$8.0 million in call premiums and bank fees relating to this transaction.

FINANCING AND SOURCES OF LIQUIDITY**Liquidity and Capital Resources**

Our primary uses of liquidity are to provide funds for our working capital, capital expenditures, distributions on our units, acquisitions and unit repurchases. Our ability to provide funds for such uses depends on our future performance, which will be subject to prevailing economic, financial, business and weather conditions, the ability to pass on the full impact of high product costs to customers, the effects of high net customer attrition, conservation and other factors. Capital requirements, at least in the near term, are expected to be provided by cash flows from operating activities, cash on hand as of September 30, 2016 (\$139.2 million) or a combination thereof. To the extent future capital requirements exceed cash on hand plus cash flows from operating activities, we anticipate that working capital will be financed by our revolving credit facility, as discussed below, and repaid from subsequent seasonal reductions in inventory and accounts receivable. As of September 30, 2016, we had no borrowings under our revolving credit facility and \$50.6 million in letters of credit were outstanding, primarily for current and future insurance reserves, and our ability to borrow was reduced by \$0.3 million to secure hedges with the bank group.

Under the terms of the third amended and restated credit agreement, we must maintain at all times Availability (borrowing base less amounts borrowed and letters of credit issued) of 12.5% of the maximum facility size and a fixed charge coverage ratio of not less than 1.1. While the term-loan is outstanding we must maintain a senior secured leverage ratio that at any time cannot be more than 3.0 as calculated during the quarters ending June or September, and at any time no more than 4.5 as calculated during the quarters ending December or March. As of September 30, 2016, Availability, as defined in the credit agreement, was \$163.4 million, and we were in compliance with the fixed charge coverage ratio and senior secured leverage ratio.

Maintenance capital expenditures for fiscal 2017 are estimated to be approximately \$9.9 million, excluding the capital requirements for leased fleet. In addition, we plan to invest an additional \$4.0 million in our propane operations including several start-up operations. Distributions for fiscal 2017, at the current quarterly level of \$0.1025 per unit, would result in an aggregate of approximately \$22.9 million to common unit holders, \$0.5 million to our general partner (including \$0.4 million of incentive distribution as provided for in our Partnership Agreement) and \$0.4 million to management pursuant to the management incentive compensation plan which provides for certain members of management to receive incentive distributions that would otherwise be payable to the general partner. Under the terms of our credit facility, our term-loan is repayable in quarterly payments of \$2.5 million, or \$10 million annually, and the Partnership expects to make an additional term-loan payment of \$6.2 million in December 2016 due to Excess Cash Flow (as defined in the credit agreement) generated for fiscal 2016. As a result of the NETTI Fund agreement, the Partnership will be paying \$1.6 million to the fund in fiscal 2017. We also intend to contribute \$2.0 million into the Partnership's frozen pension plan and, continue to repurchase Common Units pursuant to our unit repurchase plan, and seek attractive acquisition opportunities within the Availability constraints of our credit agreement and funding resources.

Table of Contents**Contractual Obligations and Off-Balance Sheet Arrangements**

We have no special purpose entities or off balance sheet debt, other than operating leases entered into in the ordinary course of business.

Long-term contractual obligations, except for our long-term debt and NETTI withdrawal obligations, are not recorded in our consolidated balance sheet. Non-cancelable purchase obligations are obligations we incur during the normal course of business, based on projected needs. The Partnership had no capital lease obligations as of September 30, 2016.

The table below summarizes the payment schedule of our contractual obligations at September 30, 2016 (in thousands):

	Total	Payments Due by Fiscal Year			Thereafter
		2017	2018 and 2019	2020 and 2021	
Long-term debt obligations (a)	\$ 92,500	\$ 16,200	\$ 20,000	\$ 56,300	\$
Operating lease obligations (b)	117,448	17,671	29,990	22,875	46,912
Purchase obligations and other (c)	68,387	14,231	8,273	4,503	41,380
Interest obligations (d)	11,679	5,504	4,631	1,544	
Long-term liabilities reflected on the balance sheet (e)	2,246	350	700	700	496
	\$ 292,260	\$ 53,956	\$ 63,594	\$ 85,922	\$ 88,788

- (a) Excludes potential prepayments resulting from Excess Cash Flow as defined in our credit agreement beyond fiscal year 2017.
- (b) Represents various operating leases for office space, trucks, vans and other equipment with third parties.
- (c) Represents non-cancelable commitments as of September 30, 2016 for operations such as weather hedge premiums, customer related invoice and statement processing, voice and data phone/computer services, real estate taxes on leased property and our undiscounted future payment obligations to the New England Teamsters and Trucking Industry Pension Fund.
- (d) Reflects interest obligations on our term loan due July 2020 and the unused commitment fee on the revolving credit facility.
- (e) Reflects long-term liabilities excluding a pension accrual of approximately \$2.4 million. The Partnership is not obligated to make a minimum required contribution to its two frozen defined benefit pension plans in fiscal year 2017.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09, Revenue from Contracts with Customers, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. This ASU will replace most existing revenue recognition guidance in GAAP when it becomes effective. This new guidance is effective for our annual reporting period beginning in the first quarter of fiscal 2019, with early adoption permitted beginning in the

first quarter of fiscal 2018. The standard permits the use of either the retrospective or cumulative effect transition method. The Partnership is evaluating the effect that ASU 2014-09 will have on its consolidated financial statements and related disclosures. The Partnership has not yet selected a transition method nor has it determined the timing of adoption.

In April 2015, the FASB issued ASU No. 2015-03, Interest Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs. The update requires debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of the related debt liability instead of being presented as an asset. The update requires retrospective application and represents a change in accounting principle. The update is effective for our annual reporting period beginning in the first quarter of fiscal 2017, with early adoption permitted. The Partnership expects the impact of ASU No. 2015-03 will be limited to the presentation of debt issuance cost on its balance sheet.

In July 2015, the FASB issued ASU No. 2015-11, Simplifying the Measurement of Inventory. The update changes the measurement principle for inventory from the lower of cost or market to the lower of cost and net realizable value. This new guidance is effective for our annual reporting period beginning in the first quarter of fiscal 2018, with early adoption permitted. The Partnership does not expect ASU No. 2015-11 to have a material impact on its consolidated financial statements and related disclosures.

Table of Contents

In September 2015, the FASB issued ASU No. 2015-16, Simplifying the Accounting for Measurement-Period Adjustments, which requires an acquiring entity to recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The acquiring entity is required to 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. In addition, the acquiring entity is to present separately on the face of its income statement or disclose in the notes the portion of the amount recorded in current-period earnings by line item that would have been recorded in previous reporting periods as if the adjustment to the provisional amounts had been recognized as of the acquisition date. This new guidance is effective for our annual reporting period beginning in the first quarter of fiscal 2017. The Partnership does not expect ASU No. 2015-16 to have a material impact on its consolidated financial statements and related disclosures.

In November 2015, FASB issued ASU 2015-17, Income Taxes Balance Sheet Classification of Deferred Taxes, which eliminates the requirement for companies to present deferred tax assets and liabilities as current and non-current in a classified balance sheet. Instead, companies are required to classify all deferred tax assets and liabilities as non-current. The Partnership retrospectively adopted the ASU effective September 30, 2016. As a result of the adoption, certain prior year balances changed to conform to the current year presentation.

In February 2016, the FASB issued ASU No. 2016-02, Leases. The update requires all leases with a term greater than twelve months to be recognized on the balance sheet through a right-of-use asset and a lease liability and the disclosure of key information pertaining to leasing arrangements. This new guidance is effective for our annual reporting period beginning in the first quarter of fiscal 2020, with early adoption permitted. The Partnership is evaluating the effect that ASU No. 2016-02 will have on its consolidated financial statements and related disclosures, but has not yet selected a transition method or determined the timing of adoption.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments Credit Losses. The update broadens the information that an entity should consider in developing expected credit loss estimates, eliminates the probable initial recognition threshold, and allows for the immediate recognition of the full amount of expected credit losses. This new guidance is effective for our annual reporting period beginning in the first quarter of fiscal 2021, with early adoption permitted in the first quarter of fiscal 2020. The Partnership is evaluating the effect that ASU No. 2016-13 will have on its consolidated financial statements and related disclosures, but has not yet determined the timing of adoption.

In August 2016, the FASB issued ASU No. 2016-15, Statement of Cash Flow (Topic 230): Classification of Certain Cash Receipts and Cash Payments. The update addresses the issues of debt prepayment or debt extinguishment costs, settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing, contingent consideration payments made after a business combination, proceeds from the settlement of insurance claims, proceeds from the settlement of corporate owned life insurance policies, distributions received from equity method investees, beneficial interests in securitization transactions, and separately identifiable cash flows and application of the predominance principle. This new guidance is effective for our annual reporting period beginning in the first quarter of fiscal 2019, with early adoption permitted. The Partnership does not expect ASU No. 2016-15 to have a material impact on its consolidated financial statements and related disclosures.

Critical Accounting Estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires management to establish accounting policies and make estimates and assumptions that affect reported amounts of assets and liabilities at the date of the Consolidated Financial Statements. The Partnership evaluates its policies and

estimates on an on-going basis. A change in any of these critical accounting estimates could have a material effect on the results of operations. The Partnership's Consolidated Financial Statements may differ based upon different estimates and assumptions. The Partnership's critical accounting estimates have been reviewed with the Audit Committee of the Board of Directors.

Our significant accounting policies are discussed in Note 2 of the Notes to the Consolidated Financial Statements. We believe the following are our critical accounting policies and estimates:

Goodwill and Other Intangible Assets

We calculate amortization using the straight-line method over periods ranging from five to twenty years for intangible assets with finite useful lives based on historical statistics. We use amortization methods and determine asset values based on our best estimates using reasonable and supportable assumptions and projections. Key assumptions used to determine the value of these intangibles include projections of future customer attrition or growth rates, product margin increases, operating expenses, our cost of

Table of Contents

capital, and corporate income tax rates. For significant acquisitions we may engage a third party valuation firm to assist in the valuation of intangible assets of that acquisition. We assess the useful lives of intangible assets based on the estimated period over which we will receive benefit from such intangible assets such as historical evidence regarding customer churn rate. In some cases, the estimated useful lives are based on contractual terms. At September 30, 2016, we had \$97.7 million of net intangible assets subject to amortization. If lives were shortened by one year, we estimate that amortization for these assets for fiscal 2016 would have increased by approximately \$2.7 million.

FASB ASC 350-10-05, Intangibles-Goodwill and Other, requires goodwill to be assessed at least annually for impairment. The Partnership has one reporting segment and performs its annual assessment at the end of August. As provided for by the standard, we performed qualitative assessments (commonly referred to as Step 0) to evaluate whether it is more-likely-than-not (a likelihood that is more than 50%) that goodwill has been impaired, as a basis to determine whether it is necessary to perform the two-step quantitative impairment test. The Partnership's qualitative assessment included a review of factors such as our reporting segment's market value compared to its carrying value, our short-term and long-term unit price performance, our planned overall business strategy compared to recent financial results, as well as macroeconomic conditions, industry and market considerations, cost factors, and other relevant Partnership-specific events. In considering the totality of the qualitative factors assessed, based on the weight of evidence it was determined that it was not more-likely-than-not that goodwill was impaired as of August 31, 2016, and as such it was determined that further goodwill testing was not necessary.

Intangible assets with finite lives must be assessed for impairment whenever changes in circumstances indicate that the assets may be impaired. The assessment for impairment requires estimates of future cash flows related to the intangible asset. To the extent the carrying value of the assets exceeds its future undiscounted cash flows, an impairment loss is recorded based on the fair value of the asset.

Fair Values of Derivatives

FASB ASC 815-10-05, Derivatives and Hedging, requires that derivative instruments be recorded at fair value and included in the consolidated balance sheet as assets or liabilities. The Partnership has elected not to designate its derivative instruments as hedging instruments under this guidance, and the change in fair value of the derivative instruments are recognized in our statement of operations.

We have established the fair value of our derivative instruments using estimates determined by our counterparties and subsequently evaluated them internally using established index prices and other sources. These values are based upon, among other things, future prices, volatility, time-to-maturity value and credit risk. The estimate of fair value we report in our financial statements changes as these estimates are revised to reflect actual results, changes in market conditions, or other factors, many of which are beyond our control.

Insurance Reserves

We currently self-insure a portion of workers' compensation, auto and general liability claims. We establish reserves based upon expectations as to what our ultimate liability may be for outstanding claims using developmental factors based upon historical claim experience, supplemented by a third-party actuary. We periodically evaluate the potential for changes in loss estimates with the support of qualified actuaries. As of September 30, 2016, we had approximately \$64.1 million of net insurance reserves. The ultimate resolution of these claims could differ materially from the assumptions used to calculate the reserves, which could have a material adverse effect on results of operations.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to interest rate risk primarily through our bank credit facilities. We utilize these borrowings to meet our working capital needs.

At September 30, 2016, we had outstanding borrowings totaling \$92.5 million, which are subject to variable interest rates under our credit agreement. In the event that interest rates associated with this facility were to increase 100 basis points, the after tax impact on annual future cash flows would be a decrease of \$0.6 million.

We regularly use derivative financial instruments to manage our exposure to market risk related to changes in the current and future market price of home heating oil. The value of market sensitive derivative instruments is subject to change as a result of movements in market prices. Sensitivity analysis is a technique used to evaluate the impact of hypothetical market value changes. Based on a hypothetical ten percent increase in the cost of product at September 30, 2016, the potential impact on our hedging activity would be to increase the fair market value of these outstanding derivatives by \$12.2 million to a fair market value of \$14.7 million; and conversely a hypothetical ten percent decrease in the cost of product would decrease the fair market value of these outstanding derivatives by \$6.1 million to a negative fair market value of \$3.6 million.

Table of Contents

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements and financial statement schedules referred to in the index contained on page F-1 of this report are incorporated herein by reference.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

(a) Evaluation of disclosure controls and procedures.

Our general partner's chief executive officer and its chief financial officer evaluated the effectiveness of the Partnership's disclosure controls and procedures (as that term is defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended) as of September 30, 2016. Based on that evaluation, such chief executive officer and chief financial officer concluded that the Partnership's disclosure controls and procedures were effective as of September 30, 2016 at the reasonable level of assurance. For purposes of Rule 13a-15(e), the term disclosure controls and procedures means controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Act (15 U.S.C. 78a et seq.) is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Act is accumulated and communicated to the issuer's management, including its chief executive and chief financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

(b) Management's Report on Internal Control over Financial Reporting.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) under the Securities Exchange Act of 1934, as amended. Under the supervision of management and with the participation of our management, including our chief executive officer and chief financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on our evaluation of internal control over financial reporting, our management concluded that our internal control over financial reporting was effective as of September 30, 2016.

The effectiveness of our internal control over financial reporting as of September 30, 2016 has been audited by our independent registered public accounting firm, as stated in their report which is included herein.

(c) Change in Internal Control over Financial Reporting.

There were no changes in our internal control over financial reporting during the Partnership's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

(d) Other

Our general partner and the Partnership believe that a controls system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a Partnership have been detected. Therefore, a control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Our disclosure controls and procedures are designed to provide such reasonable assurances of achieving our desired control objectives, and the chief executive officer and chief financial officer of our general partner have concluded, as of September 30, 2016, that our disclosure controls and procedures were effective in achieving that level of reasonable assurance.

Table of Contents

ITEM 9B. OTHER INFORMATION

On December 6, 2016, the Partnership entered into an employment agreement with Steven J. Goldman, effective as of October 1, 2016 pursuant to which he will continue to serve as President of the Partnership. Pursuant to this agreement Mr. Goldman will receive a base salary of \$450,000 per annum. The agreement may be terminated at any time by either party. Under his employment agreement, if Mr. Goldman is terminated for reasons other than cause or if he terminates his employment for good reason, Mr. Goldman will be entitled to one year's salary as severance. Mr. Goldman also agreed not to compete with the Partnership or to engage in the sale of heating oil or propane on a retail basis during the period of his employment and for twelve months thereafter.

The description of this agreement is qualified in its entirety by the text of the agreement that is filed as an exhibit hereto.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Partnership Management

Our general partner is Kestrel Heat. The Board of Directors of Kestrel Heat is appointed by its sole member, Kestrel, which is a private equity investment partnership formed by Yorktown Energy Partners VI, L.P., Paul A. Vermynen Jr. and other investors.

Kestrel Heat, as our general partner, oversees our activities. Unitholders do not directly or indirectly participate in our management or operation or elect the directors of the general partner. The Board of Directors (sometimes referred to as the Board) of Kestrel Heat has adopted a set of Partnership Governance Guidelines in accordance with the requirements of the New York Stock Exchange. A copy of these Guidelines is available on our website at www.Star-Gas.com or a copy may be obtained without charge by contacting Richard F. Ambury, (203) 328-7310.

As of November 30, 2016, Kestrel Heat and its affiliates owned an aggregate of 13,261,350 common units, representing 23.73% of the issued and outstanding common units, and Kestrel Heat owned 325,729 general partner units.

The general partner owes a fiduciary duty to the unitholders. However, our Partnership Agreement contains provisions that allow the general partner to take into account the interests of parties other than the limited partners in resolving conflict of interest, thereby limiting such fiduciary duty. Notwithstanding any limitation on obligations or duties, the general partner will be liable, as our general partner, for all our debts (to the extent not paid by us), except to the extent that indebtedness or other obligations incurred by us are made specifically non-recourse to the general partner.

As is commonly the case with publicly traded limited partnerships, the general partner does not directly employ any of the persons responsible for managing or operating the Partnership.

Directors and Executive Officers of the General Partner

Directors are appointed for an indefinite term, subject to the discretion of Kestrel. The following table shows certain information for directors and executive officers of the general partner as of November 30, 2016:

Name	Age	Position
Paul A. Vermylen, Jr.	69	Chairman, Director
Steven J. Goldman	56	President, Chief Executive Officer and Director
Richard F. Ambury	59	Chief Financial Officer, Executive Vice President, Treasurer and Secretary
Richard G. Oakley	56	Senior Vice President - Accounting
Henry D. Babcock(1)	76	Director
C. Scott Baxter(1)	55	Director
Daniel P. Donovan	70	Director
Bryan H. Lawrence	74	Director
Sheldon B. Lubar	87	Director
William P. Nicoletti (1)	71	Director

(1) Audit Committee member

Table of Contents

Paul A. Vermynen, Jr. Mr. Vermynen has been the Chairman and a director of Kestrel Heat since April 28, 2006. Mr. Vermynen is a founder of Kestrel and has served as its President and as a manager since July 2005. Mr. Vermynen had been employed since 1971, serving in various capacities, including as a Vice President of Citibank N.A. and Vice President-Finance of Commonwealth Oil Refining Co. Inc. Mr. Vermynen served as Chief Financial Officer of Meenan Oil Co., L.P. (Meenan) from 1982 until 1992 and as President of Meenan until 2001, when we acquired Meenan. Since 2001, Mr. Vermynen has pursued private investment opportunities.

Mr. Vermynen serves as a director of certain non-public companies in the energy industry in which Kestrel holds equity interests including Downeast LNG, Inc. Mr. Vermynen is a graduate of Georgetown University and has an M.B.A. from Columbia University.

Mr. Vermynen's substantial experience in the home heating oil industry and his leadership skills and experience as an executive officer of Meenan, among other factors, led the Board to conclude that he should serve as the Chairman and a director of Kestrel Heat.

Steven J. Goldman. Mr. Goldman has been President and Chief Executive Officer of Kestrel Heat since October 1, 2013. Mr. Goldman has been a director of Kestrel Heat since October 29, 2013. From May 1, 2010 to September 30, 2013, Mr. Goldman was Executive Vice President and Chief Operating Officer of Kestrel Heat, and was Senior Vice President of Operations from April 1, 2007 until April 30, 2010. Mr. Goldman was Vice President of Operations of Petro Holdings, Inc. from July 2004 until May 31, 2007. From February 2000 to June 2004, Mr. Goldman held various operating management positions with Petro. Prior to joining Petro Holdings, Inc. as a General Manager in 2000, Mr. Goldman worked for United Parcel Service from 1982 to 2000. Mr. Goldman has also held various positions within the management of companies in industrial engineering and those with international operations. Mr. Goldman is a graduate of the State University of New York at Stony Brook.

Mr. Goldman's in-depth knowledge of the Partnership's business and his substantial experience in the home heating oil industry, among other factors, led the Board to conclude that he should serve as a director of Kestrel Heat.

Richard F. Ambury. Mr. Ambury has been Executive Vice President of Kestrel Heat since May 1, 2010 and has been Chief Financial Officer, Treasurer and Secretary of Kestrel Heat since April 28, 2006. Mr. Ambury was Chief Financial Officer, Treasurer and Secretary of Star Gas Partners from May 2005 until April 28, 2006. From November 2001 to May 2005, Mr. Ambury was Vice President and Treasurer of Star Gas Partners. From March 1999 to November 2001, Mr. Ambury was Vice President of Star Gas Propane, L.P. From February 1996 to March 1999, Mr. Ambury served as Vice President Finance of Star Gas Corporation, a predecessor general partner. Mr. Ambury was employed by Petroleum Heat and Power Co., Inc. from June 1983 through February 1996, where he served in various accounting/finance capacities. From 1979 to 1983, Mr. Ambury was employed by a predecessor firm of KPMG, a public accounting firm. Mr. Ambury has been a Certified Public Accountant since 1981 and is a graduate of Marist College.

Richard G. Oakley. Mr. Oakley has been Senior Vice President of Kestrel Heat since May 1, 2014. From May 22, 2006 until April 30, 2014, Mr. Oakley was Vice President and Controller of Kestrel Heat. From September 1982 until May 2006 he held various positions with Meenan Oil Co. LP, most recently that of Controller since 1993. Mr. Oakley is a graduate of Long Island University.

Henry D. Babcock. Mr. Babcock has been a director of Kestrel Heat since April 28, 2006. Mr. Babcock is a consultant to Train, Babcock Advisors LLC, a privately owned registered investment advisor. He joined the firm in 1976, became a partner in 1980, CEO in 1999 and Chairman in 2006. Prior to this, he ran an affiliated venture capital company that was active in the U.S. and abroad. Mr. Babcock is a graduate of Yale University and received an MBA

from Columbia University. He is President of The Caumsett Foundation, Inc.

Mr. Babcock's significant experience in capital markets, corporate finance and venture capital, among other factors, led the Board to conclude that he should serve as a director of Kestrel Heat.

Scott Baxter. Mr. Baxter has been a director of Kestrel Heat since April 28, 2006. Mr. Baxter is currently Managing Director and Head of Energy for Sagent Advisors, headquartered in New York City. Mr. Baxter has over 25 years of energy investment banking experience and has been a primary advisor in sourcing and executing over \$150 billion in corporate M&A, restructuring and equity financing transactions in the energy industry. Mr. Baxter also has significant experience advising independent committees of boards including rendering over 30 independent fairness opinions spanning the upstream, downstream and midstream energy sectors including for many MLPs.

Prior to Sagent, Mr. Baxter had opened and ran the Houston office for Petrie Partners, and prior to that, his career has included serving as Head of the Americas for J.P. Morgan's global energy group, Managing Director in the global energy group at Citigroup (Salomon Brothers), founding and running his own firm, Baxter Energy Partners, an upstream energy M&A advisory firm, and serving as head of the energy group for Houlihan Lokey.

Table of Contents

Mr. Baxter holds a B.S. degree in Economics from Weber State University where he graduated cum laude, and received an MBA degree from the University of Chicago Graduate School of Business. Mr. Baxter has also served as an adjunct professor of finance at Columbia University's Graduate School of Business and has been on the President's advisory board for Weber State University since 1996.

Mr. Baxter's significant experience as an investor and a senior investment banker focused on the energy field, among other factors, led the Board to conclude that he should serve as a director of Kestrel Heat.

Daniel P. Donovan. Mr. Donovan has been a director of Kestrel Heat since April 28, 2006. Mr. Donovan was Chief Executive Officer of Kestrel Heat from May 31, 2007 to September 30, 2013 and had been President from April 28, 2006 to September 30, 2013. From April 28, 2006 to May 30, 2007 Mr. Donovan was also the Chief Operating Officer of Kestrel Heat. Mr. Donovan was the President and Chief Operating Officer of a predecessor general partner, Star Gas LLC (Star Gas), from March 2005 until April 28, 2006. From May 2004 to March 2005 he was President and Chief Operating Officer of the Partnership's heating oil segment. Mr. Donovan held various management positions with Meenan Oil Co. LP, from January 1980 to May 2004, including Vice President and General Manager from 1998 to 2004. Mr. Donovan worked for Mobil Oil Corp. from 1971 to 1980. His last position with Mobil was President and General Manager of its heating oil subsidiary in New York City and Long Island. Mr. Donovan is a graduate of St. Francis College in Brooklyn, New York and received an M.B.A. from Iona College.

Mr. Donovan's in-depth knowledge of the Partnership's business, having been its president and chief executive officer, and his substantial experience in the home heating oil industry, among other factors, led the Board to conclude that he should serve as a director of Kestrel Heat.

Bryan H. Lawrence. Mr. Lawrence has been a director of Kestrel Heat since April 28, 2006 and a manager of Kestrel since July 2005. Mr. Lawrence is a founder and senior manager of Yorktown Partners LLC, the manager of the Yorktown group of investment partnerships, which make investments in companies engaged in the energy industry. The Yorktown partnerships were formerly affiliated with the investment firm of Dillon, Read & Co. Inc., where Mr. Lawrence was employed beginning in 1966, serving as a Managing Director until the merger of Dillon Read with SBC Warburg in September 1997. Mr. Lawrence also serves as a director of Carbon Natural Resources, Hallador Petroleum Company (each a United States publicly traded company), and certain non-public companies in the energy industry in which Yorktown partnerships hold equity interests. Mr. Lawrence is a graduate of Hamilton College and received an M.B.A. from Columbia University.

Mr. Lawrence's significant financial and investment experience, and experience as a founder of Yorktown Energy Partners LLC, among other factors, led the Board to conclude that he should serve as a director of Kestrel Heat.

Sheldon B. Lubar. Mr. Lubar has been a director of Kestrel Heat since April 28, 2006 and a manager of Kestrel since July 2005. Mr. Lubar has been Chairman of the board of Lubar & Co. Incorporated, a private investment and venture capital firm he founded, since 1977. He was Chairman of the board of Christiana Companies, Inc., a logistics and manufacturing company, from 1987 until its merger with Weatherford International in 1995. Mr. Lubar had also been Chairman of Total Logistics, Inc., a logistics and manufacturing company until its acquisition in 2005 by SuperValu Inc. He has served as a director of Approach Resources, Inc. since June 2007 and Hallador Energy Company since 2008. He is also a director of several private companies. Mr. Lubar holds a bachelor's degree in Business Administration and a Law degree from the University of Wisconsin-Madison. He was awarded honorary Doctor of Commercial Science degrees from the University of Wisconsin-Milwaukee, Medical College of Wisconsin, and the University of Wisconsin-Madison.

Mr. Lubar's significant experience as a senior executive officer and as a director of other public companies, among other factors, led the Board to conclude that he should serve as a director of Kestrel Heat.

William P. Nicoletti. Mr. Nicoletti has been a director of Kestrel Heat since April 28, 2006. Mr. Nicoletti was the non-executive chairman of the board of Star Gas from March 2005 until April 28, 2006. Mr. Nicoletti was a director of Star Gas from March 1999 until April 28, 2006 and was a director of Star Gas Corporation from November 1995 until March 1999. Since February 1, 2009, he has been a Managing Director of Parkman Whaling LLC, a Houston, Texas based energy investment banking firm. Previously, he was Managing Director of Nicoletti & Company, Inc., a private investment banking firm. Mr. Nicoletti was formerly a senior officer and head of Energy Investment Banking for E. F. Hutton & Company, Inc., PaineWebber Incorporated and McDonald Investments, Inc. Mr. Nicoletti is a graduate of Seton Hall University and received an M.B.A. from Columbia University.

Mr. Nicoletti's current and prior leadership experience in the energy investment banking industry and his significant experience in finance, accounting and corporate governance matters, among other factors, led the Board to conclude that he should serve as a director of Kestrel Heat.

Table of Contents

Director Independence

Section 303A of the New York Stock Exchange listed company manual provides that limited partnerships are not required to have a majority of independent directors. It is the policy of the Board of Directors that the Board shall at all times have at least three independent directors or such higher number as may be necessary to comply with the applicable federal securities law requirements. For the purposes of this policy, independent director has the meaning set forth in Section 10A(m) of the Securities Exchange Act of 1934, as amended, any applicable stock exchange rules and the rules and regulations promulgated in the Partnership governance guidelines available on its website www.Star-Gas.com. The Board of Directors has determined that Messrs. Nicoletti, Babcock, and Baxter are independent directors.

Meetings of Directors

During fiscal 2016, the Board of Directors of Kestrel Heat met four times. All directors attended each meeting except for one meetings in which a director did not attend.

Committees of the Board of Directors

Kestrel Heat's Board of Directors has one standing committee, the Audit Committee. Its members are appointed by the Board of Directors for a one-year term and until their respective successors are elected. The NYSE corporate governance standards do not require limited partnerships to have a Nominating or Compensation Committee.

Audit Committee

William P. Nicoletti, Henry D. Babcock and C. Scott Baxter have been appointed to serve on the Audit Committee, which has adopted an Audit Committee Charter. Mr. Nicoletti serves as chairman of the Audit Committee. A copy of this charter is available on the Partnership's website at www.Star-Gas.com or a copy may be obtained without charge by contacting Richard F. Ambury at (203) 328-7310. The Audit Committee reviews the external financial reporting of the Partnership, selects and engages the Partnership's independent registered public accountants and approves all non-audit engagements of the independent registered public accountants.

Members of the Audit Committee may not be employees of Kestrel Heat's or its affiliated companies and must otherwise meet the New York Stock Exchange and SEC independence requirements for service on the Audit Committee. The Board of Directors has determined that Messrs. Nicoletti, Babcock and Baxter are independent directors in that they do not have any material relationships with the Partnership (either directly, or as a partner, shareholder or officer of an organization that has a relationship with the Partnership) and they otherwise meet the independence requirements of the NYSE and the SEC. The Partnership's Board of Directors has also determined that at least one member of the Audit Committee, Mr. Nicoletti, meets the SEC criteria of an audit committee financial expert. Please see Mr. Nicoletti's biography under Directors and Officers of the General Partner for his relevant experience regarding his qualifications as an audit committee financial expert.

During fiscal 2016, the Audit Committee of Kestrel Heat, LLC met six times. All members attended each meeting.

Reimbursement of Expenses of the General Partner

The general partner does not receive any management fee or other compensation for its management of the Partnership. The general partner is reimbursed for all expenses incurred on behalf of the Partnership, including the cost of compensation, that are properly allocable to the Partnership. The Partnership Agreement provides that the

general partner shall determine the expenses that are allocable to the Partnership in any reasonable manner determined by the general partner in its sole discretion. In addition, the general partner and its affiliates may provide services to the Partnership for which a reasonable fee would be charged as determined by the general partner. There were no reimbursements of the General Partner in fiscal year 2016.

Adoption of Code of Business Conduct and Ethics

The Partnership has adopted a written Code of Business Conduct and Ethics that applies to the Partnership's officers and employees and the directors of its general partner. A copy of the Code of Business Conduct and Ethics is available on the Partnership's website at www.Star-Gas.com or a copy may be obtained without charge, by contacting Investor Relations, (203) 328-7310.

The Partnership intends to post amendments to or waivers of its Code of Business Conduct and Ethics (to the extent applicable to any executive officer or director) on its website.

Table of Contents

Section 16(a) Beneficial Ownership Reporting Compliance

Based on copies of reports furnished to us, we believe that during fiscal year 2016, all reporting persons complied with the Section 16(a) filing requirements applicable to them.

Non-Management Directors and Interested Party Communications

The non-management directors on the Board of Directors of the general partner are Messrs. Babcock, Baxter, Donovan, Lawrence, Lubar, Nicoletti and Vermynen. The non-management directors have selected Mr. Vermynen, the Chairman of the Board, to serve as lead director to chair executive sessions of the non-management directors. Interested parties who wish to contact the non-management directors as a group may do so by contacting Paul A. Vermynen, Jr. c/o Star Gas Partners, L.P., 9 West Broad Street, Suite 310, Stamford, CT 06902.

ITEM 11. EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Partnership's Second Amended and Restated Agreement of Limited Partnership, provides that the general partner of the Partnership, Kestrel Heat, shall conduct, direct and manage all activities of the Partnership. The limited liability company agreement of the general partner provides that the business of the general partner shall be managed by a Board of Directors. The responsibility of the Board is to supervise and direct the management of the Partnership in the interest and for the benefit of the Partnership's unitholders. Among the Board's responsibilities is to regularly evaluate the performance and to approve the compensation of the Chief Executive Officer and, with the advice of the Chief Executive Officer, regularly evaluate the performance and approve the compensation of key executives.

As a limited partnership that is listed on the New York Stock Exchange, the Partnership is not required to have a Compensation Committee. Since the Chairman of the general partner and the majority of the Board are not employees, the Board determined that it has adequate independence to act in the capacity of a Compensation Committee to establish and review the compensation of the Partnership's executive officers and directors. The Board is comprised of Paul A. Vermynen Jr. (Chairman), Steven J. Goldman (President and Chief Executive Officer), Daniel P. Donovan, Henry D. Babcock, C. Scott Baxter, Bryan H. Lawrence, Sheldon B. Lubar, and William P. Nicoletti.

Throughout this Report, each person who served as chief executive officer (CEO) during fiscal 2016, each person who served as chief financial officer (CFO) during fiscal 2016 and the one other most highly compensated executive officer serving at September 30, 2016 (there being no other executive officers who earned more than \$100,000 during fiscal 2016) are referred to as the named executive officers and are included in the Executive Compensation Table.

In this Compensation Discussion and Analysis, we address the compensation paid or awarded to Messrs. Goldman, Ambury and Oakley. We refer to these executive officers as our named executive officers.

Compensation decisions for the above named executive officers were made by the Board of Directors of the Partnership.

Compensation Philosophy and Policies

The primary objectives of the Partnership's compensation program, including compensation of the named executive officers, are to attract and retain highly qualified officers, employees and directors and to reward individual

contributions to our success. The Board of Directors considers the following policies in determining the compensation of the named executive officers:

compensation should be related to the performance of the individual executive and the performance measured against both financial and non-financial achievements;

compensation levels should be competitive to ensure that we will be able to attract, motivate and retain highly qualified executive officers; and

compensation should be related to improving unitholder value over time.

Compensation Methodology

The elements of the Partnership's compensation program for named executive officers are intended to provide a total incentive package designed to drive performance and reward contributions in support of business strategies at the Partnership. Subject to the terms of employment agreements that have been entered into with the named executive officers, all compensation determinations are discretionary and subject to the decision-making authority of the Board of Directors. We do not use benchmarking as a fixed criterion

Table of Contents

to determine compensation. Rather, after subjectively setting compensation based on the policies discussed above under Compensation Philosophy and Policies , we reviewed the compensation paid to officers holding similar positions at our peer group companies and certain information for privately held companies to obtain a general understanding of the reasonableness of base salaries and other compensation payable to our named executive officers. Our peer group of public companies was comprised of the following companies: Amerigas Partners, L.P., Suburban Propane Partners, L.P., Ferrellgas Partners, L.P. and Global Partners, L.P. We chose these companies because they are master limited partnerships that are engaged in the distribution of energy products like the Partnership.

Elements of Executive Compensation

For the fiscal year ended September 30, 2016, the principal components of compensation for the named executive officers were:

base salary;

annual discretionary profit sharing allocation;

management incentive compensation plan; and

retirement and health benefits.

Under our compensation structure, the mix of base salary, discretionary profit sharing allocation and long-term compensation provided to each executive officer varies depending on their position. The base salary for each executive officer is the only fixed component of compensation. All other compensation, including annual discretionary profit sharing allocation and long-term incentive compensation, is variable in nature.

The majority of the Partnership's compensation allocation is weighted towards base salary and annual discretionary profit sharing allocation. In addition, during fiscal 2016, an aggregate of \$177,034 was paid to the named executive officers under the terms of the Partnership's management incentive compensation plan and represented a small portion of the executive compensation that was paid to these officers. If the Partnership is successful in increasing the overall level of distributions payable to unitholders, the amounts payable to the named executive officers under the management incentive compensation plan should increase.

We believe that together all of our compensation components provide a balanced mix of fixed compensation and compensation that is contingent upon each executive officer's individual performance and our overall performance. A goal of the compensation program is to provide executive officers with a reasonable level of security through base salary and benefits, while rewarding them through incentive compensation to achieve business objectives and create unitholder value over time. We believe that each of our compensation components is important in achieving this goal. Base salaries provide executives with a base level of monthly income and security. Annual discretionary profit sharing allocations and long-term incentive awards provide an incentive to our executives to achieve business objectives that increase our financial performance, which creates unitholder value through continuity of, and increases in, distributions and increases in the market value of the units. In addition, we want to ensure that our compensation programs are appropriately designed to encourage executive officer retention, which is accomplished through all of our compensation elements.

Base Salary

The Board of Directors establishes base salaries for the named executive officers based on a number of factors, including:

The historical salaries for services rendered to the Partnership and responsibilities of the named executive officer.

The salaries of equivalent executive officers at our peer group companies and other data for our industry.

The prevailing levels of compensation and cost of living in the location in which the named executive officer works.

In determining the initial base compensation payable to individual named executive officers when they are first hired by the Partnership, our starting point is the historical compensation levels that the Partnership has paid to officers performing similar functions over the past few years. We also consider the level of experience and accomplishments of individual candidates and general labor market conditions, including the availability of candidates to fill a particular position. When we make adjustments to the base salaries of existing named executive officers, we review the individual's performance, the value each named executive officer brings to us and general labor market conditions.

Table of Contents

Elements of individual performance considered, among others, without any specific weight given to each element, include business-related accomplishments during the year, difficulty and scope of responsibilities, effective leadership, experience, expected future contributions to the Partnership and difficulty of replacement. While base salary provides a base level of compensation intended to be competitive with the external market, the base salary for each named executive officer is determined on a subjective basis after consideration of these factors and is not based on target percentiles or other formal criteria. Although we believe that base salaries for our named executive officers are generally competitive with the external market, we do not use benchmarking as a fixed criterion to determine base compensation. Rather, after subjectively setting base salaries based on the above factors, we review the compensation paid to officers holding similar positions at our peer group companies to obtain a general understanding of the reasonableness of base salaries and other compensation payable to our named executive officers. The Partnership also takes into account geographic differences for similar positions in the New York Metropolitan area. While cost of living is considered in determining annual increases, the Partnership does not typically provide full cost of living adjustments as salary increases are constrained by budgetary restrictions and the ability to fund the Partnership's current cash needs such as interest expense, maintenance capital, income taxes and distributions.

Profit Sharing Allocations

The Partnership maintains a profit sharing pool for certain employees, including named executive officers, which is equal to approximately 6% of the Partnership's earnings before income taxes, depreciation and amortization, excluding items affecting comparability (adjusted EBITDA) for the given fiscal year. The annual discretionary profit sharing allocations paid to the named executive officers are payable from this pool. The size of the pool fluctuates based upon upward or downwards changes in adjusted EBITDA and the size of an individual award to a named executive officer fluctuates based on the size of the profit sharing pool and the number of participants in the plan. Depending upon the size of the profit sharing pool, and the number of participants in the plan, the amount paid to the named officers could be more or less.

There are no set formulas for determining the amount payable to our named executive officers from the profit sharing plan. Factors considered by our CEO and the Board in determining the level of profit sharing allocations generally include, without assigning a particular weight to any factor:

- whether or not we achieved certain budgeted goals for the year and any material shortfalls or superior performances relative to expectations. Under the plan, no profit sharing was payable with respect to fiscal 2016 unless the Partnership achieved actual adjusted EBITDA for fiscal 2016 of at least 70% of the amount of budgeted adjusted EBITDA for fiscal 2016.

- the level of difficulty associated with achieving such objectives based on the opportunities and challenges encountered during the year; and

- significant transactions or accomplishments for the period not included in the goals for the year.

Our CEO takes these factors into consideration as well as the relative contributions of each of the named executive officers to the year's performance in developing his recommendations for profit sharing amounts. Based on such assessment, our CEO submits recommendations to the Board of Directors for the annual profit sharing amounts to be paid to our named executive officers (other than the CEO), for the Board's review and approval. Similarly, the Chairman assesses the CEO's contribution toward meeting the Partnership's goals based upon the above factors, and

recommends to the Board of Directors a profit sharing allocation for the CEO it believes to be commensurate with such contribution.

The Board of Directors retains the ultimate discretion to determine whether the named executive officers will receive annual profit sharing allocations based upon the factors discussed above.

Management Incentive Compensation Plan

In fiscal 2007, following the Partnership's recapitalization, the Board of Directors adopted the Management Incentive Compensation Plan (the Plan) for employees of the Partnership. Under the Plan, certain named employees who participate shall be entitled to receive a pro rata share (as determined in the manner described below) of an amount in cash equal to:

50% of the distributions (Incentive Distributions) of Available Cash in excess of the minimum quarterly distribution of \$0.0675 per unit otherwise distributable to Kestrel Heat pursuant to the Partnership Agreement on account of its general partner units; and

50% of the cash proceeds (the Gains Interest) which Kestrel Heat shall receive from any sale of its general partner units (as defined in the Partnership Agreement), less expenses and applicable taxes.

Table of Contents

The Partnership believes that the Plan provides a long-term incentive to its participants because it encourages the Partnership's management to increase the Partnership's available cash for distributions in order to trigger the incentive distributions that are only payable if distributions from available cash exceeds certain target distribution levels, with higher amounts of incentive distributions triggered by higher levels of distributions. Such increases are not sustainable on a consistent basis without long-term improvements in the Partnership's operations. In addition, under certain Plan amendments that were adopted in 2012, the participation points of existing plan participants will vest and become irrevocable over a four year period, provided that the participants continue to be employed by the Partnership during the vesting period. The Partnership believes that this will help ensure that the Plan participants, which include our named executive officers, will have a continuing personal interest in the success of the Partnership.

The pro rata share payable to each participant under the Plan is based on the number of participation points as described under Fiscal 2016 Compensation Decisions Management Incentive Compensation Plan. The amount paid in Incentive Distributions is governed by the partnership agreement and the calculation of Available Cash (as defined in our partnership agreement) is distributed to the holders of the Partnership's common units and general partner units in the following manner:

First, 100% to all common units, pro rata, until there has been distributed to each common unit an amount equal to the minimum quarterly distribution of \$0.0675 for that quarter;

Second, 100% to all common units, pro rata, until there has been distributed to each common unit an amount equal to any arrearages in the payment of the minimum quarterly distribution for prior quarters;

Third, 100% to all general partner units, pro rata, until there has been distributed to each general partner unit an amount equal to the minimum quarterly distribution;

Fourth, 90% to all common units, pro rata, and 10% to all general partner units, pro rata, until each common unit has received the first target distribution of \$0.1125; and

Finally, 80% to all common units, pro rata, and 20% to all general partner units, pro rata.

Available Cash, as defined in our partnership agreement, generally means all cash on hand at the end of the relevant fiscal quarter less the amount of cash reserves established by the Board of Directors of our general partner in its reasonable discretion for future cash requirements. These reserves are established for the proper conduct of our business, including acquisitions, the payment of debt principal and interest and for distributions during the next four quarters and to comply with applicable law and the terms of any debt agreements or other agreements to which we are subject. The Board of Directors of our general partner reviews the level of Available Cash each quarter based upon information provided by management.

To fund the benefits under the Plan, Kestrel Heat has agreed to permanently and irrevocably forego receipt of the amount of Incentive Distributions that are payable to plan participants. For accounting purposes, amounts payable to management under this Plan will be treated as compensation and will reduce both EBITDA and net income but not adjusted EBITDA. Kestrel Heat has also agreed to contribute to the Partnership, as a contribution to capital, an amount equal to the Gains Interest payable to participants in the Plan by the Partnership. The Partnership is not required to reimburse Kestrel Heat for amounts payable pursuant to the Plan.

The Plan is administered by the Partnership's Chief Financial Officer under the direction of the Board or by such other officer as the Board may from time to time direct. In general, no payments will be made under the Plan if the Partnership is not distributing cash under the Incentive Distributions described above.

Effective as of July 19, 2012, the Board of Directors adopted certain amendments (the Plan Amendments) to the Plan. Under the Plan Amendments, the number and identity of the Plan participants and their participation interests in the Plan have been frozen at the current levels. In addition, under the Plan Amendments, the plan benefits (to the extent vested) may be transferred upon the death of a participant to his or her heirs. A participant's vested percentage of his or her plan benefits will be 100% during the time a participant is an employee or consultant of the Partnership. Following the termination of such positions, a participant's vested percentage shall be equal to 20% for each full or partial year of employment or consultation with the Partnership starting with the fiscal year ended September 30, 2012 (33 1/3% in the case of the Partnership's chief executive officer at that time).

The Partnership distributed approximately \$397,422 in Incentive Distributions under the Plan during fiscal 2016, including payments to the named executive officers of approximately \$177,034. With regard to the Gains Interest, Kestrel Heat has not given any indication that it will sell its general partner units within the next twelve months. Thus the Plan's value attributable to the Gains Interest currently cannot be determined.

Table of Contents*Retirement and Health Benefits*

The Partnership offers a health and welfare and retirement program to all eligible employees. The named executive officers are generally eligible for the same programs on the same basis as other employees of the Partnership. The Partnership maintains a tax-qualified 401(k) retirement plan that provides eligible employees with an opportunity to save for retirement on a tax advantaged basis. Under the Partnership's 401(k) plan, subject to IRS limitations, each participant can contribute from 0% to 60% of compensation.

The Partnership makes a 4% (or a maximum of 5.5% for participants who had 10 or more years of service at the time the Partnership's defined benefit plans were frozen and who have reached the age 55) core contribution of a participant's compensation and generally can match 2/3 (up to 3.0%) of a participant's contributions, subject to IRS limitations.

In addition, the Partnership has two frozen defined benefit pension plans that were maintained for all its eligible employees, including certain executive officers. The present value of accumulated benefits under these frozen defined benefit pension plans for certain executive officers is provided in the table labeled, pension plans pursuant to which named executive officers have an accumulated benefit but are not currently accruing benefits.

Fiscal 2016 Compensation Decisions

For fiscal 2016, the foregoing elements of compensation were applied as follows:

Base Salary

The following table sets forth each named executive officer's base salary as of October 1, 2016 and the percentage increase in base salary over October 1, 2015. The current base salaries for our named executive officers were determined based upon the factors discussed under the caption Base Salary. The average percentage increase in base salary for executives in our peer group was approximately 8.3%.

Name	Salary	Percentage Change
		From Prior Year
Steven J. Goldman	\$ 450,000	7.1%
Richard F. Ambury	\$ 376,548	4.0%
Richard G. Oakley	\$ 250,000	2.0%

Annual Discretionary Profit Sharing Allocation

Based on the annual performance reviews for the Partnership's CEO and named executive officers, the Board approved annual profit sharing allocations as reflected in the Summary Compensation Table and notes thereto. For fiscal 2016 the profit sharing amounts reflected in the Summary Compensation Table are 43%, 43%, and 47% lower than fiscal 2015 for Messrs. Goldman, Ambury, and Oakley, respectively. One of the Partnership's primary performance measures for profit sharing purpose is adjusted EBITDA. This adjusted EBITDA decreased by \$60.9 million, or 41.8%, to \$84.7 million for fiscal 2016. The Partnership's decrease in adjusted EBITDA was primarily due to the impacts of warmer weather and an increase in net customer attrition to 5.1% for fiscal 2016 compared to 1.8% for fiscal 2015. The Partnership's use of weather hedge contracts and margin management reduced the impact of the warmer temperatures. For the Partnership's peer group, the average percentage decrease in adjusted EBITDA was

24.0%. In fiscal 2016, the Partnership completed four acquisitions with a total purchase price of \$9.8 million and added approximately 3,300 customers. The Partnership has also continued to focus on its initiatives to increase revenues other than through the sale of home heating oil and organically expanded its presence in the distribution of propane and its other service offerings during fiscal 2016.

Management Incentive Compensation Plan

In 2012 under the Plan Amendments adopted by the Board, the number and identity of the Plan participants and their participation points were frozen at the current levels in order to more closely align the interests of Plan participants and unitholders and to give Plan participants a continuing personal interest in the success of the Partnership. The number of participation points that were previously awarded to the named executive officers was based on the length of service and level of responsibility of the named executive and the Partnership's desire to retain the named executive, in order to promote the long-term best interest of the Partnership.

Table of Contents

In fiscal 2016, \$177,034 was paid to the named executive officers under the Plan as indicated in the following chart:

Name	Points	Percentage	Management Incentive Payments
Steven J. Goldman	215	19.5%	\$ 77,678
Richard F. Ambury	235	21.4%	84,904
Richard G. Oakley	40	3.6%	14,452
Other Plan Participants (a)	610	55.5%	220,388
Total	1,100	100.0%	\$ 397,422

(a) Includes 300 points (27.3%) that were awarded to Mr. Donovan prior to his retirement as the Partnership's President and Chief Executive Officer effective September 30, 2013.

Retirement and Health Benefits

The named executive officers participate in the Partnership's retirement and health benefit plans.

Employment Contracts and Severance Agreements*Agreement with Steven J. Goldman*

Effective October 1, 2013, Steven J. Goldman was appointed the President and Chief Executive Officer of the Partnership. Mr. Goldman entered into a three year employment agreement with the Partnership, effective as of October 1, 2013. In December 2016 the Partnership entered into an employment agreement with Mr. Goldman effective as of October 1, 2016 where Mr. Goldman will continue to serve as President and Chief Executive Officer of the Partnership and its subsidiaries on an at-will basis. Under his employment agreement, if Mr. Goldman is terminated for reasons other than cause or if he terminates his employment for good reason, Mr. Goldman will be entitled to one year's salary as severance.

Agreement with Richard F. Ambury

The Partnership entered into an employment agreement with Mr. Ambury effective as of April 28, 2008. Mr. Ambury will serve as Chief Financial Officer and Treasurer of the Partnership and its subsidiaries on an at-will basis. The employment agreement provides for one year's salary as severance if Mr. Ambury's employment is terminated without cause or by Mr. Ambury for good reason.

Agreement with Richard G. Oakley

Effective November 2, 2009, the Partnership entered into an agreement with Mr. Richard G. Oakley pursuant to which Mr. Oakley will continue to be employed as Senior Vice President on an at-will basis, and provides for one year's salary as severance if his employment is terminated for reasons other than cause.

Change In Control Agreements

We have entered into a Change In Control Agreement with Mr. Goldman, Chief Executive Officer and Mr. Ambury, Chief Financial Officer. Under the terms of each agreement, if either of these executive officers is terminated as a result of a change in control (as defined in the agreement) he will be entitled to a payment equal to two times his base annual salary in the year of such termination plus two times the average amount paid as a bonus and/or as profit sharing during the three years preceding the year of such termination. The term change in control means the present equity owners of Kestrel and their affiliates collectively cease to beneficially own equity interests having the voting power to elect at least a majority of the members of the board of directors or other governing board of the general partner of the Partnership or any successor entity to the Partnership. If a change in control were to have occurred and their employment was terminated as of the date of this report, Mr. Goldman would have received a payment of \$2,458,633 and Mr. Ambury would have received a payment of \$1,992,729.

Indemnification Agreements

We have entered into an indemnification agreement with each of our directors and senior executives. These agreements provide for us to, among other things, indemnify such persons against certain liabilities that may arise by reason of their status or service as directors or officers, to advance their expenses incurred as a result of a proceeding as to which they may be indemnified and to cover such person under any directors and officers liability insurance policy we choose, in our discretion, to maintain. These indemnification agreements are intended to provide indemnification rights to the fullest extent permitted under applicable

Table of Contents

indemnification rights statutes in the State of Delaware and are in addition to any other rights such person may have under our partnership agreement and the operating agreement of our general partner, and applicable law. We believe these indemnification agreements enhance our ability to attract and retain knowledgeable and experienced executives and independent, non-management directors.

Board of Directors Report

The Board of Directors of the general partner of the Partnership does not have a separate compensation committee. Executive compensation is determined by the Board of Directors.

The Board of Directors reviewed and discussed with the Partnership's management the Compensation Discussion and Analysis contained in this annual report on Form 10-K. Based on that review and discussion, the Board of Directors recommends that the Compensation Discussion and Analysis be included in the Partnership's annual report on Form 10-K for the year ended September 30, 2016.

Paul A. Vermylen, Jr.

Steven J. Goldman

Henry D. Babcock

C. Scott Baxter

Daniel P. Donovan

Bryan H. Lawrence

Sheldon B. Lubar

William P. Nicoletti

Executive Compensation Table

The following table sets forth the annual salary compensation, bonus and all other compensation awards earned and accrued by the named executive officers in the fiscal year.

Name and	Fiscal	Summary Compensation Table				All Other
		Unit Option	Non- Equity Incentive	Change in Pension Value and Nonqualified Deferred	Comp.	

Principal Position	Year	Salary	Bonu	Awards	Awards	Earnings			Total
						Comp.(1)	(2)	Comp.(3)	
Steven J. Goldman	2016	\$ 420,000				\$ 547,000	\$	\$ 120,173	\$ 1,087,173
President and	2015	\$ 390,000				\$ 957,950	\$	\$ 102,563	\$ 1,450,513
Chief Executive Officer	2014	\$ 360,000				\$ 833,000	\$	\$ 80,933	\$ 1,273,933
Richard F. Ambury	2016	\$ 368,100				\$ 434,000	\$ 40,838	\$ 129,326	\$ 972,264
Chief Financial Officer,	2015	\$ 353,947				\$ 762,450	\$ 6,942	\$ 110,522	\$ 1,233,861
Executive Vice									
President,	2014	\$ 342,345				\$ 663,000	\$ 48,781	\$ 86,559	\$ 1,140,685
Treasurer and Secretary									
Richard G. Oakley	2016	\$ 247,083				\$ 145,750	\$ 62,632	\$ 58,491	\$ 513,956
Senior Vice President -	2015	\$ 242,083				\$ 275,000	\$ 9,236	\$ 53,975	\$ 580,294
Accounting	2014	\$ 230,958				\$ 250,000	\$ 68,728	\$ 41,719	\$ 591,405

- (1) Payable pursuant to the Partnership's profit sharing pool, which is described under Compensation Discussion and Analysis Profit Sharing Allocation.
- (2) The Partnership has two frozen defined benefit pension plans that we sometimes refer in this Report as the Petro defined benefit pension plan and the Meenan defined benefit pension plan, where participants are not accruing additional benefits. Mr. Ambury also participated in a tax-qualified supplemental employee retirement plan which prior to being frozen in 1997, represented contributions to an employee plan to compensate for a reduction in certain benefits prior to 1997. Included in Mr. Ambury's amounts for the Change in Pension Value and Nonqualified Deferred Comp. Earnings are \$6,560, \$1,115, and \$7,836 for fiscal years 2016, 2015, and 2014 respectively, for the actuarial changes in the value of his frozen supplemental employee retirement plan. The change in all the named executive's pension values (including the supplemental employee retirement plan) are non-cash, and reflect normal adjustments resulting from changes in discount rates and government mandated mortality tables.

Table of Contents

(3) All other compensation is subdivided as follows:

Name	Management Incentive Compensation Plan	Company Match and Core Contribution to 401(K) Plan	Car Allowance or Monetary Value for Personal Use of Company Owned Vehicle		Total
Steven J. Goldman	\$ 77,678	\$ 16,472	\$ 26,023		\$ 120,173
Richard F. Ambury	\$ 84,904	\$ 20,422	\$ 24,000		\$ 129,326
Richard G. Oakley	\$ 14,452	\$ 20,039	\$ 24,000		\$ 58,491

Grants of Plan-Based Awards

Name	Grant Date (1)	Estimated Future Payouts Equity Incentive Awards (1)	Estimated Future Payouts Under Equity Incentive Plan	Estimated Other Awards: Shares of Stock or Underlying Securities	All Other Awards: Option Awards	Grant Date	Fair Value of Stock Awards and Option Awards (\$/Sh)
Steven J. Goldman	7/21/09		547,000				
Richard F. Ambury	7/21/09		434,000				
Richard G. Oakley	7/21/09		145,750				

- (1) On July 21, 2009, the Board of Directors authorized the continuance of the Partnership's annual profit sharing plan, subject to its power to terminate the plan at any time. Profit sharing allocations are described under Compensation Philosophy and Policies Profit Sharing Allocations.
- (2) The Partnership's annual profit sharing plan does not provide for thresholds or maximums; the amounts listed represent the actual awards to the named executive officers for fiscal 2016.

Outstanding Equity Awards at Fiscal Year-End

None.

Option Exercises and Stock Vested

None.

Pension Plans Pursuant to Which Named Executive Officers Have an Accumulated Benefit But Are Not Currently Accruing Benefits

Name	Plan Name	Number of Years Credited Service	Present Value of Accumulated Benefit	Payments During Last Fiscal Year
Richard F. Ambury (1)	Retirement Plan	14	\$ 268,488	\$
	Supplemental Employee Retirement Plan		\$ 51,383	\$
Richard G. Oakley (1)	Retirement Plan	20	\$ 428,068	\$

- 1) The named executive officers have accumulated benefits in the tax-qualified Petro defined benefit pension plan that was frozen in 1997 or in the tax-qualified Meenan defined benefit pension plan that was frozen in 2002, subsequent to its combination with Petro. Mr. Ambury also participated in a tax-qualified supplemental employee retirement plan which, prior to being frozen in 1997, represented contributions to an employee plan to compensate for a reduction in certain benefits prior to 1997. Mr. Goldman was not a participant in any of these plans. Each year, the named executive officer's accumulated benefits are actuarially calculated generally based on the credited years of service and each employee's compensation at the time the plan was frozen. The present value of these amounts are the present value of a single life annuity generally payable at later or normal retirement age, adjusted for changes in discount rates and government mandated mortality tables. See Note 12. Employee Benefit Plans, to the Partnership's Consolidated Financial Statements, for the material assumptions applied in quantifying the present value of the accumulated benefits of these frozen plans.

Table of Contents**Nonqualified Defined Contribution and Other Nonqualified Deferred Compensation Plans**

None.

Potential Payments upon Termination

If Mr. Goldman's employment is terminated by the Partnership for reasons other than for cause or if Mr. Goldman terminates his employment for good reason, he will be entitled to receive one-year's salary as severance except in the case of a termination following a change in control which is discussed above under "Change in Control Agreements." For 12 months following the termination of his employment, Mr. Goldman is prohibited from competing with the Partnership or from becoming involved either as an employee, as a consultant or in any other capacity, in the sale of heating oil or propane on a retail basis.

If Mr. Ambury's employment is terminated for reasons other than cause or if Mr. Ambury terminates his employment for a good reason, he will be entitled to receive a severance payment of one year's salary except in the case of a termination following a change in control which is discussed above under "Change in Control Agreements." For 12 months following the termination of his employment, Mr. Ambury is prohibited from competing with the Partnership or from becoming involved either as an employee, as a consultant or in any other capacity, in the sale of heating oil or propane on a retail basis.

If Mr. Oakley's employment is terminated by the Partnership without cause, he will be entitled to receive one-year's salary as severance. For 12 months following the termination of his employment, Mr. Oakley is prohibited from competing with the Partnership or from becoming involved either as an employee, as a consultant or in any other capacity, in the sale of heating oil or propane on a retail basis.

The amounts shown in the table below assume that the triggering event for each named executive officer's termination or change in control payment was effective as of the date of this report based upon their historical compensation arrangements as of such date. The actual amounts to be paid out can only be determined at the time of such named executive officer's termination of employment or the Partnership's change of control.

The employment agreements of the foregoing officers also require that they not reveal confidential information of the Partnership within twelve months following the termination of their employment.

Name	Potential Payments Upon Termination	Potential Payments Following a Change of Control
Steven J. Goldman	\$ 450,000	\$ 2,458,633
Richard F. Ambury	\$ 376,548	\$ 1,992,729
Richard G. Oakley	\$ 250,000	\$

Table of Contents**Compensation of Directors**

Name	Director Compensation Table						Total
	Fees Earned or Paid in Cash	Unit Awards	Option Awards	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Earnings (2)	All Other Compensation (3)	
Paul A. Vermylen, Jr. (1)	\$ 127,500				\$ 51,933	\$ 69,527	\$ 248,960
Daniel P. Donovan (4)	\$				\$ 56,416		