

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of Earliest Event Reported): **June 9, 2017**

Ferrellgas Partners, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-11331
(Commission
File Number)

43-1698480
(I.R.S. Employer
Identification No.)

**7500 College Blvd., Suite 1000,
Overland Park, Kansas**
(Address of principal executive offices)

66210
(Zip Code)

Registrant's telephone number, including area code: **913-661-1500**

n/a

Former name or former address, if changed since last report

Ferrellgas Partners Finance Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

333-06693
(Commission
File Number)

43-1742520
(I.R.S. Employer
Identification No.)

**7500 College Blvd., Suite 1000,
Overland Park, Kansas**
(Address of principal executive offices)

66210
(Zip Code)

Registrant's telephone number, including area code: **913-661-1500**

n/a

Former name or former address, if changed since last report

Ferrellgas, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-50182
(Commission
File Number)

43-1698481
(I.R.S. Employer
Identification No.)

**7500 College Blvd., Suite 1000,
Overland Park, Kansas**
(Address of principal executive offices)

66210
(Zip Code)

Registrant's telephone number, including area code: **913-661-1500**

n/a

Former name or former address, if changed since last report

Ferrellgas Finance Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-50183
(Commission
File Number)

14-1866671
(I.R.S. Employer
Identification No.)

**7500 College Blvd., Suite 1000,
Overland Park, Kansas**
(Address of principal executive offices)

66210
(Zip Code)

Registrant's telephone number, including area code: **913-661-1500**

n/a

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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

Item 2.02 Results of Operations and Financial Condition.

The information included in Item 7.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.02 of this Current Report on Form 8-K.

Item 7.01 Regulation FD Disclosure.

On June 9, 2017, Ferrellgas Partners, L.P. issued a press release regarding its financial results for the third fiscal quarter ended April 30, 2017. A copy of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

Exhibit 99.1 — Press release of Ferrellgas Partners, L.P. dated June 9, 2017, reporting its financial results for the third fiscal quarter ended April 30, 2017.

Limitation on Materiality and Incorporation by Reference

The information in this Current Report on Form 8-K related to Items 2.02 and 7.01, including Exhibit 99.1 furnished herewith, is being furnished to the SEC pursuant to Item 2.02 and Item 7.01 of Form 8-K and is not deemed to be “filed” with the SEC for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of Section 18. In addition, such information is not to be incorporated by reference into any registration statement of Ferrellgas Partners, L.P., Ferrellgas Partners Finance Corp., Ferrellgas, L.P. or Ferrellgas Finance Corp. or other filings of such entities made pursuant to the Exchange Act or the Securities Act, unless specifically identified as being incorporated therein by reference.

The furnishing of particular information in this Current Report, including Exhibit 99.1 furnished herewith, pursuant to Item 7.01 of Form 8-K is not intended to, and does not, constitute a determination or admission by Ferrellgas Partners, L.P., Ferrellgas Partners Finance Corp., Ferrellgas, L.P. or Ferrellgas Finance Corp. as to the materiality or completeness of any such information that is required to be disclosed solely by Regulation FD of the Exchange Act.

SIGNATURES

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

FERRELLGAS PARTNERS, L.P.
By Ferrellgas, Inc. (General Partner)

Date: June 9, 2017

By /s/ Alan C. Heitmann
Alan C. Heitmann
Executive Vice President and Chief Financial Officer; Treasurer
(Principal Financial and Accounting Officer)

FERRELLGAS PARTNERS FINANCE CORP.

Date: June 9, 2017

By /s/ Alan C. Heitmann
Alan C. Heitmann
Chief Financial Officer and Sole Director

FERRELLGAS, L.P.
By Ferrellgas, Inc. (General Partner)

Date: June 9, 2017

By /s/ Alan C. Heitmann
Alan C. Heitmann
Executive Vice President and Chief Financial Officer; Treasurer
(Principal Financial and Accounting Officer)

FERRELLGAS FINANCE CORP.

Date: June 9, 2017

By /s/ Alan C. Heitmann
Alan C. Heitmann
Chief Financial Officer and Sole Director

3

Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | Press release of Ferrellgas Partners, L.P. dated June 9, 2017, reporting its financial results for the third fiscal quarter ended April 30, 2017. |

4

FERRELLGAS PARTNERS, L.P. REPORTS RESULTS FOR THIRD QUARTER FISCAL 2017

OVERLAND PARK, Kan., June 9, 2017 — Ferrellgas Partners, L.P. (NYSE:FGP) (“Ferrellgas” or the “Company”) today announced financial results for its third fiscal quarter ended April 30, 2017. The Company reported net earnings attributable to Ferrellgas Partners, L.P. of \$6.5 million, compared to net earnings of \$18.7 million for the same period in 2016.

Adjusted EBITDA was \$76.8 million compared to \$108.0 million in the prior year period primarily due to decreased contributions from the midstream operations segment.

“Weather for the third fiscal quarter was 2.7% warmer than last year, but more importantly 19.5% warmer than normal,” said James E. Ferrell, the Company’s interim President and Chief Executive Officer. “Our retail gallons were consistent with those of the prior year on a weather adjusted basis, but overall margins were lower than the prior year period due to customer mix.”

Mr. Ferrell continued, “Further, we continue to move forward with plans to drive growth and improve results at Blue Rhino and are analyzing ways to become more operationally efficient.”

Propane gallons sold were 212.2 million gallons, compared to 223.4 million gallons in the prior year quarter. Operating income generated by the propane operations and related equipment sales segment was \$67.1 million, compared to \$78.7 million in the prior year period.

During the third fiscal quarter the Company executed an amendment to its secured credit facility to address leverage and interest coverage ratios and to right size the facility. Mr. Ferrell added, “We were pleased to be able to adjust our leverage ratio to 7.75x and our interest coverage ratio to 1.75x through the quarter ending April 2018 and to right size the facility from \$700 million to \$575 million. With this amendment behind us we can concentrate our efforts on reducing our debt with the goal of returning to a leverage ratio of 4.5x or lower.” At the end of the third fiscal quarter, the Company’s leverage ratio was 6.45x, which was significantly lower than the 7.75x limit allowed under its secured credit facility and accounts receivable securitization facility, both as amended in April 2017.

About Ferrellgas

Ferrellgas Partners, L.P., through its operating partnership, Ferrellgas, L.P., and subsidiaries, serves propane customers in all 50 states, the District of Columbia, and Puerto Rico, and provides midstream services to major energy companies in the United States. Ferrellgas employees indirectly own 22.8 million common units of the partnership, through an employee stock ownership plan. Ferrellgas Partners, L.P. filed a Form 10-K with the Securities and Exchange Commission on September 28, 2016. Investors can request a hard copy of this filing free of charge and obtain more information about the partnership online at www.ferrellgas.com.

Forward Looking Statements

Statements in this release concerning expectations for the future are forward-looking statements. These statements often use words such as “anticipate,” “believe,” “intend,” “plan,” “projection,” “forecast,”

“strategy,” “position,” “continue,” “estimate,” “expect,” “may,” “will,” or the negative of those terms or other variations of them or comparable terminology. Forward-looking statements, include, but are not limited to: Ferrellgas’ debt reduction plans, Ferrellgas’ leverage ratio reduction plans, statements regarding future unitholder returns, growth and improved results, plans to increase the utilization of certain assets, the anticipated impact of Ferrellgas’ actions on its balance sheet and liquidity position, and the anticipated impact of Ferrellgas’ leadership changes. While Ferrellgas believes that the assumptions concerning future events are reasonable, it cautions that there are inherent difficulties in predicting certain important factors that could impact the future performance or results of its business. Among the factors that could cause results to differ materially from those indicated by such forward-looking statements are: risks related to Ferrellgas’ ability to generate sufficient cash flow to pay distributions, to make payments on its debt obligations and to execute its business plan; Ferrellgas’ ability to access funds on acceptable terms, if at all, because of the terms and conditions governing its indebtedness or otherwise; local, regional and national economic conditions and the impact they may have on Ferrellgas and its customers; the effect of weather conditions on the demand for propane; the prices of wholesale propane, motor fuel and crude oil; disruptions to the supply of propane; the termination or non-renewal of certain arrangements or agreements; adverse changes in our relationships with our national propane customers; significant delays in the collection of, or uncollectibility of, accounts or notes receivable; the financial condition of Ferrellgas’ customers; and the failure of any customer to perform its contractual obligations. A variety of known and unknown risks, uncertainties and other factors could cause results, performance and expectations to differ materially from anticipated results, performance and expectations. These risks, uncertainties and other factors are discussed in the Form 10-K of Ferrellgas Partners, L.P., Ferrellgas Partners Finance Corp., Ferrellgas, L.P., and Ferrellgas Finance Corp. for the fiscal year ended July 31, 2016, the Form 10-Q of these entities for the fiscal quarter ended April 30, 2017, and in other documents filed from time to time by these entities with the Securities and Exchange Commission.

You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. All forward-looking statements in this press release are qualified in their entirety by these cautionary statements. Except as required by law, Ferrellgas undertakes no obligation and does not intend to update or revise any forward-looking statements, whether as a result of new information, future results or otherwise.

Contacts

Jack Herrold, Investor Relations — jackherrold@ferrellgas.com, 913-661-1851
 Jim Saladin, Media Relations — jimsaladin@ferrellgas.com, 913-661-1833

FERRELLGAS PARTNERS, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except unit data)
(unaudited)

| | April 30, 2017 | July 31, 2016 |
|---|---------------------|---------------------|
| ASSETS | | |
| Current Assets: | | |
| Cash and cash equivalents | \$ 9,506 | \$ 4,965 |
| Accounts and notes receivable, net (including \$143,337 and \$106,464 of accounts receivable pledged as collateral at April 30, 2017 and July 31, 2016, respectively) | 208,529 | 149,583 |
| Inventories | 92,757 | 90,594 |
| Prepaid expenses and other current assets | 30,563 | 39,973 |
| Total Current Assets | 341,355 | 285,115 |
| Property, plant and equipment, net | 743,508 | 774,680 |
| Goodwill, net | 256,103 | 256,103 |
| Intangible assets, net | 259,286 | 280,185 |
| Other assets, net | 79,017 | 87,223 |
| Total Assets | \$ 1,679,269 | \$ 1,683,306 |
| LIABILITIES AND PARTNERS' DEFICIT | | |
| Current Liabilities: | | |
| Accounts payable | \$ 86,646 | \$ 67,928 |
| Short-term borrowings | 38,389 | 101,291 |
| Collateralized note payable | 91,000 | 64,000 |
| Other current liabilities | 151,473 | 128,958 |
| Total Current Liabilities | 367,508 | 362,177 |
| Long-term debt (a) | 1,984,218 | 1,941,335 |
| Other liabilities | 31,029 | 31,574 |
| Contingencies and commitments | | |
| Partners' Deficit: | | |
| Common unitholders (97,152,665 and 98,002,665 units outstanding at April 30, 2017 and July 31, 2016) | (639,881) | (570,754) |
| General partner unitholder (989,926 and 989,926 units outstanding at April 30, 2017 and July 31, 2016) | (66,372) | (65,835) |
| Accumulated other comprehensive income (loss) | 6,086 | (10,468) |
| Total Ferrellgas Partners, L.P. Partners' Deficit | (700,167) | (647,057) |
| Noncontrolling Interest | (3,319) | (4,723) |
| Total Partners' Deficit | (703,486) | (651,780) |
| Total Liabilities and Partners' Deficit | \$ 1,679,269 | \$ 1,683,306 |

(a) The principal difference between the Ferrellgas Partners, L.P. balance sheet and that of Ferrellgas, L.P., is \$357 million of 8.625% notes which are liabilities of Ferrellgas Partners, L.P. and not of Ferrellgas, L.P.

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

| | Three months ended April 30 | | Nine months ended April 30 | | Twelve months ended April 30 | |
|--|--------------------------------|----------------|-------------------------------|------------------|---------------------------------|------------------|
| | 2017 | 2016 | 2017 | 2016 | 2017 | 2016 |
| Revenues: | | | | | | |
| Propane and other gas liquids sales | \$ 369,437 | \$ 338,929 | \$ 1,049,211 | \$ 961,086 | \$ 1,290,493 | \$ 1,217,207 |
| Midstream operations | 126,676 | 105,424 | 331,507 | 487,427 | 469,318 | 574,254 |
| Other | 41,996 | 65,119 | 116,183 | 181,343 | 146,601 | 220,906 |
| Total revenues | 538,109 | 509,472 | 1,496,901 | 1,629,856 | 1,906,412 | 2,012,367 |
| Cost of sales: | | | | | | |
| Propane and other gas liquids sales | 197,487 | 152,261 | 551,728 | 448,841 | 667,320 | 576,875 |
| Midstream operations | 118,767 | 71,852 | 300,433 | 373,899 | 397,768 | 444,425 |
| Other | 20,810 | 41,203 | 53,213 | 111,425 | 68,025 | 134,450 |
| Gross profit | 201,045 | 244,156 | 591,527 | 695,691 | 773,299 | 856,617 |
| Operating expense | 104,773 | 115,140 | 322,274 | 346,584 | 433,600 | 461,953 |
| Depreciation and amortization expense | 25,737 | 38,352 | 77,546 | 112,698 | 115,361 | 140,701 |
| General and administrative expense | 9,978 | 12,354 | 33,889 | 36,656 | 45,812 | 63,386 |
| Equipment lease expense | 7,270 | 7,244 | 22,035 | 21,554 | 29,314 | 28,153 |
| Non-cash employee stock ownership plan compensation charge | 4,697 | 9,978 | 11,396 | 18,375 | 20,616 | 26,360 |
| Non-cash stock-based compensation charge | — | 1,091 | 3,298 | 6,757 | 5,865 | 13,038 |

| (a) | | | | | | | |
|---|-----------------|------------------|-----------------|-------------------|---------------------|--------------------|--|
| Asset impairments | — | — | — | 29,316 | 628,802 | 29,316 | |
| Loss on asset sales and disposal | 2,393 | 5,779 | 8,861 | 23,220 | 16,476 | 25,741 | |
| Operating income (loss) | 46,197 | 54,218 | 112,228 | 100,531 | (522,547) | 67,969 | |
| Interest expense | (39,860) | (34,371) | (112,107) | (102,889) | (147,155) | (131,488) | |
| Other income (expense), net | 162 | 331 | 1,433 | (89) | 1,632 | (24) | |
| Earnings (loss) before income taxes | 6,499 | 20,178 | 1,554 | (2,447) | (668,070) | (63,543) | |
| Income tax expense (benefit) | (192) | 1,260 | (194) | 1,446 | (1,676) | (317) | |
| Net earnings (loss) | 6,691 | 18,918 | 1,748 | (3,893) | (666,394) | (63,226) | |
| Net earnings (loss) attributable to noncontrolling interest (b) | 155 | 233 | 187 | 88 | (6,521) | (470) | |
| Net earnings (loss) attributable to Ferrellgas Partners, L.P. | 6,536 | 18,685 | 1,561 | (3,981) | (659,873) | (62,756) | |
| Less: General partner's interest in net earnings (loss) | 66 | 187 | 16 | (40) | (6,599) | (628) | |
| Common unitholders' interest in net earnings (loss) | <u>\$ 6,470</u> | <u>\$ 18,498</u> | <u>\$ 1,545</u> | <u>\$ (3,941)</u> | <u>\$ (653,274)</u> | <u>\$ (62,128)</u> | |
| Earnings (loss) Per Common Unit | | | | | | | |
| Basic and diluted net loss per common unitholders' interest | \$ 0.07 | \$ 0.19 | \$ 0.02 | \$ (0.04) | \$ (6.70) | \$ (0.64) | |
| Weighted average common units outstanding - basic | 97,152.7 | 98,002.7 | 97,255.4 | 98,911.2 | 97,443.7 | 96,899.5 | |

Supplemental Data and Reconciliation of Non-GAAP Items:

| | Three months ended April 30 | | Nine months ended April 30 | | Twelve months ended April 30 | |
|--|--------------------------------|-----------|-------------------------------|------------|---------------------------------|-------------|
| | 2017 | 2016 | 2017 | 2016 | 2017 | 2016 |
| Net earnings (loss) attributable to Ferrellgas Partners, L.P. | \$ 6,536 | \$ 18,685 | \$ 1,561 | \$ (3,981) | \$ (659,873) | \$ (62,756) |
| Income tax expense (benefit) | (192) | 1,260 | (194) | 1,446 | (1,676) | (317) |
| Interest expense | 39,860 | 34,371 | 112,107 | 102,889 | 147,155 | 131,488 |
| Depreciation and amortization expense | 25,737 | 38,352 | 77,546 | 112,698 | 115,361 | 140,701 |
| EBITDA | 71,941 | 92,668 | 191,020 | 213,052 | (399,033) | 209,116 |
| Non-cash employee stock ownership plan compensation charge | 4,697 | 9,978 | 11,396 | 18,375 | 20,616 | 26,360 |
| Non-cash stock - based compensation charge (a) | — | 1,091 | 3,298 | 6,757 | 5,865 | 13,038 |
| Asset impairments | — | — | — | 29,316 | 628,802 | 29,316 |
| Loss on asset sales and disposal | 2,393 | 5,779 | 8,861 | 23,220 | 16,476 | 25,741 |
| Other (income) expense, net | (162) | (331) | (1,433) | 89 | (1,632) | 24 |
| Change in fair value of contingent consideration (included in operating expense) | — | — | — | (100) | — | (100) |
| Severance costs \$414 and \$542 included in operating expense for the nine and twelve months ended period April 30, 2017 and \$1,545 included in general and administrative expense for both the nine and twelve months ended April 30, 2017. Also includes \$396, \$1,201 and \$1,201 in operating expense for the three, nine and twelve months ended April 30, 2016 and \$73, \$124 and \$124 in general and administrative expense for the three, nine and twelve months ended April 31, 2016. | — | 469 | 1,959 | 1,325 | 2,087 | 1,325 |
| Unrealized (non-cash) losses (gains) on changes in fair value of derivatives not designated as hedging instruments \$(227), \$(3,238) and \$(3,245) included in operating expense for the three, nine and twelve months ended April 30, 2017 and \$(3,142), \$1,592 and \$5,613 for the three, nine and twelve months ended April 30, 2016. Also includes \$(2,007), \$(1,211) and \$(3,060) included in cost of sales for the three, | (2,234) | (1,915) | (4,449) | 2,993 | (6,305) | 7,014 |

nine and twelve months ended April 30, 2017, respectively, and \$1,227, \$1,401 and \$1,401 for each of the three, nine and twelve months ended April 30, 2016.

| | | | | | | |
|--|------------------|------------------|------------------|------------------|--------------------|-------------------|
| Acquisition and transition expenses (included in general and administrative expense) | — | 14 | — | 99 | — | 16,472 |
| Net earnings (loss) attributable to noncontrolling interest (b) | 155 | 233 | 187 | 88 | (6,521) | (470) |
| Adjusted EBITDA (c) | 76,790 | 107,986 | 210,839 | 295,214 | 260,355 | 327,836 |
| Net cash interest expense (d) | (37,140) | (32,849) | (105,470) | (99,256) | (139,074) | (126,807) |
| Maintenance capital expenditures (e) | (3,442) | (4,159) | (10,518) | (13,588) | (14,067) | (18,337) |
| Cash paid for taxes | (2) | (427) | (28) | (432) | (373) | (811) |
| Proceeds from asset sales | 130 | 3,096 | 4,163 | 5,972 | 4,214 | 7,817 |
| Distributable cash flow attributable to equity investors (f) | 36,336 | 73,647 | 98,986 | 187,910 | 111,055 | 189,698 |
| Distributable cash flow attributable to general partner and non-controlling interest | 727 | 1,473 | 1,980 | 3,758 | 2,222 | 3,793 |
| Distributable cash flow attributable to common unitholders (g) | 35,609 | 72,174 | 97,006 | 184,152 | 108,833 | 185,905 |
| Less: Distributions paid to common unitholders | 9,715 | 50,267 | 69,221 | 151,933 | 119,407 | 193,292 |
| Distributable cash flow excess/(shortage) | <u>\$ 25,894</u> | <u>\$ 21,907</u> | <u>\$ 27,785</u> | <u>\$ 32,219</u> | <u>\$ (10,574)</u> | <u>\$ (7,387)</u> |
| Propane gallons sales | | | | | | |
| Retail - Sales to End Users | 160,326 | 164,713 | 473,094 | 465,146 | 560,719 | 555,201 |
| Wholesale - Sales to Resellers | 51,891 | 58,645 | 170,033 | 169,992 | 226,162 | 228,989 |
| Total propane gallons sales | <u>212,217</u> | <u>223,358</u> | <u>643,127</u> | <u>635,138</u> | <u>786,881</u> | <u>784,190</u> |
| Midstream operations barrels | | | | | | |
| Salt water volume processed | 4,635 | 4,024 | 12,340 | 12,980 | 15,903 | 16,781 |
| Crude oil hauled | 12,280 | 16,215 | 36,549 | 64,824 | 51,136 | 75,271 |
| Crude oil sold | 2,110 | 1,810 | 5,228 | 4,969 | 7,119 | 5,496 |

(a) Non-cash stock-based compensation charges consist of the following:

| | Three months ended April 30 | | Six months ended April 30 | | Twelve months ended April 30 | |
|------------------------------------|--------------------------------|-----------------|------------------------------|-----------------|---------------------------------|------------------|
| | 2017 | 2016 | 2017 | 2016 | 2017 | 2016 |
| Operating expense | \$ — | \$ 131 | \$ 661 | \$ 883 | \$ 1,046 | \$ 1,825 |
| General and administrative expense | — | 960 | 2,637 | 5,874 | 4,819 | 11,213 |
| Total | <u>\$ —</u> | <u>\$ 1,091</u> | <u>\$ 3,298</u> | <u>\$ 6,757</u> | <u>\$ 5,865</u> | <u>\$ 13,038</u> |

(b) Amounts allocated to the general partner for its 1.0101% interest in the operating partnership, Ferrellgas, L.P.

(c) Adjusted EBITDA is calculated as net earnings (loss) attributable to Ferrellgas Partners, L.P., less the sum of the following: income tax expense (benefit), interest expense, depreciation and amortization expense, non-cash employee stock ownership plan compensation charge, non-cash stock-based compensation charge, asset impairments, loss on asset sales and disposal, other (income) expense, net, change in fair value of contingent consideration, severance costs, unrealized (non-cash) losses (gains) on changes in fair value of derivatives not designated as hedging instruments, acquisition and transition expenses and net earnings (loss) attributable to noncontrolling interest. Management believes the presentation of this measure is relevant and useful, because it allows investors to view the partnership's performance in a manner similar to the method management uses, adjusted for items management believes makes it easier to compare its results with other companies that have different financing and capital structures. This method of calculating Adjusted EBITDA may not be consistent with that of other companies and should be viewed in conjunction with measurements that are computed in accordance with GAAP.

(d) Net cash interest expense is the sum of interest expense less non-cash interest expense and other expense, net. This amount includes interest expense related to the accounts receivable securitization facility.

(e) Maintenance capital expenditures include capitalized expenditures for betterment and replacement of property, plant and equipment.

(f) Distributable cash flow attributable to equity investors is calculated as Adjusted EBITDA minus net cash interest expense, maintenance capital expenditures, and cash paid for taxes, plus proceeds from asset sales. Management considers distributable cash flow attributable to equity investors a meaningful measure of the partnership's ability to declare and pay quarterly distributions to equity investors. Distributable cash flow attributable to equity investors, as management defines it, may not be comparable to distributable cash flow attributable to equity investors or similarly titled measurements used by other corporations and partnerships. Items added into our calculation of distributable cash flow attributable to equity investors that will not occur on a continuing basis may have associated cash payments. Distributable cash flow attributable to equity investors may not be consistent with that of other companies and should be viewed in conjunction with measurements that are computed in accordance with GAAP.

(g) Distributable cash flow attributable to common unitholders is calculated as Distributable cash flow attributable to equity investors minus distributable cash flow attributable to general partner and noncontrolling interest. Management considers distributable cash flow attributable to common unitholders a meaningful measure of the partnership's ability to declare and pay quarterly distributions to common unitholders. Distributable cash flow attributable to common unitholders, as management defines it, may not be comparable to distributable cash flow attributable to common unitholders or similarly titled measurements used by other corporations and partnerships. Items added into our calculation of distributable cash flow attributable to common unitholders that will not occur on a continuing basis may have associated cash payments. Distributable cash flow attributable to common unitholders may not be consistent with that of other companies and should be viewed in conjunction with measurements that are computed in accordance with GAAP.