

Spectra Energy Partners, LP  
Form 10-Q  
November 08, 2012  
[Table of Contents](#)

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 10-Q**

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

For the quarterly period ended September 30, 2012

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 1-33556

**SPECTRA ENERGY PARTNERS, LP**

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(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**41-2232463**  
(IRS Employer Identification No.)

**5400 Westheimer Court**

**Houston, Texas 77056**

(Address of principal executive offices, including zip code)

**713-627-5400**

(Registrant's telephone number, including area code)

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

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

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

Large accelerated filer  Accelerated filer  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

At September 30, 2012, there were 96,364,650 Common Units and 1,966,626 General Partner Units outstanding.

**Table of Contents**

**SPECTRA ENERGY PARTNERS, LP**  
**FORM 10-Q FOR THE QUARTER ENDED**

**September 30, 2012**

**INDEX**

	<b>Page</b>
<b><u>PART I. FINANCIAL INFORMATION</u></b>	
Item 1. <u>Financial Statements (Unaudited)</u>	4
<u>Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2012 and 2011</u>	4
<u>Condensed Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2012 and 2011</u>	5
<u>Condensed Consolidated Balance Sheets as of September 30, 2012 and December 31, 2011</u>	6
<u>Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2012 and 2011</u>	8
<u>Condensed Consolidated Statements of Partners' Capital for the nine months ended September 30, 2012 and 2011</u>	9
<u>Notes to Condensed Consolidated Financial Statements</u>	10
Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	17
Item 3. <u>Quantitative and Qualitative Disclosures about Market Risk</u>	27
Item 4. <u>Controls and Procedures</u>	27
<b><u>PART II. OTHER INFORMATION</u></b>	
Item 1. <u>Legal Proceedings</u>	28
Item 1A. <u>Risk Factors</u>	28
Item 6. <u>Exhibits</u>	28
<u>Signatures</u>	30

**Table of Contents**

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

This document includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements are based on management's beliefs and assumptions. These forward-looking statements are identified by terms and phrases such as: anticipate, believe, intend, estimate, expect, continue, should, could, may, plan, project, predict, will, potential, forecast, and similar expressions. Forward-looking statements involve risks and uncertainties that may cause actual results to be materially different from the results predicted. Factors that could cause actual results to differ materially from those indicated in any forward-looking statement include, but are not limited to:

state and federal legislative and regulatory initiatives that affect cost and investment recovery, have an effect on rate structure, and affect the speed at and degree to which competition enters the natural gas industries;

outcomes of litigation and regulatory investigations, proceedings or inquiries;

weather and other natural phenomena, including the economic, operational and other effects of hurricanes and storms;

the timing and extent of changes in interest rates;

general economic conditions, including the risk of a prolonged economic slowdown or decline, or the risk of delay in a recovery, which can affect the long-term demand for natural gas and related services;

potential effects arising from terrorist attacks and any consequential or other hostilities;

changes in environmental, safety and other laws and regulations;

the development of alternative energy resources;

results of financing efforts, including the ability to obtain financing on favorable terms, which can be affected by various factors, including credit ratings and general market and economic conditions;

increases in the cost of goods and services required to complete capital projects;

growth in opportunities, including the timing and success of efforts to develop domestic pipeline, storage, gathering and other related infrastructure projects and the effects of competition;

the performance of natural gas transmission, storage and gathering facilities;

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the extent of success in connecting natural gas supplies to transmission and gathering systems and in connecting to expanding gas markets;

the effect of accounting pronouncements issued periodically by accounting standard-setting bodies;

conditions of the capital markets during the periods covered by these forward-looking statements; and

the ability to successfully complete merger, acquisition or divestiture plans; regulatory or other limitations imposed as a result of a merger, acquisition or divestiture; and the success of the business following a merger, acquisition or divestiture.

In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than Spectra Energy Partners, LP has described. Spectra Energy Partners, LP undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

**Table of Contents****PART I. FINANCIAL INFORMATION****Item 1. Financial Statements.****SPECTRA ENERGY PARTNERS, LP****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****(Unaudited)****(In millions, except per-unit amounts)**

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
<b>Operating Revenues</b>				
Transportation of natural gas	\$ 53.0	\$ 47.9	\$ 163.7	\$ 129.9
Storage of natural gas and other	4.2	5.0	14.1	17.2
Total operating revenues	57.2	52.9	177.8	147.1
<b>Operating Expenses</b>				
Operating, maintenance and other	17.4	17.2	48.8	50.3
Depreciation and amortization	9.3	9.7	27.9	24.9
Property and other taxes	2.8	2.8	9.2	8.3
Total operating expenses	29.5	29.7	85.9	83.5
<b>Operating Income</b>	<b>27.7</b>	<b>23.2</b>	<b>91.9</b>	<b>63.6</b>
<b>Other Income and Expenses</b>				
Equity in earnings of unconsolidated affiliates	26.4	27.3	77.6	81.9
Other income and expenses, net		0.9	0.1	2.2
Total other income and expenses	26.4	28.2	77.7	84.1
<b>Interest Income</b>				<b>0.3</b>
<b>Interest Expense</b>	<b>7.7</b>	<b>7.7</b>	<b>23.1</b>	<b>17.2</b>
<b>Earnings Before Income Taxes</b>	<b>46.4</b>	<b>43.7</b>	<b>146.5</b>	<b>130.8</b>
<b>Income Tax Expense</b>	<b>0.3</b>	<b>0.2</b>	<b>1.1</b>	<b>0.8</b>
<b>Net Income</b>	<b>\$ 46.1</b>	<b>\$ 43.5</b>	<b>\$ 145.4</b>	<b>\$ 130.0</b>
<b>Calculation of Limited Partners Interest in Net Income:</b>				
Net income	\$ 46.1	\$ 43.5	\$ 145.4	\$ 130.0
Less:				
General partner's interest in net income	7.3	5.4	20.6	14.5
Limited partners' interest in net income	\$ 38.8	\$ 38.1	\$ 124.8	\$ 115.5

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Weighted-average limited partner units outstanding basic and diluted	96.3	96.3	96.3	92.0
Net income per limited partner unit basic and diluted	\$ 0.40	\$ 0.40	\$ 1.30	\$ 1.26
Distributions paid per limited partner unit during the periods presented	\$ 0.485	\$ 0.465	\$ 1.44	\$ 1.375

See Notes to Condensed Consolidated Financial Statements.

**Table of Contents**

**SPECTRA ENERGY PARTNERS, LP**

**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

**(Unaudited)**

**(In millions)**

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
<b>Net income</b>	\$ 46.1	\$ 43.5	\$ 145.4	\$ 130.0
Other comprehensive income				
Unrealized mark-to-market net loss on hedges		(0.1)		(0.1)
Reclassification of cash flow hedges into earnings	(0.1)	0.3	(0.4)	2.0
<b>Comprehensive Income</b>	<b>\$ 46.0</b>	<b>\$ 43.7</b>	<b>\$ 145.0</b>	<b>\$ 131.9</b>

See Notes to Condensed Consolidated Financial Statements.



**Table of Contents****SPECTRA ENERGY PARTNERS, LP****CONDENSED CONSOLIDATED BALANCE SHEETS****(Unaudited)****(In millions)**

	September 30, 2012	December 31, 2011
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 1.0	\$ 0.8
Receivables, net	25.7	30.3
Other	4.4	10.5
Total current assets	31.1	41.6
<b>Investments and Other Assets</b>		
Investments in unconsolidated affiliates	726.3	727.2
Goodwill and other	461.8	461.8
Total investments and other assets	1,188.1	1,189.0
<b>Property, Plant and Equipment</b>		
Cost	1,466.2	1,439.3
Less accumulated depreciation and amortization	261.1	234.1
Net property, plant and equipment	1,205.1	1,205.2
<b>Regulatory Assets and Deferred Debits</b>	<b>19.8</b>	<b>21.1</b>
<b>Total Assets</b>	<b>\$ 2,444.1</b>	<b>\$ 2,456.9</b>

See Notes to Condensed Consolidated Financial Statements.

**Table of Contents****SPECTRA ENERGY PARTNERS, LP****CONDENSED CONSOLIDATED BALANCE SHEETS****(Unaudited)****(In millions)**

	September 30, 2012	December 31, 2011
<b>LIABILITIES AND PARTNERS CAPITAL</b>		
<b>Current Liabilities</b>		
Accounts payable	\$ 12.7	\$ 20.7
Taxes accrued	8.2	7.1
Note payable affiliates	20.0	30.5
Current maturities of long-term debt	150.0	150.0
Commercial paper	40.9	27.0
Other	13.7	10.6
<b>Total current liabilities</b>	<b>245.5</b>	<b>245.9</b>
<b>Long-term Debt</b>	<b>499.5</b>	<b>499.4</b>
<b>Deferred Credits and Other Liabilities</b>		
Deferred income taxes	9.1	8.0
Other	5.1	5.9
<b>Total deferred credits and other liabilities</b>	<b>14.2</b>	<b>13.9</b>
<b>Commitments and Contingencies</b>		
<b>Partners Capital</b>		
Common units (96.3 million units issued and outstanding at September 30, 2012 and December 31, 2011)	1,640.0	1,653.6
General partner units (2.0 million units issued and outstanding at September 30, 2012 and December 31, 2011)	40.8	39.6
Accumulated other comprehensive income	4.1	4.5
<b>Total partners capital</b>	<b>1,684.9</b>	<b>1,697.7</b>
<b>Total Liabilities and Partners Capital</b>	<b>\$ 2,444.1</b>	<b>\$ 2,456.9</b>

See Notes to Condensed Consolidated Financial Statements.

**Table of Contents****SPECTRA ENERGY PARTNERS, LP****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(Unaudited)****(In millions)**

	<b>Nine Months Ended September 30,</b>	
	<b>2012</b>	<b>2011</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$ 145.4	\$ 130.0
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	29.1	24.9
Deferred income tax expense	1.1	0.7
Equity in earnings of unconsolidated affiliates	(77.6)	(81.9)
Distributions received from unconsolidated affiliates	80.7	90.1
Other	6.4	6.7
<b>Net cash provided by operating activities</b>	<b>185.1</b>	<b>170.5</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Capital expenditures	(27.7)	(78.0)
Investment expenditures	(13.8)	(15.5)
Acquisition of Big Sandy		(389.6)
Distributions received from unconsolidated affiliates	11.2	5.4
Purchases of available-for-sale securities		(891.6)
Proceeds from sales and maturities of available-for-sale securities		1,091.1
Other	0.2	10.6
<b>Net cash used in investing activities</b>	<b>(30.1)</b>	<b>(267.6)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from issuance of long-term debt		499.4
Payments for the redemption of long-term debt		(207.2)
Net decrease in revolving credit facility borrowings		(288.6)
Net increase in commercial paper	13.9	
Proceeds from issuance of units		217.9
Proceeds from notes payable affiliates	5.0	14.0
Payments on notes payable affiliates	(15.5)	(19.5)
Distributions to partners	(158.2)	(138.5)
Other		(4.0)
<b>Net cash provided by (used in) financing activities</b>	<b>(154.8)</b>	<b>73.5</b>
Net increase (decrease) in cash and cash equivalents	0.2	(23.6)
<b>Cash and cash equivalents at beginning of period</b>	<b>0.8</b>	<b>27.4</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 1.0</b>	<b>\$ 3.8</b>
<b>Supplemental Disclosures</b>		
Property, plant and equipment noncash accruals	\$ 3.0	\$ 10.7

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See Notes to Condensed Consolidated Financial Statements.

**Table of Contents****SPECTRA ENERGY PARTNERS, LP****CONDENSED CONSOLIDATED STATEMENTS OF PARTNERS CAPITAL****(Unaudited)****(In millions)**

	Partners Common	Capital General Partner	Accumulated Other Comprehensive Income (Loss)	Total
<b>December 31, 2011</b>	\$ 1,653.6	\$ 39.6	\$ 4.5	\$ 1,697.7
Net income	124.8	20.6		145.4
Reclassification of cash flow hedges into earnings			(0.4)	(0.4)
Issuance of units	0.5			0.5
Attributed deferred tax expense	(0.1)			(0.1)
Distributions to partners	(138.8)	(19.4)		(158.2)
<b>September 30, 2012</b>	\$ 1,640.0	\$ 40.8	\$ 4.1	\$ 1,684.9
<b>December 31, 2010</b>	\$ 1,458.7	\$ 32.9	\$ 2.8	\$ 1,494.4
Net income	115.5	14.5		130.0
Unrealized mark-to-market net loss on hedges			(0.1)	(0.1)
Reclassification of cash flow hedges into earnings			2.0	2.0
Issuance of units	213.4	4.5		217.9
Attributed deferred tax benefit	0.8			0.8
Distributions to partners	(125.9)	(12.6)		(138.5)
Other	0.3			0.3
<b>September 30, 2011</b>	\$ 1,662.8	\$ 39.3	\$ 4.7	\$ 1,706.8

See Notes to Condensed Consolidated Financial Statements.

**Table of Contents**

**SPECTRA ENERGY PARTNERS, LP**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

**1. General**

The terms we, our, us and Spectra Energy Partners as used in this report refer collectively to Spectra Energy Partners, LP and its subsidiaries unless the context suggests otherwise. These terms are used for convenience only and are not intended as a precise description of any separate legal entity within Spectra Energy Partners.

**Nature of Operations.** Spectra Energy Partners, through its subsidiaries and equity affiliates, is engaged in the transportation and gathering of natural gas through interstate pipeline systems that are located in the southeastern quadrant of the United States, and the storage of natural gas in underground facilities that are located in southeast Texas, south central Louisiana and southwest Virginia.

**Basis of Presentation.** The Condensed Consolidated Financial Statements include our accounts and the accounts of our wholly-owned subsidiaries, after eliminating intercompany transactions and balances. These interim financial statements should be read in conjunction with the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2011, and reflect all normal recurring adjustments that are, in our opinion, necessary to fairly present our results of operations and financial position. Amounts reported in the Condensed Consolidated Statements of Operations are not necessarily indicative of amounts expected for the respective annual periods.

**Use of Estimates.** To conform with generally accepted accounting principles (GAAP) in the United States, we make estimates and assumptions that affect the amounts reported in the Condensed Consolidated Financial Statements and Notes to Condensed Consolidated Financial Statements. Although these estimates are based on our best available knowledge at the time, actual results could differ.

**2. Acquisition**

**Big Sandy.** On July 1, 2011, we completed the acquisition of Big Sandy Pipeline, LLC (Big Sandy) from EQT Corporation (EQT) for approximately \$390 million in cash. Big Sandy's primary asset is a 68-mile Federal Energy Regulatory Commission (FERC) regulated natural gas pipeline system in eastern Kentucky with capacity of 0.2 billion cubic feet (Bcf) per day. The Big Sandy natural gas pipeline system connects Appalachian and Huron Shale natural gas supplies to markets in the mid-Atlantic and northeast portions of the United States (U.S). EQT is the main shipper on the pipeline, with over 80% of the pipeline's capacity. With 100% fee-based revenues and a weighted average contract life of 14 years, the acquisition of Big Sandy strengthens our portfolio of fee-based natural gas assets and is consistent with our strategy of growth through third-party acquisitions.

The assets and liabilities of Big Sandy were recorded at their respective fair values as of the purchase date and the results of operations were included in the Condensed Consolidated Financial Statements beginning as of the effective date of the acquisition. Since Big Sandy records assets and liabilities resulting from the rate making process, the fair values of the individual assets and liabilities are considered to approximate their carrying values. Pro forma results of operations reflecting the acquisition of Big Sandy as if the acquisition had occurred as of January 1, 2011 do not materially differ from actual reported results.

**3. Business Segments**

Our Gas Transportation and Storage segment aligns our operations with the chief operating decision makers' view of the business. This business segment is considered to be our sole reportable segment.

The Gas Transportation and Storage segment provides interstate transportation, storage and gathering services of natural gas, and the storage and redelivery of liquefied natural gas for customers in the southeastern

**Table of Contents**

quadrant of the United States. Substantially all of our operations are subject to the FERC and the U.S. Department of Transportation's (DOT) rules and regulations. This segment includes East Tennessee Natural Gas, LLC (East Tennessee), Ozark Gas Transmission, L.L.C. (Ozark Gas Transmission) and Ozark Gas Gathering, L.L.C. (Ozark Gas Gathering) (collectively, hereafter referred to as Ozark), Saltville Gas Storage, L.L.C. (Saltville), and Big Sandy.

The remainder of our operations is presented as Other. While it is not considered a business segment, Other mainly includes our equity investments in Gulfstream Natural Gas System, L.L.C. (Gulfstream) and Market Hub Partners Holding (Market Hub) and unallocated corporate costs.

Gulfstream provides interstate natural gas pipeline transportation from Pascagoula, Mississippi and Mobile, Alabama across the Gulf of Mexico into Florida for customers in central and southern Florida. Gulfstream's operations are subject to the rules and regulations of the FERC and DOT.

Market Hub owns and operates two natural gas storage facilities, Moss Bluff and Egan, which are located in southeast Texas and south central Louisiana, respectively. Market Hub's operations are subject to the rules and regulations of DOT. Moss Bluff is also subject to the rules and regulations of the Railroad Commission of Texas, while Egan is also subject to the rules and regulations of the FERC.

Management evaluates segment performance based on earnings before interest and taxes from continuing operations (EBIT). On a segment basis, EBIT represents all profits from continuing operations (both operating and non-operating) before deducting interest and income taxes.

**Business Segment Data**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
	(in millions)			
<b>Operating revenues</b>				
Gas Transportation and Storage	\$ 57.2	\$ 52.9	\$ 177.8	\$ 147.1
Other				
Total operating revenues	\$ 57.2	\$ 52.9	\$ 177.8	\$ 147.1
<b>Segment EBIT</b>				
Gas Transportation and Storage	\$ 29.6	\$ 25.9	\$ 97.9	\$ 73.1
Other	24.5	25.5	71.7	74.6
Total EBIT	54.1	51.4	169.6	147.7
Interest income				0.3
Interest expense	7.7	7.7	23.1	17.2
Earnings before income taxes	\$ 46.4	\$ 43.7	\$ 146.5	\$ 130.8

**4. Regulatory Matters**

**Gulfstream.** Gulfstream operates under rates approved by the FERC in 2007. In 2007, the FERC issued an order approving Gulfstream's Phase III expansion project. That order also required Gulfstream to file a Cost and Revenue Study three years after the Phase III facilities went into service. Gulfstream filed the Cost and Revenue Study and the FERC accepted the filing on August 6, 2012. There were no changes to the currently effective rates.

**Table of Contents****5. Net Income Per Limited Partner Unit and Cash Distributions**

The following table presents our net income per limited partner unit calculations.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
	(in millions, except per-unit amounts)			
Net income	\$ 46.1	\$ 43.5	\$ 145.4	\$ 130.0
Less:				
General partner's interest in net income 2%	0.9	0.9	2.9	2.6
General partner's interest in net income attributable to incentive distribution rights	6.4	4.5	17.7	11.9
Limited partners' interest in net income	\$ 38.8	\$ 38.1	\$ 124.8	\$ 115.5
Weighted average limited partner units outstanding basic and diluted	96.3	96.3	96.3	92.0
Net income per limited partner unit basic and diluted	\$ 0.40	\$ 0.40	\$ 1.30	\$ 1.26

The partnership agreement requires that, within 45 days after the end of each quarter, we distribute all of our Available Cash, as defined, to unitholders of record on the applicable record date.

*Available Cash.* Available Cash, for any quarter, consists of all cash on hand at the end of that quarter:

less the amount of cash reserves established by the general partner to:

provide for the proper conduct of business,

comply with applicable law, any debt instrument or other agreement, or

provide funds for distributions to the unitholders and to the general partner for any one or more of the next four quarters,

plus, if the general partner so determines, all or a portion of cash on hand on the date of determination of Available Cash for the quarter.

*Incentive Distribution Rights.* The general partner holds incentive distribution rights beyond the first target distribution in accordance with the partnership agreement as follows:

	Total Quarterly Distribution	Marginal Percentage Interest in Distributions	
	Target Per-Unit Amount	Common and Subordinated Unitholders	General Partner
Minimum Quarterly Distribution	\$0.30	98%	2%
First Target Distribution	up to \$0.345	98%	2%
Second Target Distribution	above \$0.345 up to \$0.375	85%	15%
Third Target Distribution	above \$0.375 up to \$0.45	75%	25%



Thereafter	above \$0.45	50%	50%
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To the extent these incentive distributions are made to our general partner, there will be more Available Cash proportionately allocated to our general partner than to holders of common units. A cash distribution of \$0.49 per limited partner unit was declared on October 24, 2012 and is payable on November 14, 2012 to unit holders of record at the close of business on November 6, 2012.

**6. Investments in Unconsolidated Affiliates**

As of September 30, 2012, our investments in unconsolidated affiliates consist of a 49% interest in Gulfstream and a 50% interest in Market Hub, both of which are accounted for using the equity method.

**Table of Contents**

For the nine months ended September 30, 2012, we received total distributions of \$57.1 million from Gulfstream, of which \$45.9 million were included in Cash Flows From Operating Activities Distributions Received From Unconsolidated Affiliates and \$11.2 million were included in Cash Flows From Investing Activities Distributions Received From Unconsolidated Affiliates. For the nine months ended September 30, 2011, we received total distributions of \$56.0 million, of which \$50.6 million were included in Cash Flows From Operating Activities Distributions Received From Unconsolidated Affiliates and \$5.4 million were included in Cash Flows From Investing Activities Distributions Received From Unconsolidated Affiliates. In 2011, Spectra Energy Corp (Spectra Energy) received a disproportionate distribution from Gulfstream in relation to their ownership percentage based on an agreement between Spectra Energy and us. This agreement does not impact future distributions.

We received distributions from Market Hub of \$34.8 million during the nine months ended September 30, 2012 and \$39.5 million during the same period in 2011, all of which were included in Cash Flows From Operating Activities Distributions Received From Unconsolidated Affiliates.

*Investments in Unconsolidated Affiliates*

	September 30, 2012	December 31, 2011
	(in millions)	
Gulfstream	\$ 349.0	\$ 360.0
Market Hub	377.3	367.2
<b>Total</b>	<b>\$ 726.3</b>	<b>\$ 727.2</b>

*Equity in Earnings of Unconsolidated Affiliates*

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
	(in millions)			
Gulfstream	\$ 16.8	\$ 16.2	\$ 46.6	\$ 48.4
Market Hub	9.6	11.1	31.0	33.5
<b>Total</b>	<b>\$ 26.4</b>	<b>\$ 27.3</b>	<b>\$ 77.6</b>	<b>\$ 81.9</b>

*Summarized Financial Information of Unconsolidated Affiliates*

*(Presented at 100%)*

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
	(in millions)			
<b>Gulfstream</b>				
Operating revenues	\$ 70.1	\$ 69.7	\$ 206.6	\$ 205.0
Operating expenses	18.4	18.7	58.9	53.8
Operating income	51.7	51.0	147.7	151.2
Net income	34.3	33.0	95.1	98.8
<b>Market Hub</b>				
Operating revenues	\$ 27.2	\$ 31.0	\$ 86.3	\$ 92.1
Operating expenses	7.9	8.6	24.3	24.9

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Operating income	19.3	22.4	62.0	67.2
Net income	19.1	22.3	62.0	67.1

**Table of Contents****7. Goodwill**

We completed our annual goodwill impairment test as of April 1, 2012 and no impairments were identified.

We perform the annual review for goodwill impairment at the reporting unit level, which we have determined to be our one reportable operating segment, Gas Transportation and Storage. There have been no additions, amortization or other changes in the carrying amount of goodwill since December 31, 2011.

We primarily used a discounted cash flow analysis to determine fair value of our reporting unit. Key assumptions in the determination of fair value included the use of an appropriate discount rate and estimated future cash flows. In estimating cash flows, we incorporated expected long-term growth rates in key markets served by our operations, regulatory stability, and the ability to renew contracts, as well as other factors that affect our revenue, expense and capital expenditure projections.

**8. Marketable Securities**

We may actively invest a portion of our cash balances in various financial instruments, including taxable debt securities. In addition, we invest in short-term money market securities, some of which are restricted due to debt collateral requirements. We classify all short-term money market securities that are pledged as collateral as available-for-sale (AFS). We do not purchase marketable securities for speculative purposes, nor do we routinely sell marketable securities prior to their scheduled maturity dates. Therefore, we do not have any securities classified as trading securities. Initial investments in securities are classified as purchases of the respective type of securities (available-for-sale or held-to-maturity), and maturities of securities are classified within proceeds from sales and maturities of securities in the Condensed Consolidated Statements of Cash Flows. As of September 30, 2012 and December 31, 2011, there were no marketable securities outstanding.

In the fourth quarter of 2010, we invested in commercial paper with a portion of the proceeds from the equity issuance related to the Gulfstream acquisition. In June 2011, these investments were liquidated.

**9. Debt and Credit Facility**

	Expiration Date	Total Credit Facility Capacity	Outstanding at September 30, 2012 Commercial Paper (in millions)	Available Credit Facility Capacity
Spectra Energy Partners, LP	2016	\$ 700.0	\$ 40.9	\$ 659.1

The issuances of commercial paper, letters of credit and revolving borrowings reduce the amount available under the credit facility. As of September 30, 2012, there were neither letters of credit issued under the credit facility nor revolving borrowings outstanding.

The credit agreement contains various financial and other covenants, including the maintenance of a consolidated leverage ratio, as defined in the agreement. Failure to meet those covenants beyond applicable grace periods could result in accelerated due dates and/or termination of the agreement. As of September 30, 2012, we were in compliance with those covenants. In addition, the credit agreement allows for the acceleration of payments or termination of the agreement due to nonpayment, or in some cases, due to the acceleration of our other significant indebtedness or other significant indebtedness of some of our subsidiaries. The credit agreement does not contain provisions that trigger an acceleration of indebtedness based solely on the occurrence of an adverse change in our financial condition or results of operations.

As noted above, the terms of the credit agreement requires us to maintain a consolidated leverage ratio of adjusted consolidated indebtedness to adjusted consolidated earnings before interest, taxes, depreciation and

**Table of Contents**

amortization (EBITDA), as defined in the agreement, of 5.0 or less. As of September 30, 2012, the consolidated leverage ratio was 2.6.

Adjusted EBITDA is a non-GAAP measure. Our definition of Adjusted EBITDA may not be comparable to similarly titled measures of other companies because our definition excludes some, but not all, items that affect net income and is defined in varying ways by companies in our industry. Adjusted EBITDA should not be considered an alternative to net income, operating income, cash from operations or any other measure of financial performance or liquidity presented in accordance with GAAP.

**10. Fair Value Measurements**

**Financial Instruments.** The fair values of financial instruments that are recorded and carried at book value are summarized in the following table. Judgment is required in interpreting market data to develop the estimates of fair value. These estimates are not necessarily indicative of the amounts we could have realized in current markets. The fair values of long-term debt, including current maturities, are determined based on market-based prices which may include inputs such as quoted market prices of the exact or similar instruments, broker or dealer quotations, or alternative pricing sources that may include models or matrix pricing tools, with reasonable levels of price transparency.

Condensed Consolidated Balance Sheet Caption	September 30, 2012		December 31, 2011	
	Book Value	Approximate Fair Value	Book Value	Approximate Fair Value
	(in millions)			
Current maturities of long-term debt (a)	\$ 150.0	\$ 151.3	\$ 150.0	\$ 154.3
Long-term debt (b)	\$ 500.0	\$ 531.0	\$ 500.0	\$ 514.8

(a) East Tennessee debt due in 2012

(b) Excludes unamortized items

The fair value of cash and cash equivalents, accounts receivable, accounts payable, commercial paper and note payable affiliates are not materially different from their carrying amounts because of the short-term nature of these instruments or because the stated rates approximate market rates.

During 2012 and 2011, there were no material adjustments to assets and liabilities measured at fair value on a nonrecurring basis.

**11. Commitments and Contingencies**

**Environmental.** We are subject to various federal, state and local laws and regulations regarding air and water quality, hazardous and solid waste disposal and other environmental matters. These laws and regulations can change from time to time, imposing new obligations on us. We believe there are no matters outstanding that, upon resolution, will have a material effect on our consolidated results of operations, financial position or cash flows.

**Litigation.** We are involved in legal, tax and regulatory proceedings in various forums arising in the ordinary course of business, including matters regarding contracts and payment claims, some of which may involve substantial monetary amounts. We have insurance coverage for certain of these losses should they be incurred. We believe that the final disposition of these proceedings will not have a material effect on our consolidated results of operations, financial position or cash flows.

Legal costs related to the defense of loss contingencies are expensed as incurred. We had no material reserves recorded as of September 30, 2012 or December 31, 2011 related to litigation.

## **Table of Contents**

### **12. Risk Management and Hedging Activities**

We are exposed to the impact of changes in interest rates as a result of our issuance of variable and fixed-rate debt and commercial paper. We manage our interest rate exposure by limiting our variable-rate exposures and by monitoring the effects of market changes in interest rates. As of September 30, 2012 and December 31, 2011, we did not have any derivatives outstanding.

### **13. Sale of Common Units**

On June 14, 2011, we issued 7.2 million common units to the public representing limited partner interests. The net proceeds from this offering were \$217.9 million, including our general partner's proportionate unit purchase of 0.1 million general partner units after deducting the underwriting discount and offering expenses. The net proceeds from this issuance were used to fund a portion of the purchase price of the Big Sandy acquisition, see Note 2 for additional information.

### **14. New Accounting Pronouncements**

There were no significant accounting pronouncements adopted during the nine months ended September 30, 2012 that had a material impact on our consolidated results of operations, financial position or cash flows.

### **15. Subsequent Events**

On October 31, 2012, we acquired a 38.76% interest in Maritimes & Northeast Pipeline, L.L.C. (M&N US) from Spectra Energy for approximately \$319 million in cash and approximately \$56 million in newly issued partnership units. M&N US has debt outstanding of \$439 million, 38.76% of which is \$170 million. M&N US owns a FERC-regulated, 338-mile mainline interstate natural gas transportation system in the U.S. which extends from the Canadian border near Baileyville, Maine to northeastern Massachusetts and has market delivery capability of approximately 0.8 Bcf per day of natural gas.

Our interest in M&N US will be accounted for as an equity investment. Given the recent closing of the transaction, the initial accounting and supplemental pro forma information for the transaction is not available.

**Table of Contents**

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

**INTRODUCTION**

Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the Condensed Consolidated Financial Statements.

**Executive Overview**

For the three months ended September 30, 2012, we reported net income of \$46.1 million compared to \$43.5 million for the comparable period in 2011. For the nine months ended September 30, 2012 and 2011, we reported net income of \$145.4 million and \$130.0 million, respectively. Cash available for distribution was \$175.6 million for the nine months ended September 30, 2012, an increase of \$18.0 million from the prior year. The increase in both net income and cash available for distribution was the result of the addition of Big Sandy pipeline and East Tennessee's Northeastern Tennessee (NET) assets to our portfolio in July and September 2011, respectively.

On October 31, 2012, we acquired a 38.76% ownership interest in Maritimes & Northeast Pipeline, L.L.C (M&N US) from Spectra Energy for approximately \$319 million in cash and approximately \$56 million in newly issued partnership units. M&N US has debt outstanding of \$439 million, 38.76% of which is \$170 million. M&N US owns a FERC-regulated, 338-mile mainline interstate natural gas transportation system in the United States which extends from the Canadian border near Baileyville, Maine to northeastern Massachusetts and has market delivery capability of approximately 0.8 Bcf per day of natural gas. M&N US's cash flows are backed by an average contract life of approximately 19 years and over 90% fee-based revenues. M&N US's pipeline location and key interconnects with Spectra Energy's transmission system link regional natural gas supplies to the northeast U.S. and Atlantic Canadian markets.

We estimate 2012 capital and investment expansion expenditures of approximately \$30.0 million, of which \$21.7 million was spent as of September 30, 2012. The majority of these expenditures are to complete projects at East Tennessee and Market Hub, both of which went into commercial service in 2011.

A cash distribution of \$0.49 per limited partner unit was declared on October 24, 2012 and is payable on November 14, 2012, to unitholders of record at the close of business on November 6, 2012. This distribution represents a 1.0% increase over the previous distribution of \$0.485 per limited partner unit paid in August 2012. Our board evaluates each individual quarterly distribution decision within the confines of the Partnership agreement and based on an assessment of growth in cash available for distribution.

**Table of Contents****RESULTS OF OPERATIONS**

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2012	2011	Increase (Decrease)	2012	2011	Increase (Decrease)
	(in millions)					
Operating revenues	\$ 57.2	\$ 52.9	\$ 4.3	\$ 177.8	\$ 147.1	\$ 30.7
Operating, maintenance and other expense	20.2	20.0	0.2	58.0	58.6	(0.6)
Depreciation and amortization	9.3	9.7	(0.4)	27.9	24.9	3.0
Operating income	27.7	23.2	4.5	91.9	63.6	28.3
Equity in earnings of unconsolidated affiliates	26.4	27.3	(0.9)	77.6	81.9	(4.3)
Other income and expenses, net		0.9	(0.9)	0.1	2.2	(2.1)
Interest income					0.3	(0.3)
Interest expense	7.7	7.7		23.1	17.2	5.9
Earnings before income taxes	46.4	43.7	2.7	146.5	130.8	15.7
Income tax expense	0.3	0.2	0.1	1.1	0.8	0.3
Net income	\$ 46.1	\$ 43.5	\$ 2.6	\$ 145.4	\$ 130.0	\$ 15.4
Net cash provided by operating activities	\$ 73.3	\$ 51.4	\$ 21.9	\$ 185.1	\$ 170.5	\$ 14.6
Adjusted EBITDA (a)	37.0	32.9	4.1	119.8	88.5	31.3
Cash Available for Distribution (a)	56.3	53.7	2.6	175.6	157.6	18.0

(a) See Reconciliation of Non-GAAP Measures for a reconciliation of this measure to its most directly comparable financial measures calculated and presented in accordance with GAAP.

*Three Months Ended September 30, 2012 compared to same period in 2011*

**Operating Revenues.** Operating revenues increased \$3.8 million due to the NET project placed into commercial service in September 2011, and \$1.8 million due to a rate increase on existing contracts at Big Sandy. These increases were partially offset by lower revenues at Ozark. Low natural gas prices and the decision by some producers to delay production in the Fayetteville Shale for the near-term have negatively affected Ozark revenues.

**Equity in Earnings of Unconsolidated Affiliates.** The decrease includes a \$1.5 million decrease in earnings from Market Hub, due to expected lower rates on contract renewals, partially offset by a \$0.6 million increase in earnings from Gulfstream. Results of operations at the 100% level are shown below.

	Three Months Ended September 30,		
	2012	2011	Increase (Decrease)
	(in millions)		
<b>Gulfstream</b>			
Operating revenues	\$ 70.1	\$ 69.7	\$ 0.4
Operating, maintenance and other expense	9.5	9.8	(0.3)
Depreciation and amortization	8.9	8.9	
Other income and expenses, net		(0.3)	0.3
Interest expense	17.4	17.7	(0.3)



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Net income	\$ 34.3	\$ 33.0	\$ 1.3
Spectra Energy Partners share 49%	\$ 16.8	\$ 16.2	\$ 0.6

**Table of Contents**

	Three Months Ended September 30,		
	2012	2011 (in millions)	Increase (Decrease)
<b>Market Hub</b>			
Operating revenues	\$ 27.2	\$ 31.0	\$ (3.8)
Operating, maintenance and other expense	5.1	5.9	(0.8)
Depreciation and amortization	2.8	2.7	0.1
Income tax expense	0.2	0.1	0.1
Net income	\$ 19.1	\$ 22.3	\$ (3.2)
Spectra Energy Partners share 50%	\$ 9.6	\$ 11.1	\$ (1.5)

**Other Income and Expenses, Net.** The decrease is primarily due to a higher equity portion of allowance for funds used during construction (AFUDC) on the NET project in 2011.

**Nine Months Ended September 30, 2012 compared to same period in 2011**

**Operating Revenues.** Operating revenues increased \$20.3 million due to the acquisition of Big Sandy in July 2011 and \$15.3 million due to the NET project placed into commercial service in September 2011. These increases were partially offset by lower revenues at Ozark. Low natural gas prices and the decision by some producers to delay production in the Fayetteville Shale for the near-term, have negatively affected Ozark revenues.

**Operating, Maintenance and Other Expense.** The increased costs related to the acquisition of Big Sandy, accelerated software amortization and lower net fuel recovery at East Tennessee were more than offset by transaction costs associated with the acquisition of Big Sandy and expenses related to securing an initial credit rating in 2011.

**Depreciation and Amortization.** The increase was driven mainly by the acquisition of the Big Sandy assets and the NET project.

**Equity in Earnings of Unconsolidated Affiliates.** The \$4.3 million decrease includes a \$1.8 million decrease in earnings from Gulfstream and a \$2.5 million decrease in earnings from Market Hub.

The following discussion explains the factors affecting the equity earnings of Gulfstream and Market Hub, each representing 100% of the earnings drivers of those entities.

	Nine Months Ended September 30,		
	2012	2011 (in millions)	Increase (Decrease)
<b>Gulfstream</b>			
Operating revenues	\$ 206.6	\$ 205.0	\$ 1.6
Operating, maintenance and other expense	32.2	27.3	4.9
Depreciation and amortization	26.7	26.5	0.2
Interest expense	52.6	52.4	0.2
Net income	\$ 95.1	\$ 98.8	\$ (3.7)
Spectra Energy Partners share 49%	\$ 46.6	\$ 48.4	\$ (1.8)



**Table of Contents**

Gulfstream's Phase V expansion project went into service on April 1, 2011 and increased operating revenues by \$2.6 million. This increase in revenue was partially offset by higher short-term transportation revenues from colder weather in 2011. The increase in operating, maintenance and other expense reflects a favorable ad valorem tax adjustment in 2011 and higher pipeline integrity costs in 2012.

	Nine Months Ended September 30,		Increase (Decrease)
	2012	2011 (in millions)	
<b>Market Hub</b>			
Operating revenues	\$ 86.3	\$ 92.1	\$ (5.8)
Operating, maintenance and other expense	15.8	16.9	(1.1)
Depreciation and amortization	8.5	8.0	0.5
Interest income	0.1	0.1	
Interest expense	(0.1)		(0.1)
Income tax expense	0.2	0.2	
Net income	\$ 62.0	\$ 67.1	\$ (5.1)
Spectra Energy Partners share 50%	\$ 31.0	\$ 33.5	\$ (2.5)

Market Hub's revenues decreased \$5.8 million primarily due to expected lower rates on contract renewals, partially offset by revenues from storage cavern expansion projects placed into commercial service during the second quarter of 2011. Operating, maintenance and other expense reflects \$1.9 million of favorable tax adjustments in 2012, partially offset by higher maintenance costs.

**Other Income and Expenses, Net.** The decrease is primarily due to a higher equity portion of AFUDC on the NET project in 2011.

**Interest Expense.** The increase is due to the issuance of \$500.0 million of unsecured senior notes in June 2011.

**Adjusted EBITDA and Cash Available for Distribution****Adjusted EBITDA**

We define our Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) as Net Income plus Interest Expense, Income Taxes and Depreciation and Amortization less our Equity in Earnings of Gulfstream and Market Hub, Interest Income, and Other Income and Expenses, Net, which primarily consists of non-cash AFUDC. Since Adjusted EBITDA excludes some, but not all, items that affect net income and is defined differently by companies in our industry, our definition of Adjusted EBITDA may not be comparable to similarly titled measures of other companies. Adjusted EBITDA is a non-GAAP measure and should not be considered an alternative to Net Income, Operating Income, cash from operations or any other measure of financial performance or liquidity in accordance with GAAP.

Adjusted EBITDA is used as a supplemental financial measure by our management and by external users of our financial statements to assess:

the financial performance of assets without regard to financing methods, capital structure or historical cost basis;

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

operating performance and return on invested capital as compared to those of other publicly traded limited partnerships that own energy infrastructure assets, without regard to financing methods and capital structure.



**Table of Contents**

Significant drivers of variances in Adjusted EBITDA between the periods presented are substantially the same as those previously discussed under Results of Operations.

***Cash Available for Distribution***

We define Cash Available for Distribution (CAD) as our Adjusted EBITDA plus Cash Available for Distribution from Gulfstream and Market Hub and net preliminary project costs, less interest expense, cash paid for income tax expense, maintenance capital expenditures, excluding the impact of reimbursable projects, and other non-cash items affecting net income. Cash Available for Distribution does not reflect changes in working capital balances. Cash Available for Distribution for Gulfstream and Market Hub is defined on a basis consistent with us. Cash Available for Distribution should not be viewed as indicative of the actual amount of cash we plan to distribute for a given period.

Cash Available for Distribution is a non-GAAP measure and should not be considered an alternative to Net Income, Operating Income, cash from operations or any other measure of financial performance or liquidity presented in accordance with GAAP. Cash Available for Distribution excludes some, but not all, items that affect Net Income and Operating Income and these measures may vary among other companies. Therefore, Cash Available for Distribution as presented may not be comparable to similarly titled measures of other companies.

Significant drivers of variances in Cash Available for Distribution between the periods presented are substantially the same as those previously discussed under Results of Operations. Other drivers include the timing of certain cash outflows, such as capital expenditures for maintenance.

**Table of Contents***Spectra Energy Partners**Reconciliation of Net Income to Non-GAAP Adjusted EBITDA and Cash Available for Distribution*

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011(a)	2012	2011(a)
	(in millions)			
<b>Net income</b>	\$ 46.1	\$ 43.5	\$ 145.4	\$ 130.0
Add:				
Interest expense	7.7	7.7	23.1	17.2
Income tax expense	0.3	0.2	1.1	0.8
Depreciation and amortization	9.3	9.7	27.9	24.9
Less:				
Equity in earnings of Gulfstream	16.8	16.2	46.6	48.4
Equity in earnings of Market Hub	9.6	11.1	31.0	33.5
Interest income				0.3
Other income and expenses, net		0.9	0.1	2.2
<b>Adjusted EBITDA</b>	37.0	32.9	119.8	88.5
Add:				
Cash Available for Distribution from Gulfstream	19.3	20.7	57.8	61.0
Cash Available for Distribution from Market Hub	10.6	11.8	34.6	36.5
Preliminary project costs, net				
Less:				
Interest expense	7.7	7.7	23.1	17.2
Cash paid for income tax expense				
Maintenance capital expenditures	3.0	4.0	13.9	11.3
Other	(0.1)		(0.4)	(0.1)
<b>Cash Available for Distribution</b>	\$ 56.3	\$ 53.7	\$ 175.6	\$ 157.6

(a) Cash Available for Distribution for the three and nine months ended September 30, 2011 has been revised to reflect the refinement to our definition that was effective January 1, 2012.

**Table of Contents***Spectra Energy Partners***Reconciliation of Net Cash Provided by Operating Activities to Non-GAAP Adjusted EBITDA and Cash Available for Distribution**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011(a)	2012	2011(a)
	(in millions)			
<b>Net cash provided by operating activities</b>	\$ 73.3	\$ 51.4	\$ 185.1	\$ 170.5
Interest income				(0.3)
Interest expense	7.7	7.7	23.1	17.2
Income tax expense current				0.1
Distributions received from Gulfstream	(16.1)	(12.0)	(45.9)	(50.6)
Distributions received from Market Hub	(11.5)	(11.5)	(34.8)	(39.5)
Changes in operating working capital and other	(16.4)	(2.7)	(7.7)	(8.9)
<b>Adjusted EBITDA</b>	37.0	32.9	119.8	88.5
Add:				
Cash Available for Distribution from Gulfstream	19.3	20.7	57.8	61.0
Cash Available for Distribution from Market Hub	10.6	11.8	34.6	36.5
Preliminary project costs, net				
Less:				
Interest expense	7.7	7.7	23.1	17.2
Cash paid for income tax expense				
Maintenance capital expenditures	3.0	4.0	13.9	11.3
Other	(0.1)		(0.4)	(0.1)
<b>Cash Available for Distribution</b>	\$ 56.3	\$ 53.7	\$ 175.6	\$ 157.6

- (a) Cash Available for Distribution for the three and nine months ended September 30, 2011 has been revised to reflect the refinement to our definition that was effective January 1, 2012.



**Table of Contents****Gulfstream****Reconciliation of Net Income to Non-GAAP Adjusted EBITDA and Cash Available for Distribution**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011(a)	2012	2011(a)
	(in millions)			
<b>Net income</b>	\$ 34.3	\$ 33.0	\$ 95.1	\$ 98.8
Add:				
Interest expense	17.4	17.7	52.6	52.4
Depreciation and amortization	8.9	8.9	26.7	26.5
Less:				
Other income and expenses, net		(0.3)		
<b>Adjusted EBITDA 100%</b>	60.6	59.9	174.4	177.7
Add:				
Preliminary project costs, net	0.1	0.3	0.5	0.7
Less:				
Interest expense	17.4	17.7	52.6	52.4
Maintenance capital expenditures	4.0	0.2	4.5	1.1
Other	(0.1)		(0.1)	0.3
<b>Cash Available for Distribution 100%</b>	\$ 39.4	\$ 42.3	\$ 117.9	\$ 124.6
<b>Adjusted EBITDA 49%</b>	\$ 29.7	\$ 29.3	\$ 85.5	\$ 87.0
<b>Cash Available for Distribution 49%</b>	19.3	20.7	57.8	61.0

(a) Cash Available for Distribution for the three and nine months ended September 30, 2011 has been revised to reflect the refinement to our definition that was effective January 1, 2012.

**Market Hub****Reconciliation of Net Income to Non-GAAP Adjusted EBITDA and Cash Available for Distribution**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
	(in millions)			
<b>Net income</b>	\$ 19.1	\$ 22.3	\$ 62.0	\$ 67.1
Add:				
Interest expense			(0.1)	
Income tax expense	0.2	0.1	0.2	0.2
Depreciation and amortization	2.8	2.7	8.5	8.0
Less:				
Interest income			0.1	0.1
Other income and expenses, net				
<b>Adjusted EBITDA 100%</b>	22.1	25.1	70.5	75.2
Less:				
Interest expense			(0.1)	(0.1)

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Cash paid for income tax expense				
Maintenance capital expenditures	0.9	1.6	1.4	2.4
<b>Cash Available for Distribution 100%</b>	\$ 21.2	\$ 23.5	\$ 69.2	\$ 72.9
<b>Adjusted EBITDA 50%</b>	\$ 11.1	\$ 12.5	\$ 35.3	\$ 37.6
<b>Cash Available for Distribution 50%</b>	10.6	11.8	34.6	36.5

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## **Table of Contents**

### **Goodwill Impairment Test**

We perform the annual review for goodwill impairment at the reporting unit level, which we have determined to be our one reportable operating segment, Gas Transportation and Storage.

We primarily used a discounted cash flow analysis to determine fair value of our reporting unit. The long-term growth rate used for our reporting unit that we quantitatively assessed reflects continued expansion of our assets, driven by new natural gas supplies such as shale gas in North America and increasing demand for natural gas transportation capacity on our pipeline systems primarily as a result of forecasted growth in natural gas-fired power plants. We assumed a long-term growth rate of 3.0% for our 2012 quantitative goodwill impairment analysis. Had we assumed a 100 basis point lower growth rate for our reporting unit, there would have been no impairment of goodwill. We continue to monitor the effects of the global economic downturn with respect to the long-term cost of capital utilized to calculate our reporting unit fair value. In evaluating our reporting unit for our 2012 quantitative goodwill impairment analysis, we assumed a weighted-average cost of capital that market participants would use in evaluating our business of 6.7%. Had we assumed a 100 basis point increase in the weighted-average cost of capital for our reporting unit, there would have been no impairment of goodwill.

Based on the results of our annual goodwill impairment testing, the fair value of our reporting unit at April 1, 2012 (our testing date) was substantially in excess of its carrying value. No triggering events or changes in circumstances occurred during the period April 1, 2012 through September 30, 2012 that would warrant re-testing for goodwill impairment.

### **LIQUIDITY AND CAPITAL RESOURCES**

We will rely upon cash flows from operations, including cash distributions received from Gulfstream and Market Hub, and various financing transactions, which may include issuances of short-term and long-term debt, to fund our liquidity and capital requirements for the next 12 months. As of September 30, 2012, we had negative net working capital of \$214.4 million compared to a negative \$204.3 million of working capital as of December 31, 2011, both of which included the East Tennessee notes payable of \$150.0 million.

We have access to a credit facility, with available capacity of \$659.1 million at September 30, 2012, which is used to manage working capital requirements. In August 2012, we executed a new five-year promissory note payable agreement with Market Hub to borrow up to \$50.0 million, replacing our existing note payable. Given that we expect to continue to pursue expansion opportunities over the next several years, capital resources may continue to include commercial paper, short-term borrowings under our current credit facility and possibly securing additional sources of capital including debt and/or equity.

### **Operating Cash Flows**

Net cash provided by operating activities totaled \$185.1 million in the first nine months of 2012 compared to \$170.5 million during the same period in 2011. The change was due to increased earnings from the acquisition of Big Sandy and the completion of the NET project, both in 2011.

### **Investing Cash Flows**

Net cash used in investing activities was \$30.1 million in the first nine months of 2012 compared to \$267.6 million during the same period in 2011. The change was driven mainly by:

\$389.6 million for the acquisition of Big Sandy in 2011, and

a \$50.3 million decrease in capital expenditures due to the NET project at East Tennessee that went into commercial service in September 2011, partially offset by

\$199.5 million of net proceeds in 2011 from the liquidation of available-for-sale securities.



**Table of Contents****Capital and Investment Expenditures**

	Nine Months Ended September 30, 2012                  2011 (in millions)	
Capital Expenditures		
Gas Transportation and Storage	\$ 27.7	\$ 78.0
Investment Expenditures		
Gulfstream		3.8
Market Hub	13.8	11.7
Total capital and investment expenditures	\$ 41.5	\$ 93.5

Capital and investment expenditures for the nine months ended September 30, 2012 totaled \$41.5 million and included \$21.7 million for expansion projects and \$19.8 million for maintenance and other projects, including the impact of reimbursable projects. We estimate 2012 capital and investment expenditures of approximately \$49.0 million, \$30.0 million is expected to be used to complete expansion projects placed into service during 2011 and \$19.0 million is to be used for maintenance and other projects.

We continue to evaluate customers' needs for incremental expansion opportunities at East Tennessee, Big Sandy, Gulfstream and Market Hub. In addition, we are assessing the needs of our Ozark customers for additional transportation services. We expect that significant natural gas infrastructure, including both natural gas transportation and storage with links to growing gas supplies and markets, will be needed over time to serve growth in gas-fired power generation, oil-to-gas conversions, industrial development and attachments to new gas supply.

**Financing Cash Flows**

Net cash used in financing activities was \$154.8 million in the first nine months of 2012 compared to \$73.5 million provided by the same period in 2011. This change was driven mainly by:

\$217.9 million of proceeds from the 2011 issuance of common units,

a \$19.7 million increase in distributions to partners in 2012 as a result of increases in distribution rates, limited partner units outstanding and incentive distribution rights, and

\$10.5 million of net payments on note payable to affiliates in 2012, compared to \$5.5 million of net payments in 2011, partially offset by

\$13.9 million of net commercial paper issuances in 2012 compared to \$3.6 million of net debt proceeds in 2011, including the issuance of unsecured senior notes and net revolver borrowings.

*Available Credit Facility and Restrictive Debt Covenants.* See Note 9 of Notes to Condensed Consolidated Financial Statements for a discussion of the available credit facility and related financial and other covenants.

*Credit Ratings.* As of September 30, 2012 our credit ratings are BBB/Stable from Standard & Poor's and Fitch Ratings and Baa3/Stable from Moody's Investors Service. Our credit ratings are dependent upon, among other factors, our ability to generate sufficient cash to fund capital and investment expenditures, our results of operations, market conditions, the leverage of Spectra Energy and other factors. Our credit ratings could impact our ability to raise capital in the future, impact the cost of capital and, as a result, have an impact on our liquidity.

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*Cash Distributions.* As previously discussed, a cash distribution of \$0.49 per limited partner unit was declared in October 24, 2012, payable on November 14, 2012, to unit holders of record at the close of business on November 6, 2012. This distribution represents a 1.0% increase over the previous distribution of \$0.485 per limited partner unit and the twentieth consecutive quarterly increase.

## **Table of Contents**

*Other Financing Matters.* We have an effective shelf registration statement on file with the Securities and Exchange Commission (SEC) to register the issuance of unspecified amounts of limited partner common units and various debt securities.

## **OTHER ISSUES**

*New Accounting Pronouncement.* There were no significant accounting pronouncements adopted during the nine months ended September 30, 2012 that had a material impact on our consolidated results of operations, financial position or cash flows.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk.**

Our exposure to market risk is described in Item 7A of our Annual Report on Form 10-K for the year ended December 31, 2011. We believe the exposure to market risk has not changed materially.

### **Item 4. Controls and Procedures.**

#### **Evaluation of Disclosure Controls and Procedures**

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports we file or submit under the Securities Exchange Act of 1934 (Exchange Act) is recorded, processed, summarized, and reported, within the time periods specified by the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to provide reasonable assurance that information required to be disclosed by us in the reports we file or submit under the Exchange Act is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Under the supervision and with the participation of the management of Spectra Energy Partners (DE) GP, LP (our General Partner), including the Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) as of September 30, 2012, and, based upon this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these controls and procedures are effective at the reasonable assurance level.

#### **Changes in Internal Control over Financial Reporting**

Under the supervision and with the participation of the management of our General Partner, including the Chief Executive Officer and Chief Financial Officer, we have evaluated changes in internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the fiscal quarter ended September 30, 2012 and found no change that has materially affected, or is reasonably likely to materially affect, internal control over financial reporting.

**Table of Contents**

**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings.**

We have no material pending legal proceedings that are required to be disclosed hereunder. For information regarding other legal proceedings and environmental matters, see Note 11 of Notes to Condensed Consolidated Financial Statements, which information is incorporated by reference into this Part II.

**Item 1A. Risk Factors.**

In addition to the other information set forth in this report, careful consideration should be given to the factors discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2011, which could materially affect our financial condition or future results. There have been no material changes to those risk factors.

**Item 6. Exhibits.**

Any agreements included as exhibits to this Form 10-Q may contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement and:

were not intended to be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;

may have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement;

may apply contract standards of materiality that are different from materiality under the applicable securities laws; and

were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement. We acknowledge that, notwithstanding the inclusion of the foregoing cautionary statements, we are responsible for considering whether additional specific disclosures of material information regarding material contractual provisions are required to make the statements in this Form 10-Q not misleading.



**Table of Contents**

(a) Exhibits

**Exhibit**

**Number**

*31.1	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*31.2	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*32.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
*32.2	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
*101.INS	XBRL Instance Document.
*101.SCH	XBRL Taxonomy Extension Schema.
*101.CAL	XBRL Taxonomy Extension Calculation Linkbase.
*101.DEF	XBRL Taxonomy Extension Definition Linkbase.
*101.LAB	XBRL Taxonomy Extension Label Linkbase.
*101.PRE	XBRL Taxonomy Extension Presentation Linkbase.

\* Filed herewith

**Table of Contents**

**SIGNATURES**

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

SPECTRA ENERGY PARTNERS, LP

By: Spectra Energy Partners (DE) GP, LP,

its general partner

By: Spectra Energy Partners GP, LLC,

its general partner

Date: November 8, 2012

/s/ JULIE A. DILL  
**Julie A. Dill**

**President and Chief Executive Officer**

Date: November 8, 2012

/s/ LAURA BUSS SAYAVEDRA  
**Laura Buss Sayavedra**

**Vice President and Chief Financial Officer**