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SUBURBAN PROPANE PARTNERS LP
Form DEFA14A
October 03, 2006

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

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES
EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE
14A-6(E)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to ss.240.14a-12

SUBURBAN PROPANE PARTNERS, L.P.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant
to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is
calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
 Check box if any part of the fee is offset as provided by Exchange Act Rule
0-11(a)(2) and identify the filing for which the offsetting fee was paid
previously. Identify the previous filing by registration statement number,

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or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Suburban

October 3, 2006

Dear Unitholder:

The Tri-Annual Meeting of Unitholders of Suburban Propane Partners, L.P. scheduled for October 17, 2006 is just two weeks away. YOUR BOARD OF SUPERVISORS RECOMMENDS THAT YOU VOTE "FOR" EACH OF ITS NOMINEES FOR ELECTED SUPERVISOR, APPROVAL OF THE EXCHANGE PROPOSAL, APPROVAL OF THE THREE SEPARATE PROPOSALS TO AMEND THE PARTNERSHIP AGREEMENT, APPROVAL OF THE AMENDED AND RESTATED RESTRICTED UNIT PLAN AND APPROVAL OF THE ADJOURNMENT PROPOSAL.

Because the affirmative vote of the holders of a majority of the outstanding Common Units is needed to adopt certain of the foregoing Proposals, the failure to vote your proxy will have the same effect as a vote "AGAINST" the adoption of those Proposals.

Your Board of Supervisors recommends you vote "FOR" the Exchange and the Exchange-Related Amendments for the following reasons:

- o The Exchange will simplify our capital structure and lower our future cost of equity capital in support of our long-term growth strategies.
o The General Partner's Incentive Distribution Rights and economic interest in Suburban and its operating partnership subsidiary will be eliminated in exchange for approximately 7% of the total Common Units to be outstanding.
o Unitholders will receive the benefit of 100% of all future distribution growth opportunities.
o The interests in Suburban of our senior management will be entirely in the form of Common Units.
o Unitholders will have the right to elect all Supervisors, and the Board of Supervisors will have the right to expand the size of the Board.

Our records indicate that you have not yet voted your units. YOUR VOTE IS EXTREMELY IMPORTANT. Please vote FOR all of the Proposals regardless of the size of your holdings. Please save the Partnership the expense of additional follow-up mailings by voting TODAY by telephone, the Internet or by signing, dating and returning the enclosed proxy card in the postage prepaid envelope provided.

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Thank you for your cooperation.

Very truly yours,

Paul Abel
General Counsel & Secretary

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IMPORTANT

If you have any questions or need assistance voting your shares, please contact:

INNISFREE M&A INCORPORATED
Unitholders Call Toll Free: (877) 717-3930
Banks & Brokers Call Collect: (212) 750-5833

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