

Spectra Energy Partners, LP
Form 10-Q
August 09, 2010
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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 June 30, 2010

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

(Exact Name of Registrant as Specified in its Charter)

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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 July 30, 2010, there were 58,705,791 Common Units, 21,638,730 Subordinated Units and 1,639,117 General Partner Units outstanding.

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FORM 10-Q FOR THE QUARTER ENDED

June 30, 2010

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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;

results and costs 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 infrastructure projects and the effects of competition;

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

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

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

conditions of the capital markets during the periods covered by the 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)**

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|--|-------------|--------------------------------------|-------------|
| | 2010 | 2009 | 2010 | 2009 |
| Operating Revenues | | | | |
| Transportation of natural gas | \$ 41.3 | \$ 35.3 | \$ 83.4 | \$ 65.7 |
| Storage of natural gas and other | 6.1 | 6.0 | 14.5 | 11.2 |
| Total operating revenues | 47.4 | 41.3 | 97.9 | 76.9 |
| Operating Expenses | | | | |
| Operating, maintenance and other | 17.3 | 11.7 | 33.0 | 22.5 |
| Depreciation and amortization | 7.4 | 7.1 | 14.8 | 13.8 |
| Property and other taxes | 2.8 | 1.8 | 5.2 | 3.9 |
| Total operating expenses | 27.5 | 20.6 | 53.0 | 40.2 |
| Operating Income | 19.9 | 20.7 | 44.9 | 36.7 |
| Other Income and Expenses | | | | |
| Equity in earnings of unconsolidated affiliates | 17.2 | 17.6 | 35.6 | 34.4 |
| Other income and expenses, net | 0.2 | 0.1 | 0.2 | 0.1 |
| Total other income and expenses | 17.4 | 17.7 | 35.8 | 34.5 |
| Interest Income | 0.1 | | 0.1 | 0.1 |
| Interest Expense | 3.9 | 4.6 | 7.9 | 8.6 |
| Earnings Before Income Taxes | 33.5 | 33.8 | 72.9 | 62.7 |
| Income Tax Expense | 0.3 | 0.2 | 0.6 | 0.6 |
| Net Income | \$ 33.2 | \$ 33.6 | \$ 72.3 | \$ 62.1 |
| Calculation of Limited Partners Interest in Net Income: | | | | |
| Net income | \$ 33.2 | \$ 33.6 | \$ 72.3 | \$ 62.1 |
| Less: | | | | |
| General partner's interest in net income | 2.4 | 1.2 | 4.7 | 2.0 |
| Limited partners' interest in net income | \$ 30.8 | \$ 32.4 | \$ 67.6 | \$ 60.1 |

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| | | | | |
|--|---------|---------|---------|---------|
| Weighted average limited partner units outstanding basic and diluted | 80.3 | 74.1 | 80.3 | 72.3 |
| Net income per limited partner unit basic and diluted | \$ 0.38 | \$ 0.44 | \$ 0.84 | \$ 0.83 |
| Distributions paid per limited partner unit during the periods presented | \$ 0.42 | \$ 0.37 | \$ 0.83 | \$ 0.73 |

See Notes to Condensed Consolidated Financial Statements.

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

| | June 30, 2010 | December 31, 2009 |
|--|--------------------------|------------------------------|
| ASSETS | | |
| Current Assets | | |
| Cash and cash equivalents | \$ 14.5 | \$ 12.2 |
| Receivables, net | 22.3 | 27.3 |
| Other | 7.4 | 8.0 |
| Total current assets | 44.2 | 47.5 |
| Investments and Other Assets | | |
| Investments in unconsolidated affiliates | 534.6 | 536.3 |
| Goodwill | 267.9 | 267.9 |
| Total investments and other assets | 802.5 | 804.2 |
| Property, Plant and Equipment | | |
| Cost | 1,138.3 | 1,124.3 |
| Less accumulated depreciation and amortization | 193.5 | 179.0 |
| Net property, plant and equipment | 944.8 | 945.3 |
| Regulatory Assets and Deferred Debits | 15.9 | 15.5 |
| Total Assets | \$ 1,807.4 | \$ 1,812.5 |

See Notes to Condensed Consolidated Financial Statements.

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

| | June 30, 2010 | December 31, 2009 |
|---|--------------------------|------------------------------|
| LIABILITIES AND PARTNERS CAPITAL | | |
| Current Liabilities | | |
| Accounts payable | \$ 13.6 | \$ 14.8 |
| Taxes accrued | 4.4 | 4.1 |
| Interest accrued | 0.7 | 0.5 |
| Note payable affiliates | 25.0 | 27.5 |
| Other | 8.5 | 9.0 |
| Total current liabilities | 52.2 | 55.9 |
| Long-term Debt | 390.0 | 390.0 |
| Deferred Credits and Other Liabilities | | |
| Deferred income taxes | 10.3 | 10.0 |
| Other | 3.8 | 8.1 |
| Total deferred credits and other liabilities | 14.1 | 18.1 |
| Commitments and Contingencies | | |
| Partners Capital | | |
| Common units (58.7 million units outstanding) | 1,014.4 | 1,015.0 |
| Subordinated units (21.6 million units outstanding) | 308.8 | 308.5 |
| General partner units (1.6 million units outstanding) | 29.2 | 27.2 |
| Accumulated other comprehensive loss | (1.3) | (2.2) |
| Total partners capital | 1,351.1 | 1,348.5 |
| Total Liabilities and Partners Capital | \$ 1,807.4 | \$ 1,812.5 |

See Notes to Condensed Consolidated Financial Statements.

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

| | Six Months Ended June 30, | |
|---|------------------------------|----------------|
| | 2010 | 2009 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net income | \$ 72.3 | \$ 62.1 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 14.8 | 13.8 |
| Deferred income tax expense | 0.3 | 0.5 |
| Equity in earnings of unconsolidated affiliates | (35.6) | (34.4) |
| Distributions received from unconsolidated affiliates | 41.7 | 36.9 |
| Other | 0.2 | (13.6) |
| Net cash provided by operating activities | 93.7 | 65.3 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Capital expenditures | (11.9) | (8.8) |
| Investment expenditures | (10.7) | (21.9) |
| Acquisition of Ozark | | (294.5) |
| Distributions received from unconsolidated affiliates | 6.1 | 70.5 |
| Proceeds from sales and maturities of available-for-sale securities | | 31.6 |
| Net cash used in investing activities | (16.5) | (223.1) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Proceeds from issuance of debt under credit facilities | 1,440.0 | 1,719.0 |
| Payments for the redemption of debt under credit facilities | (1,440.0) | (1,719.0) |
| Proceeds from issuance of units | | 212.2 |
| Proceeds from notes payable affiliates | | 72.5 |
| Payments on notes payable affiliates | (2.5) | (94.0) |
| Purchases of Spectra Energy Partners, LP common units | (1.6) | |
| Distributions to partners | (70.8) | (52.9) |
| Net cash provided by (used in) financing activities | (74.9) | 137.8 |
| Net increase (decrease) in cash and cash equivalents | 2.3 | (20.0) |
| Cash and cash equivalents at beginning of period | 12.2 | 30.9 |
| Cash and cash equivalents at end of period | \$ 14.5 | \$ 10.9 |
| Supplemental Disclosures | | |
| Property, plant and equipment noncash accruals | \$ 1.8 | \$ 0.6 |
| Deemed contributions from General Partner for services provided | 1.4 | |

See Notes to Condensed Consolidated Financial Statements.

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

| | Partners Capital | | General Partner | Accumulated Other Comprehensive Loss | Total |
|--|-------------------------|--------------|-----------------|--------------------------------------|------------|
| | Common Limited Partners | Subordinated | | | |
| December 31, 2009 | \$ 1,015.0 | \$ 308.5 | \$ 27.2 | \$ (2.2) | \$ 1,348.5 |
| Net income | 49.4 | 18.2 | 4.7 | | 72.3 |
| Unrealized mark-to-market net loss on hedges | | | | (1.5) | (1.5) |
| Reclassification of cash flow hedges into earnings | | | | 2.4 | 2.4 |
| Attributed deferred tax benefit | 0.3 | 0.1 | | | 0.4 |
| Distributions to partners | (48.7) | (18.0) | (4.1) | | (70.8) |
| Contributions | | | 1.4 | | 1.4 |
| Purchase of units for awards vesting | (1.6) | | | | (1.6) |
| June 30, 2010 | \$ 1,014.4 | \$ 308.8 | \$ 29.2 | \$ (1.3) | \$ 1,351.1 |
| December 31, 2008 | \$ 794.5 | \$ 304.7 | \$ 21.4 | \$ (2.2) | \$ 1,118.4 |
| Net income | 43.1 | 18.3 | 0.7 | | 62.1 |
| Unrealized mark-to-market net loss on hedges | | | | (2.9) | (2.9) |
| Reclassification of cash flow hedges into earnings | | | | 2.3 | 2.3 |
| Issuance of units | 207.8 | | 4.4 | | 212.2 |
| Attributed deferred tax benefit | 0.1 | 0.1 | | | 0.2 |
| Distributions to partners | (35.6) | (15.8) | (1.5) | | (52.9) |
| Other, net | 0.3 | 0.2 | | | 0.5 |
| June 30, 2009 | \$ 1,010.2 | \$ 307.5 | \$ 25.0 | \$ (2.8) | \$ 1,339.9 |

See Notes to Condensed Consolidated Financial Statements.

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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, LP, 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. In addition, we own a 50% interest in Market Hub Partners Holding (Market Hub) and a 24.5% interest in Gulfstream Natural Gas System, L.L.C. (Gulfstream).

Basis of Presentation. The accompanying Condensed Consolidated Financial Statements include our accounts, our majority-owned subsidiaries where we have control and those variable interest entities, if any, where we are the primary beneficiary. 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, 2009, 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

On May 4, 2009, we acquired all the ownership interests of NOARK Pipeline System Limited Partnership (NOARK) from Atlas Pipeline Partners, L.P. (Atlas) for approximately \$294.5 million. NOARK's assets consist of 100% ownership interests in Ozark Gas Transmission, L.L.C. (Ozark Gas Transmission), a 565-mile Federal Energy Regulatory Commission (FERC) regulated interstate natural gas transmission system, and Ozark Gas Gathering L.L.C. (Ozark Gas Gathering), a 365-mile, fee-based, natural gas gathering system whose operations are regulated by the applicable state commissions. The transaction was initially funded by \$218.0 million drawn on our available bank credit facility, \$70.0 million borrowed under a credit facility with a subsidiary of Spectra Energy Corp (Spectra Energy) and \$6.5 million from cash on hand. This transaction was partially refinanced through the issuance of 9.8 million common units to the public, representing limited partner interests, and 0.2 million general partner units to Spectra Energy in the second quarter of 2009. Spectra Energy's ownership of our partnership decreased from 84% to 74% as a result of the issuance of 9.8 million common units to the public.

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The assets and liabilities of NOARK were recorded at their respective fair values as of May 4, 2009 and the results of NOARK's operations are included in the Condensed Consolidated Financial Statements beginning as of the effective date of the acquisition. The following unaudited pro forma information of Spectra Energy Partners has been prepared as if the acquisition had occurred on January 1, 2009.

| | Three Months Ended June 30, 2009 | Six Months Ended June 30, 2009 |
|---|---|---|
| | (in millions) | |
| Operating revenues | \$ 45.9 | \$ 97.5 |
| Net income | \$ 38.1 | \$ 76.4 |
| Basic and diluted net income per limited partner unit | \$ 0.46 | \$ 0.94 |

3. Business Segments

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

The remainder of our operations is presented as Other. While it is not considered a business segment, Other primarily includes our equity investments in Gulfstream and Market Hub and certain unallocated corporate costs.

Gulfstream provides interstate natural gas pipeline transportation 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 Texas Railroad Commission, 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.

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| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--------------------------------|--------------------------------|---------|------------------------------|---------|
| | 2010 | 2009 | 2010 | 2009 |
| (in millions) | | | | |
| Operating revenues | | | | |
| Gas Transportation and Storage | \$ 47.4 | \$ 41.3 | \$ 97.9 | \$ 76.9 |
| Other | | | | |
| Total operating revenues | \$ 47.4 | \$ 41.3 | \$ 97.9 | \$ 76.9 |
| Segment EBIT | | | | |
| Gas Transportation and Storage | \$ 22.7 | \$ 23.8 | \$ 50.2 | \$ 43.7 |
| Other | 14.6 | 14.6 | 30.5 | 27.5 |
| Total EBIT | 37.3 | 38.4 | 80.7 | 71.2 |
| Interest income | 0.1 | | 0.1 | 0.1 |
| Interest expense | 3.9 | 4.6 | 7.9 | 8.6 |
| Earnings before income taxes | \$ 33.5 | \$ 33.8 | \$ 72.9 | \$ 62.7 |

4. Income Taxes

As a result of our master limited partnership (MLP) structure, we are not subject to federal income tax, but are still subject to Tennessee state income tax. Market Hub is liable for Texas income (margin) tax under a tax sharing agreement with Spectra Energy.

5. Comprehensive Income

Components of comprehensive income are as follows:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--------------------------------|---------|------------------------------|---------|
| | 2010 | 2009 | 2010 | 2009 |
| (in millions) | | | | |
| Net income | \$ 33.2 | \$ 33.6 | \$ 72.3 | \$ 62.1 |
| Unrealized mark-to-market net gain (loss) on hedges | (0.4) | 0.3 | (1.5) | (2.9) |
| Reclassification of cash flow hedges into earnings | 1.2 | 1.2 | 2.4 | 2.3 |
| Total comprehensive income | \$ 34.0 | \$ 35.1 | \$ 73.2 | \$ 61.5 |

6. Net Income Per Limited Partner Unit and Cash Distributions

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

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---------------|--------------------------------|------|------------------------------|------|
| | 2010 | 2009 | 2010 | 2009 |
| (in millions) | | | | |

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| | | | | |
|--|---------|---------|---------|---------|
| Net income | \$ 33.2 | \$ 33.6 | \$ 72.3 | \$ 62.1 |
| Less: | | | | |
| General partner's interest in net income 2% | 0.7 | 0.7 | 1.5 | 1.2 |
| General partner's interest in net income attributable to incentive distribution rights | 1.7 | 0.5 | 3.2 | 0.8 |
| Limited partners' interest in net income | \$ 30.8 | \$ 32.4 | \$ 67.6 | \$ 60.1 |
| Weighted average limited partner units outstanding basic and diluted | 80.3 | 74.1 | 80.3 | 72.3 |
| Net income per limited partner unit basic and diluted | \$ 0.38 | \$ 0.44 | \$ 0.84 | \$ 0.83 |

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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.

Subordinated Units. All of the subordinated units are held by wholly owned subsidiaries of Spectra Energy. The partnership agreement provides that, during the subordination period, the common unitholders have the right to receive distributions of Available Cash each quarter in an amount equal to \$0.30 per common unit (the Minimum Quarterly Distribution), plus any arrearages in the payment of the Minimum Quarterly Distribution on the common units from prior quarters, before any distributions of Available Cash may be made on the subordinated units. Furthermore, no arrearages will be paid on the subordinated units. The practical effect of the subordinated units is to increase the likelihood that during the subordination period there will be Available Cash to be distributed on the common units. The subordination period will end on the first business day after we have earned and paid at least the Minimum Quarterly Distribution on each outstanding limited partner unit and general partner unit for any three consecutive, non-overlapping four quarter periods ending on or after June 30, 2010. The subordination period also will end upon the removal of our general partner other than for cause if the units held by our general partner and its affiliates are not voted in favor of such removal. When the subordination period ends, all remaining subordinated units will convert to common units, on a one-for-one basis, and the common units will no longer be entitled to arrearages.

On July 22, 2010, our general partner's board of directors confirmed that, under the terms of our partnership agreement and upon the payment of our second quarter cash distribution to unitholders, our subordination period will end. As a result, our 21,638,730 subordinated units held by wholly owned subsidiaries of Spectra Energy will be converted into common units on a one-for-one basis effective as of August 13, 2010. The conversion of the subordinated units does not impact the amount of cash distributions paid or the total number of outstanding units. The conversion will have no impact on our calculation of net income per limited partner unit since the subordinated units were previously included in the net income per limited partner unit calculation. In addition, since there will be no subordinated units, future distributions will be shared equally among the limited partner units owned by subsidiaries of Spectra Energy and limited partner units owned by other common unitholders.

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

| | Total Quarterly Distribution | Marginal Percentage Interest in Distributions | |
|--------------------------------|---------------------------------|--|--------------------|
| | | Common and Subordinated Unitholders | General Partner |
| | Target Per-Unit Amount | | |
| 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 the general partner, there will be more Available Cash proportionately allocated to the general partner than to holders of common and subordinated units.

7. Investments in Unconsolidated Affiliates

As of June 30, 2010, our investments in unconsolidated affiliates consist of a 24.5% interest in Gulfstream and a 50% interest in Market Hub, both of which are accounted for using the equity method.

For the six months ended June 30, 2010, we received total distributions of \$21.6 million from Gulfstream. Of these distributions, \$15.5 million were included in Cash Flows From Operating Activities Distributions Received From Unconsolidated Affiliates and \$6.1 million were included in Cash Flow From Investing Activities Distributions Received From Unconsolidated Affiliates on the Condensed Consolidated Statements of Cash Flows. For the six months ended June 30, 2009, we received total distributions of \$89.8 million, of which \$19.3 million were included in Cash Flows From Operating Activities Distributions Received From Unconsolidated Affiliates and \$70.5 million were included in Cash Flow From Investing Activities Distributions Received From Unconsolidated Affiliates.

We received distributions from Market Hub of \$26.2 million during the six months ended June 30, 2010 and \$17.6 million during the same period in 2009, which were included in Cash Flows From Operating Activities Distributions Received From Unconsolidated Affiliates.

Investments in Unconsolidated Affiliates

| | June 30, 2010 | December 31, 2009 |
|--------------|------------------|----------------------|
| | (in millions) | |
| Gulfstream | \$ 179.1 | \$ 184.2 |
| Market Hub | 355.5 | 352.1 |
| Total | \$ 534.6 | \$ 536.3 |

Equity in Earnings of Unconsolidated Affiliates

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--------------|--------------------------------|----------------|------------------------------|----------------|
| | 2010 | 2009 | 2010 | 2009 |
| | (in millions) | | | |
| Gulfstream | \$ 7.4 | \$ 6.8 | \$ 15.5 | \$ 13.7 |
| Market Hub | 9.8 | 10.8 | 20.1 | 20.7 |
| Total | \$ 17.2 | \$ 17.6 | \$ 35.6 | \$ 34.4 |

Summarized Financial Information of Unconsolidated Affiliates

(Presented at 100%)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--------------------|--------------------------------|---------|------------------------------|----------|
| | 2010 | 2009 | 2010 | 2009 |
| | (in millions) | | | |
| Gulfstream | | | | |
| Operating revenues | \$ 66.7 | \$ 60.9 | \$ 134.0 | \$ 117.1 |

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| | | | | |
|--------------------|------|------|------|------|
| Operating expenses | 19.3 | 19.1 | 36.4 | 35.2 |
| Operating income | 47.4 | 41.8 | 97.6 | 81.9 |
| Net income | 30.1 | 27.9 | 63.1 | 55.9 |

Market Hub

| | | | | |
|--------------------|---------|---------|---------|---------|
| Operating revenues | \$ 29.8 | \$ 29.9 | \$ 58.9 | \$ 57.8 |
| Operating expenses | 9.9 | 8.4 | 19.1 | 16.3 |
| Operating income | 19.9 | 21.5 | 39.8 | 41.5 |
| Net income | 19.8 | 21.6 | 40.3 | 41.5 |

Table of Contents**8. Goodwill**

We completed our annual goodwill impairment test as of April 1, 2010 and no impairments were identified. All of our goodwill is in our Gas Transportation and Storage segment, and there have been no additions, amortization or other changes in the carrying amount of goodwill since December 31, 2009.

We primarily use a discounted cash flow analysis to determine fair value for our reporting unit. Key assumptions in the determination of fair value include the use of an appropriate discount rate and estimated future cash flows. In estimating cash flows, we incorporate 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.

9. Debt and Credit Facility

| Credit Facility Summary | Expiration Date | Credit Facility Capacity | Outstanding as of June 30, 2010 Revolving Credit (in millions) |
|-----------------------------|--------------------|-----------------------------|---|
| Spectra Energy Partners, LP | 2012 | \$ 500.0 | \$ 240.0 |

The credit facility prohibits us from making distributions of Available Cash to unitholders if any default or event of default, as defined, exists. In addition, the credit facility contains covenants, among others, limiting our ability to make other restricted distributions or dividends on account of the purchase, redemption, retirement, acquisition, cancellation or termination of partnership interests, and is also subject to certain financial covenants. These financial covenants include financial leverage and interest coverage ratios. The terms of the credit agreement require us to maintain a ratio of total debt to Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA), as defined in the credit agreement, of 5.0 or less. The terms of the credit agreement also require us to maintain a ratio of Adjusted EBITDA to interest expense of 2.5 or greater. As of June 30, 2010, we were in compliance with those covenants. The credit facility does not contain provisions that trigger an acceleration of indebtedness based solely on the occurrence of a material adverse change in our financial condition or results of operations.

In addition to the credit facility, long-term debt includes East Tennessee's 5.71% unsecured notes payable totaling \$150.0 million as of both June 30, 2010 and December 31, 2009. East Tennessee's debt agreement contains financial covenants which limit the amount of debt that can be outstanding as a percentage of total capital. Failure to maintain the covenants could require East Tennessee to immediately pay down the outstanding balance. As of June 30, 2010, East Tennessee was in compliance with those covenants. In addition, the debt agreement allows for acceleration of payments or termination of the agreements due to nonpayment, or to the acceleration of other significant indebtedness. The debt agreement does not contain provisions that trigger an acceleration of indebtedness based solely on the occurrence of a material adverse change.

Table of Contents**10. Fair Value Measurements**

The following table presents, for each of the fair value hierarchy levels, our assets and liabilities that are measured at fair value on a recurring basis:

| Description | Condensed Consolidated Balance Sheet Caption | Total | June 30, 2010 | | |
|--------------------------------|--|---------------|---------------|---------------|-----------|
| | | | Level 1 | Level 2 | Level 3 |
| | | | (in millions) | | |
| Interest rate swap liabilities | Current liabilities other | \$ 3.4 | \$ | \$ 3.4 | \$ |
| Interest rate swap liabilities | Deferred credits and other liabilities other | 0.7 | | 0.7 | |
| Total Liabilities | | \$ 4.1 | \$ | \$ 4.1 | \$ |

| Description | Condensed Consolidated Balance Sheet Caption | Total | December 31, 2009 | | |
|--------------------------------|--|---------------|-------------------|---------------|-----------|
| | | | Level 1 | Level 2 | Level 3 |
| | | | (in millions) | | |
| Interest rate swap liabilities | Current liabilities other | \$ 0.4 | \$ | \$ 0.4 | \$ |
| Interest rate swap liabilities | Deferred credits and other liabilities other | 5.2 | | 5.2 | |
| Total Liabilities | | \$ 5.6 | \$ | \$ 5.6 | \$ |

Level 2 Valuation Techniques. Fair values of our financial instruments, which include interest rate swaps, are determined based on market-based prices. These valuations may include inputs such as quoted market prices of the exact or similar instruments or alternative pricing sources that may include models or matrix pricing tools, with reasonable levels of price transparency. For interest rate swaps, we utilize data obtained from multiple sources for the determination of fair value. Both the future cash flows for the fixed-leg and floating-leg of our swaps are discounted to present value. In addition, credit default swap rates are used to develop the adjustments for credit risk embedded in our positions. We believe that since some of the inputs and assumptions for the calculations of fair value are derived from observable market data, a Level 2 classification is appropriate.

Financial Instruments. There was no material change in fair value from December 31, 2009 for financial instruments recorded and carried at book value. Judgment is required in interpreting market data to develop the estimates of fair value.

During the 2010 and 2009 periods, there were no 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 regulations regarding air and water quality, hazardous and solid waste disposal and other environmental matters. We believe there are no matters outstanding that upon resolution will have a material adverse 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, including matters regarding contracts, performance and other matters, arising in the ordinary course of business, 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 adverse effect on our consolidated results of operations, financial position or cash flows.

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. We manage our interest rate exposure by limiting our variable-rate exposures and by monitoring the effects of market changes in interest rates. We also enter into financial derivative instruments, including, but not limited to, interest rate swaps to manage and mitigate interest rate risk exposure.

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We use pay fixed receive floating interest rate swaps to mitigate our exposure to variable interest rates on loans outstanding under our revolving credit facility. In June 2010, we settled our two-year interest rate swap agreements with Spectra Energy on \$25.0 million of loans outstanding under the revolving credit facility, thereby reducing our total notional amount from \$180.0 million to \$155.0 million as of June 30, 2010. Other than these interest rate swaps, we did not have any derivatives outstanding during the three and six months ended June 30, 2010.

13. New Accounting Pronouncement

The following new accounting pronouncement was adopted during the six months ended June 30, 2010:

In June 2009, the Financial Accounting Standards Board issued an accounting standard which is intended to address (1) the effects on certain consolidation provisions as a result of the elimination of the concept of qualifying special-purpose entities and (2) constituent concerns about the application of certain consolidation provisions including those in which the accounting and disclosures do not always provide timely and useful information about an enterprise's involvement in a variable interest entity. The adoption of the provisions of this standard on January 1, 2010 did not have any impact on our consolidated results of operations, financial position or cash flows.

14. Subsequent Event

As previously discussed in Note 6, on July 22, 2010, our general partner's board of directors confirmed that, under the terms of our partnership agreement and upon the payment of our second quarter cash distribution to unitholders, our subordination period will end. As a result, all subordinated units will be converted into common units on a one-for-one basis effective as of August 13, 2010.

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 June 30, 2010, we reported net income of \$33.2 million compared to \$33.6 million for the comparable period in 2009. Increased revenues from the May 2009 Ozark acquisition and expansion projects were offset by higher operating expenses related to pipeline integrity work, labor and benefits costs and a full quarter of Ozark expenses. For the six months ended June 30, 2010 and 2009, we reported net income of \$72.3 million and \$62.1 million, respectively. The increase was due primarily to the acquisition of the Ozark assets in May 2009 and increased earnings from expansion at Gulfstream. For the six months ended June 30, 2010, cash available for distribution was \$89.1 million.

During the first quarter of 2010, East Tennessee Natural Gas executed a precedent agreement with the Tennessee Valley Authority for the Northeastern Tennessee Project (NET), and filed the related certificate application with the FERC. In July 2010, the FERC issued the environmental assessment which positions the project to receive full FERC certification on schedule. This project will provide approximately 150,000 dekatherms per day (Dth/d) of gas service to a generation plant in Hawkins County, Tennessee. The initial in-service date is expected to be in late 2011. Gulfstream's Phase V project was granted its FERC certificate, in the first quarter of 2010 and the capacity expansion projects at Market Hub continue to progress.

We continue to project capital expansion expenditures of \$60 million in 2010 and \$140 million in 2011.

A cash distribution of \$0.43 per limited partner unit was declared in July 2010 and payable on August 13, 2010, representing a 2.4% increase over the previous distribution of \$0.42 per limited partner unit paid in May 2010.

Table of Contents**RESULTS OF OPERATIONS**

| | Three Months Ended June 30, | | | Six Months Ended June 30, | | |
|---|--------------------------------|---------|------------------------|------------------------------|---------|------------------------|
| | 2010 | 2009 | Increase (Decrease) | 2010 | 2009 | Increase (Decrease) |
| | (in millions) | | | | | |
| Operating revenues | \$ 47.4 | \$ 41.3 | \$ 6.1 | \$ 97.9 | \$ 76.9 | \$ 21.0 |
| Operating, maintenance and other expense | 20.1 | 13.5 | 6.6 | 38.2 | 26.4 | 11.8 |
| Depreciation and amortization | 7.4 | 7.1 | 0.3 | 14.8 | 13.8 | 1.0 |
| Operating income | 19.9 | 20.7 | (0.8) | 44.9 | 36.7 | 8.2 |
| Equity in earnings of unconsolidated affiliates | 17.2 | 17.6 | (0.4) | 35.6 | 34.4 | 1.2 |
| Other income and expenses, net | 0.2 | 0.1 | 0.1 | 0.2 | 0.1 | 0.1 |
| Interest income | 0.1 | | 0.1 | 0.1 | 0.1 | |
| Interest expense | 3.9 | 4.6 | (0.7) | 7.9 | 8.6 | (0.7) |
| Earnings before income taxes | 33.5 | 33.8 | (0.3) | 72.9 | 62.7 | 10.2 |
| Income tax expense | 0.3 | 0.2 | 0.1 | 0.6 | 0.6 | |
| Net income | \$ 33.2 | \$ 33.6 | \$ (0.4) | \$ 72.3 | \$ 62.1 | \$ 10.2 |
| Net cash provided by operating activities | \$ 41.9 | \$ 36.2 | \$ 5.7 | \$ 93.7 | \$ 65.3 | \$ 28.4 |
| Adjusted EBITDA (a) | 27.3 | 27.8 | (0.5) | 59.7 | 50.5 | 9.2 |
| Cash Available for Distribution (a) | 33.4 | 33.5 | (0.1) | 89.1 | 78.9 | 10.2 |

(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 June 30, 2010 compared to same period in 2009

Operating Revenues. The \$6.1 million increase was driven primarily by an increase of \$4.6 million related to the acquisition of the Ozark assets in May 2009 and higher revenues of \$1.5 million at East Tennessee due to increased contracted volumes.

Operating, Maintenance and Other Expense. The \$6.6 million increase was driven primarily by:

a \$3.9 million increase in operating costs associated with the Ozark assets acquired in May 2009,

a \$0.9 million increase due to timing of governance expenses in 2009,

a \$0.8 million increase in benefit costs during 2010,

a \$0.7 million increase in pipeline integrity costs as a result of scheduling delays in 2009 and,

a \$0.7 million increase from lower pipeline fuel recoveries by East Tennessee, partially offset by

a \$1.7 million decrease as a result of 2009 transaction costs associated with the Ozark acquisition.

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Equity in Earnings of Unconsolidated Affiliates. The \$0.4 million decrease includes a \$1.0 million decrease in equity earnings from Market Hub and a \$0.6 million increase in equity earnings from Gulfstream. 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.

| | Three Months Ended June 30, | | |
|--|--------------------------------|-----------------------|------------------------|
| | 2010 | 2009 (in millions) | Increase (Decrease) |
| <i>Gulfstream</i> | | | |
| Operating revenues | \$ 66.7 | \$ 60.9 | \$ 5.8 |
| Operating, maintenance and other expense | 10.5 | 10.5 | |
| Depreciation and amortization | 8.8 | 8.6 | 0.2 |
| Other income and expenses, net | 0.2 | 0.2 | |
| Interest expense | 17.5 | 14.1 | 3.4 |
| Net income | \$ 30.1 | \$ 27.9 | \$ 2.2 |
| Spectra Energy Partners' share | \$ 7.4 | \$ 6.8 | \$ 0.6 |

Gulfstream Owned 24.5%

Gulfstream's net income increased \$2.2 million to \$30.1 million for the three-month period in 2010 compared to \$27.9 million for the same period in 2009. The increase was driven primarily by:

a \$5.8 million increase in revenues primarily from the Phase III expansion contracts that were fully ramped up by June 2009, partially offset by

a \$3.4 million increase in interest expense attributable to the \$300 million debt issued in May 2009 by Gulfstream.

| | Three Months Ended June 30, | | |
|--|--------------------------------|-----------------------|------------------------|
| | 2010 | 2009 (in millions) | Increase (Decrease) |
| <i>Market Hub</i> | | | |
| Operating revenues | \$ 29.8 | \$ 29.9 | \$ (0.1) |
| Operating, maintenance and other expense | 6.3 | 5.6 | 0.7 |
| Depreciation and amortization | 3.6 | 2.8 | 0.8 |
| Other income and expenses, net | | | |
| Interest income | | 0.1 | (0.1) |
| Interest expense | | | |
| Income tax expense | 0.1 | | 0.1 |
| Net income | \$ 19.8 | \$ 21.6 | \$ (1.8) |
| Spectra Energy Partners' share | \$ 9.8 | \$ 10.8 | \$ (1.0) |

Market Hub Owned 50%

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Market Hub's net income decreased \$1.8 million to \$19.8 million for the three-month period ended June 30, 2010 compared to \$21.6 million for the same period in 2009. The decrease was driven primarily by:

a \$0.1 million decrease in revenues resulting from \$1.8 million lower demand for hub services compared to the prior year quarter, mostly offset by \$1.7 million of additional revenue from the continued phase-in of the Egan Cavern 3 storage expansion,

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a \$0.7 million increase in operating, maintenance and other expense due primarily to increased ad valorem taxes resulting from the Egan expansion and a decrease in capitalized overhead costs in 2010, and

a \$0.8 million increase in depreciation expense primarily due to the Egan expansion placed in service during the second half of 2009.
Six Months Ended June 30, 2010 compared to same period in 2009

Operating Revenues. The \$21.0 million increase was driven primarily by the acquisition of the Ozark assets in May 2009.

Operating, Maintenance and Other Expense. The \$11.8 million increase was driven primarily by:

a \$10.0 million increase in operating costs associated with the Ozark assets acquired in May 2009,

a \$1.1 million increase from lower pipeline fuel recoveries by East Tennessee,

a \$0.7 million increase due to timing of governance expenses in 2009,

a \$0.3 million increase in benefit costs during 2010, and

a \$0.7 million increase in pipeline integrity costs as a result of scheduling delays in 2009, partially offset by

a \$2.7 million decrease as a result of 2009 transaction costs associated with the Ozark acquisition.

Equity in Earnings of Unconsolidated Affiliates. The \$1.2 million increase includes a \$1.8 million increase in equity earnings from Gulfstream and a \$0.6 million decrease in equity 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.

| | Six Months Ended June 30, | | Increase (Decrease) |
|-------------------|------------------------------|------|------------------------|
| | 2010 | 2009 | (in millions) |
| <i>Gulfstream</i> | | | |