

PetroLogistics LP  
Form 10-K  
March 08, 2013  
[Table of Contents](#)

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-K**

(Mark One)

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

For the fiscal year ended December 31, 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 1-35529

# PetroLogistics LP

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**45-2532754**

(I.R.S. Employer  
Identification No.)

**600 Travis Street, Suite 3250, Houston, Texas**

(Address of principal executive offices)

**77002**

(Zip Code)

**(713) 255-5990**

(Registrant's telephone number, including area code)

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

Title of Each Class	Name of Each Exchange on Which Registered
Common Units	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: **None**

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

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

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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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 <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input checked="" type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the voting common units held by non-affiliates of the registrant as of June 29, 2012 on the last business day of the registrant's most recently completed second fiscal quarter, was \$376,600,000 (based on the closing price of the common units).

There were 139,857,777 common units outstanding as of March 1, 2013.

**DOCUMENTS INCORPORATED BY REFERENCE**

**NONE**

Table of Contents

**TABLE OF CONTENTS**

**PART I**

<u>Item 1.</u>	<u>Business</u>	1
<u>Item 1A.</u>	<u>Risk Factors</u>	11
<u>Item 1B.</u>	<u>Unresolved Staff Comments</u>	29
<u>Item 2.</u>	<u>Properties</u>	29
<u>Item 3.</u>	<u>Legal Proceedings</u>	29
<u>Item 4.</u>	<u>Mine Safety Disclosures</u>	29

**PART II**

<u>Item 5.</u>	<u>Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	30
<u>Item 6.</u>	<u>Selected Financial Data</u>	33
<u>Item 7.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	35
<u>Item 7A.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	49
<u>Item 8.</u>	<u>Financial Statements and Supplementary Data</u>	50
<u>Item 9.</u>	<u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	75
<u>Item 9A.</u>	<u>Controls and Procedures</u>	75
<u>Item 9B.</u>	<u>Other Information</u>	76

**PART III**

<u>Item 10.</u>	<u>Directors, Executive Officers and Corporate Governance</u>	77
<u>Item 11.</u>	<u>Executive Compensation</u>	83
<u>Item 12.</u>	<u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	93
<u>Item 13.</u>	<u>Certain Relationships and Related Transactions and Director Independence</u>	95
<u>Item 14.</u>	<u>Principal Accounting Fees and Services</u>	101

**PART IV**

<u>Item 15.</u>	<u>Exhibits and Financial Statement Schedules</u>	102
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Table of Contents

**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This annual report on Form 10-K for the year ended December 31, 2012 contains forward-looking statements. Statements that are predictive in nature, that depend upon or refer to future events or conditions or that include the words will, believe, expect, anticipate, intend, estimate, other expressions that are predictions of or indicate future events and trends and that do not relate to historical matters identify forward-looking statements. Our forward-looking statements include statements about our business strategy, our industry, our future profitability, our expected capital expenditures and the impact of such expenditures on our performance. These statements involve known and unknown risks, uncertainties and other factors, including the factors described under Item 1A under the caption Risk Factors, that may cause our actual results and performance to be materially different from any future results or performance expressed or implied by these forward-looking statements. Such risks and uncertainties include, among other things:

- our ability to make cash distributions on the common units;
  
- the volatile nature of our business and the variable nature of our distributions;
  
- the ability of our General Partner to modify or revoke our distribution policy at any time;
  
- our ability to forecast our future financial condition or results;
  
- the cyclical nature of our business;
  
- competition from other propylene producers;
  
- our reliance on propane that we purchase from Enterprise;
  
- our reliance on other third-party suppliers;
  
- the supply and price levels of propane and propylene;

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- the risk of a material decline in production at our propane dehydrogenation facility;
- potential operating hazards from accidents, fire, severe weather, floods or other natural disasters;
- the risk associated with governmental policies affecting the petrochemical industry;
- capital expenditures and potential liabilities arising from environmental laws and regulations;
- our potential inability to obtain or renew permits;
- existing and proposed environmental laws and regulations, including those relating to climate change, alternative energy or fuel sources, and on the end-use and application of propylene;
- new regulations concerning the transportation of hazardous chemicals, risks of terrorism and the security of propane processing facilities;
- our lack of asset diversification;
- our dependence on a limited number of significant customers;
- our ability to comply with employee safety laws and regulations;
- potential disruptions in the global or U.S. capital and credit markets;
- our potential inability to successfully implement our business strategies, including the completion of our required turnarounds and other significant capital expenditure projects;

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### Table of Contents

- additional risks, compliance costs and liabilities from expansions or acquisitions;
- our reliance on certain members of our senior management team and other key personnel of our General Partner;
- the potential development of integrated propylene facilities by competitors or our current customers, displacing us as suppliers;
- the potential shortage of skilled labor or loss of key personnel;
- our ability to secure appropriate and adequate debt facilities at a reasonable cost of capital;
- restrictions in our debt agreements;
- the dependence on our subsidiary for cash to meet our debt obligations;
- our limited operating history;
- risks relating to our relationships with our sponsors; and
- changes in our treatment as a partnership for U.S. income or state tax purposes.

You should not place undue reliance on our forward-looking statements. Although forward-looking statements reflect our good faith beliefs, forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause our actual results, performance or achievements to differ materially from anticipated future results, performance or achievements expressed or implied by such forward-looking statements. The forward-looking statements made herein are made only as of the date of this report. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, changed circumstances or otherwise, unless required by law.





Table of Contents

**PART I**

**Item 1. Business.**

*Unless the context otherwise requires, references in this report to the predecessor, we, our, us or like terms, when used for periods prior to the closing of our initial public offering (the IPO) on May 9, 2012, refer to PL Propylene LLC, our predecessor for accounting purposes. References in this report to PetroLogistics LP, the Partnership, we, our, us or like terms used for periods after the IPO, refer to PetroLogistics LP. References in this report to our sponsors refer to Lindsay Goldberg LLC (Lindsay Goldberg) and York Capital Management (York Capital), which collectively and indirectly own 84% of PetroLogistics GP (our General Partner) and directly and indirectly own 63% of our common units.*

**Our Business**

We currently own and operate the only U.S. propane dehydrogenation (or PDH) facility (or the facility) producing propylene from propane. Propylene is one of the basic building blocks for petrochemicals and is utilized in the production of a variety of end uses including paints, coatings, building materials, clothing, automotive parts, packaging and a range of other consumer and industrial products. We are the only independent, dedicated on-purpose propylene producer in North America. We are strategically located in the vicinity of the Houston Ship Channel which is situated within the largest propylene consumption region in North America. We also have access to the leading global fractionation and storage hub for propane located at Mt. Belvieu, Texas. Our location provides us with excellent access and connectivity to both customers and feedstock suppliers. Our facility had an original nameplate capacity of 1.2 billion pounds of propylene annually. However, based on plant optimization and operating improvements our facility currently has an annual production capacity of approximately 1.4 billion pounds. In 2012 we produced 1.26 billion pounds of propylene. We commenced operations in October 2010 followed by an approximately year-long start-up and plant optimization phase.

We currently have multi-year contracts for the sale of our propylene with The Dow Chemical Company (or Dow), Total Petrochemicals USA, Inc. (or Total), BASF Corporation (or BASF) and INEOS Olefins and Polymers USA (or INEOS) that expire between 2013 and 2018 and a one-year contract with LyondellBasell Industries N.V. (or LyondellBasell) that ends in December 2013. We are currently in ongoing negotiations with both INEOS and BASF regarding extensions to each of their contracts beyond their current December 2013 termination dates. Our customer contracts provide for minimum and maximum offtake volumes, with the minimum customer-contracted volumes representing approximately 78% of our current facility capacity and the maximum reflecting approximately 100% of our current facility capacity. Each of our customer contracts contain pricing terms based upon market rates. In addition to our contracted sales, we have made and will continue to make additional propylene sales on a spot basis. We also opportunistically purchase propylene on a spot basis to enable us to maintain adequate inventory.

Propylene comprised 97% of our sales in 2012. In addition to propylene, we also produce commercial quantities of hydrogen and C4 mix/C5+ streams.

**Our Products and Customers**

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We derive our sales from three different sources: propylene, hydrogen, and C4 mix/C5+ streams. Sales of these products are not subject to significant seasonal fluctuations. In general, we deliver our propylene to our customers on a continuous basis and ratably throughout the month. We may elect to store product to ensure that a constant supply of propylene is available to our customers in the event of a temporary outage. For more information relating to the sales, assets, profits and losses of our business since inception, see Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations as well as Item 8. Financial Statements and Supplementary Data.

### *Contracted Propylene Sales*

Since commencing operations, we have been party to long-term propylene sales contracts with Dow, Total and INEOS. Each contract details both minimum offtake volumes and maximum offtake volumes as well as pricing terms. As is customary in the propylene industry, our customer contracts are based on market prices. Consistent with industry practice for such contracts, our pricing terms with these customers reflect a specified discount to the monthly benchmark propylene price published by Chemical Market Associates, Inc. (or CMAI). For the year ended December 31, 2012, Dow, Total, INEOS, LyondellBasell and BASF accounted for 42%, 20%, 18%, 12% and 5% of our total sales, respectively.

Table of Contents

We deliver propylene to these customers through our integrated pipeline system, which directly connects our facility to the Dow and Total plants and through interconnected third-party pipelines, which connect our facility to INEOS, BASF, LyondellBasell and to other potential propylene customers.

The following table illustrates certain information regarding our propylene contracts with Dow, Total, INEOS, BASF and LyondellBasell (in millions of pounds):

Company	Connections	Max	Min	Contract Term Ends
<b>Contracts:</b>				
Dow	Direct	690	510	12/31/18
Total	Direct	300	222	12/31/14
INEOS	Shell	284	244	12/31/13
BASF	Shell	120	96	12/31/13
LyondellBasell	Direct	60	60	12/31/13
<b>Total</b>		<b>1,454</b>	<b>1,132</b>	
% of our capacity		100%	78%	

***Spot-Market Propylene Sales***

Through our integrated pipeline system, we are also able to access other consumers of propylene which we are able to supply on a spot basis with our excess production. We are connected to major propylene consumers with the necessary logistics already in place. We actively manage our contract and spot portfolio and have received a high degree of interest from other customers for both spot volumes, in the short term, and longer term contracts. In anticipation of our upcoming plant turnaround currently scheduled for the fourth quarter of 2013, we will limit our 2013 spot sales in order to build inventory.

***Hydrogen Gas Sales***

As part of the PDH process, we produce commercially saleable quantities of hydrogen. Hydrogen is primarily consumed in numerous refinery processes, including fuel desulphurization. We are party to a ten-year contract for the sale of our hydrogen production. The purchaser is committed to buying a minimum of 18.6 million standard cubic feet per day of hydrogen, measured quarterly. Any volumes we do not sell are consumed in our fuel system, reducing our requirement to purchase natural gas.

An additional benefit of our hydrogen production is that it provides a natural hedge against rising fuel costs due to the strong and positive correlation between natural gas prices and hydrogen prices. While an increase in natural gas prices would increase our operating costs (since we consume natural gas as a fuel), such increase would be partially offset by the higher prices we would earn through our hydrogen sales.

***C4 Mix/C5+ Streams Sales***

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We also produce commercial quantities of C4 mix/C5+ streams. We sell the C4 mix stream to specialty chemical consumers or refiners. These customers transport the purchased volumes from our facility by truck with title transferring at our facility. The C5+ stream, which is heavy in aromatics, is transported by our pipeline to a Kinder Morgan terminal, and then sold to a third party.

Table of Contents

**Our Business Strategy**

Our objective is to maximize our quarterly cash distributions to our unitholders by executing the following strategies:

- *Focus on Operational Excellence, Reliable Production, Safety, and Training.* Operational excellence, reliability and safety are our core values. One of the key factors driving our selection of the CATOFIN technology was its reliability See our PDH Technology below. We also assembled our key management team with an intentional focus on the complement of skills and experience necessary to deliver consistent and efficient operational results.
- *Continual Optimization of Our Facility.* Our management team and engineering staff are continually working to further optimize and improve the operating performance of our facility. One major focus is to identify cost-efficient methods to increase propylene output beyond current production levels. We also have initiatives underway to optimize propylene yield, energy efficiency and feedstock composition to enhance the value of the by-products produced by our facility.
- *Pursue Growth Opportunities.* We intend to opportunistically pursue expansion and other growth opportunities. In addition, we intend to evaluate and pursue acquisition and organic development opportunities complementary to our operating platform.
- *Actively Manage Customer Portfolio.* We believe that our current propylene customer portfolio represents an attractive composition of customers that serve diverse end-use markets and that are prominent industry members. We also have well-established relationships with other consumers of propylene developed through active cultivation and regular interaction. We plan to build on our existing relationships and continue to advance those relationships through spot sales, in the short term, and the addition of long-term contracts, as existing contracts roll off or if the facility's capacity is expanded.
- *Distribute All of the Available Cash We Generate Each Quarter.* The board of directors of our General Partner has adopted a policy under which we will distribute all of the available cash we generate each quarter, as described in Item 5 under the caption Our Cash Distribution Policy.

**Our History**

We are a Delaware limited partnership that was formed in June 2011.

Our predecessor purchased a former olefins manufacturing facility from ExxonMobil Corporation (or ExxonMobil) in March 2008, and that facility was used as the platform for the construction of a propane dehydrogenation propylene production facility. Initial production at our

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facility commenced in October 2010, and after an approximately year-long start-up and plant optimization phase, the facility achieved production rates at or near our current capacity (approximately 20% above our original nameplate capacity) beginning in December 2011.

On March 30, 2012, in contemplation of our IPO, Propylene Holdings LLC (or Propylene Holdings) contributed our predecessor to us. On May 4, 2012, our common units began trading on the NYSE under the symbol PDH. On May 9, 2012, we completed our IPO of 35,000,000 common units representing limited partner interests. Pursuant to a Registration Statement on Form S-1, as amended through the date of its effectiveness, we sold 1,500,000 common units, and Propylene Holdings sold 33,500,000 common units at a price to the public of \$17.00 per common unit (\$15.98 per common unit, net of underwriting discounts). Immediately prior to the IPO, the outstanding limited partner interests in the Partnership were recapitalized into 139,000,000 common units pursuant to an amended and restated limited partnership agreement. We received net proceeds of approximately \$24.0 million from our sale of the common units, after deducting underwriting discounts.

Table of Contents

**Our Sponsors**

Lindsay Goldberg is a private equity investment firm with approximately \$9 billion of capital under management that focuses on partnering with entrepreneurial management teams and closely held and family-owned businesses. The firm typically invests in companies in North America and Western Europe in the manufacturing, energy, financial and business services industries. Lindsay Goldberg has an investment structure that permits ownership for up to 20 years and has had a close relationship with our management since 2000.

York Capital is an event-driven global investment firm with approximately \$14.5 billion of capital under management. The firm focuses on a variety of strategies, including private equity investing. Established in 1991, York Capital has offices in New York, Washington DC, London and Hong Kong.

Lindsay Goldberg and York Capital have been instrumental in our management team's effort to implement the optimal operating and financial platform for the Partnership. Lindsay Goldberg and York Capital indirectly own 67% and 17% interests in our General Partner and 69,620,855 and 17,405,214 common units, respectively.

**Our Facility**

Our state-of-the-art facility is strategically located in the vicinity of the Houston Ship Channel on a site that was formerly the site of an ExxonMobil ethylene cracker. Our facility had an original nameplate capacity of 1.2 billion pounds of propylene annually. However, based on plant optimization and operating improvements our facility currently has an annual production capacity of approximately 1.4 billion pounds. In 2012, we produced 1.26 billion pounds of propylene. We believe the former ExxonMobil site was ideally suited for the development of our project based on its location, infrastructure, utilities, permits, logistics and certain operating units that we were able to utilize in the PDH process. As part of our purchase of the site, we acquired all major environmental and regulatory permits, and we were able to take advantage of these permits through amendments to reflect the specifications of the PDH process.

Our facility is situated within the largest propylene consumption region in North America. We also have access through third parties to the leading global fractionation and storage hub for propane, our feedstock, located at Mt. Belvieu, Texas, which is approximately 30 miles from our facility.

Our customer contracts provide for potential maximum offtake volumes of approximately 1.454 billion pounds of propylene, approximately 100% of our maximum annual production capacity. We believe that our facility has adequate capabilities to provide our customers with their contracted volumes of propylene. In the event that production at our facility is curtailed for any reason (including because of mechanical failure) and we elect not to declare force majeure, we believe that we will be able to satisfy our obligations under our customer contracts through our inventory and spot-market purchases of propylene.

The following is an illustration of the extensive pipeline system connected to our facility which makes our location well-suited to the business of propylene production, followed by a table indicating pipeline system ownership:





Table of Contents

<b>Pipeline</b>	<b>Ownership</b>
Propane	Enterprise
Propane (unutilized)	ETP Regency Midstream
PGP	PetroLogistics
CGP	PetroLogistics
C4 Mix Stream (inactive)	PetroLogistics
C5+ Stream	PetroLogistics
Coker Gas (unutilized)	LyondellBasell
FCC Gas (unutilized)	Valero
Hydrogen Delivery	Praxair
Nitrogen Delivery	Praxair
Natural Gas	Kinder Morgan

**Our PDH Technology**

Propane dehydrogenation is a straightforward chemical process that produces propylene by removing two atoms of hydrogen (H<sub>2</sub>) from one molecule of propane (C<sub>3</sub>H<sub>8</sub>) to produce one molecule of propylene (C<sub>3</sub>H<sub>6</sub>). The technology that is used is the CATOFIN process, which is licensed by CB&I Lummus to us on a non-exclusive and perpetual basis. We selected this technology because of its straightforward design, its record of high reliability and expected low operating costs. Further, our team developed and implemented a variety of energy cost-saving processes which improved upon the typical CATOFIN design, certain of which processes are the subject of a currently pending patent application. Our license with CB&I Lummus requires us to make additional payments if our annual production exceeds the amount set forth in our license. In 2012 we made a one-time payment to CB&I Lummus to cover actual increases in our production in excess of the original design basis and to allow for certain additional production increases. To the extent we further increase our operational capacity at the facility beyond the new designated level, we are responsible for additional one-time payments to CB&I Lummus for each metric ton of additional capacity above the new designated level.

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Propane dehydrogenation via the CATOFIN process works in two general phases: the dehydrogenation phase and the purification phase. In the dehydrogenation phase, the propane feedstock is passed under a vacuum over a chromium based catalyst contained in fixed bed reactors. Prior to the propane reaching the reactors the catalyst beds are heated to a high temperature with heated compressed air. After the dehydrogenation phase, the resulting propane/propylene mixed effluent is sent to the purification section of our facility where it is separated into polymer

Table of Contents

grade and chemical grade propylene, C4mix/C5+ streams, hydrogen and also a stream of propane that was not dehydrogenated in each pass over the catalyst beds. The undehydrogenated propane stream is then recycled back to the reactor section where it is reprocessed. The purification section of our facility utilizes a series of distillation towers, refrigeration units and other apparatus common to many olefins plants.

The CATOFIN propane dehydrogenation process is illustrated below:

**Process Flow Diagram**

Although our facility relies on the typical CATOFIN process design, we also implemented a number of process innovations that reduce our energy costs. Certain of these process innovations are subject to a pending patent application. For example, the facility produces regeneration air (the hot air utilized to heat the catalyst beds in the reactors) using gas turbines instead of the typical compressor/heater configuration. Also, the hydrogen by-product is captured and purified by a pressure swing absorption unit and then sold to a third party rather than merely sent to the fuel system in its unpurified form.

We have also designed and constructed the facility with features necessary for high reliability. These features include a state-of-the-art Honeywell Experian distributive control system, redundant/independent electrical power supplies, auxiliary steam production, redundant pumps for critical operations, redundant compressors where practical, redundant dryers and redundant fractionation towers for some operations.

## **Feedstock Supply**

Propane is our sole feedstock. Propane is produced by extraction and separation from natural gas production streams via gas processing facilities and fractionation. It is also produced as a by-product of refineries. Our propane is provided to us by Enterprise Products Operating LLC (together with its affiliates, Enterprise) under a multi-year contract with market-based pricing consistent with industry practice. Under the propane supply contract, we pay a market price based on the published high-low monthly average price for propane. The initial term of the propane supply contract is for a period of five years (expiring late 2015). Thereafter, the contract is automatically renewed for successive three year terms unless cancelled by either party giving one year prior written notice of cancellation. Enterprise delivers the propane we purchase to our facility through a connection to Enterprise's propane pipeline system.

We believe that our supply strategy meets our expected feedstock requirements for the foreseeable future. However, if we choose not to or are unable to renew our Enterprise contract, we believe that, given our location, alternative propane supplies will be readily available from other suppliers in order to meet our production requirements.

## **Competition**

We consider companies with net long positions in propylene to be our direct competitors, including Enterprise, Chevron Phillips, ExxonMobil Chemical, Shell Chemical, Flint Hills and the Williams Companies. Most of our competitors have significantly greater financial and other resources than us and are engaged on a

Table of Contents

national or international basis in many segments of the petroleum products business, including refining, transportation and marketing, on a scale substantially larger than ours.

Competition in our industry is determined by price considerations, logistics and, to some extent, stability of supply. Our ability to compete effectively depends on our responsiveness to customer needs, our pipeline connectivity to customer facilities and our ability to provide reliable supply at competitive prices. We are the only independent dedicated on-purpose propylene production facility in North America. We believe this is a significant advantage because it enables us to provide customers a more consistent, predictable supply offering than conventional suppliers that produce propylene as a by-product or co-product from other refinery processes, such as ethylene cracking. However, it is possible that in future years competition could come from the construction of additional on-purpose propylene facilities and offer our customers similar capabilities.

See Item 1A. Risk Factors Risks Related to our Business We face competition from other propylene producers.

**Environmental Matters**

The petrochemical business is subject to extensive and frequently changing federal, state and local laws and regulations relating to the protection of human health, workplace safety and the environment. These laws, their underlying regulatory requirements and their enforcement impact our business in a number of respects by imposing:

- The need to obtain, renew and comply with permits, licenses and authorizations;
- Regulatory controls such as monitoring and recordkeeping requirements;
- Requirements to install enhanced or additional pollution controls;
- Fines and penalties for failing to comply with requirements of applicable laws or permits; and
- Liability for the investigation and remediation of contaminated soil or groundwater at current facilities and off-site waste disposal locations.

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Environmental laws and regulations change regularly and any changes that result in more stringent requirements could affect our operations and financial position adversely. While we believe that we are in substantial compliance with currently applicable environmental laws and regulations and that continued compliance with existing requirements would not have a material adverse impact on us or our business, there is no assurance that this trend will continue in the future. Failure to comply with environmental laws and regulations may result in the assessment of administrative, civil and criminal fines and penalties and the imposition of injunctive relief.

Our operations are subject to the requirements of the federal Occupational Safety and Health Act (or OSHA) and comparable state statutes that regulate the protection of the health and safety of workers. In addition, the OSHA hazard communication standard requires that we maintain information about hazardous materials used or produced in our operations and that we provide this information to employees, state and local government authorities and local residents. Failure to comply with OSHA requirements, including general industry standards, record keeping requirements and monitoring of occupational exposure to regulated substances could reduce our ability to make distributions to our unitholders if we are subjected to fines or significant compliance costs.

### *Federal Clean Air Act*

The federal Clean Air Act and its implementing regulations as well as the corresponding state laws and regulations that regulate emissions of pollutants into the air affect our operations both directly and indirectly. We are required to comply with federal and state air permitting regulations or emissions control requirements relating to specific air pollutants. Some or all of the standards promulgated pursuant to the federal Clean Air Act, or any future standards which may be promulgated, may require the installation of controls or changes to our operations. If new controls or changes to operations are needed, then the costs could be material.

The federal Clean Air Act requires us, in certain situations, to obtain various construction and operating permits and to incur capital expenditures to install certain air pollution control devices at our PDH facility. Some of the applicable programs are the various general and specific source standards under the National Emission Standard for Hazardous Air Pollutants, New Source Performance Standards, and New Source Review. We may incur substantial capital expenditures to maintain compliance with these and other air emission regulations.

Table of Contents

In addition, the Environmental Protection Agency (or EPA) adopted rules to require the development of a Risk Management Plan to prevent the accidental release of hazardous substances that could harm public health or the environment.

There remains some dispute about whether the implementation of the Clean Air Act by the Texas Commission on Environmental Quality (or TCEQ) actually conforms to federal law. In particular, the EPA formally disapproved the flexible permits program submitted by the TCEQ in 1994 for inclusion in its Clean Air Act implementation plan after determining that Texas' program did not meet several requirements under the federal Clean Air Act. Because we did not use flexible permits, our facility's operations were not affected by EPA's actions. In addition, the EPA formally disapproved the TCEQ pollution control standard permit. Industry groups and others have successfully brought suit against the EPA for these actions and the Fifth Circuit has vacated EPA's decisions. The EPA has also objected to several Title V permits in Texas and other states. Environmental groups have filed a notice of intent to sue the EPA, seeking to require the EPA to assume control of all pollution control permits from TCEQ. All of these developments have created substantial uncertainty regarding existing and future permitting in Texas. The EPA's challenges to the Texas permitting system created uncertainties about the authority of TCEQ to issue permits for air emissions which could have a material adverse effect on our operations.

*Climate Change*

Currently, legislative and regulatory measures to address greenhouse gas emissions (including CO<sub>2</sub>, methane and nitrous oxides) (or GHG) are in various phases of discussion or implementation. At the federal legislative level, Congress could adopt some form of federal mandatory greenhouse gas emission reduction laws, although the specific requirements and timing of any such laws are uncertain at this time. In the absence of congressional legislation curbing greenhouse gas emissions, the EPA has begun to regulate GHG emissions pursuant to the CAA based on the April 2007 United States Supreme Court ruling in *Massachusetts, et al. v. EPA* that the EPA has authority to regulate carbon dioxide emissions. The GHG regulations that EPA has issued following exercising the authority affirmed by *Massachusetts v. EPA* include: (1) the December 2009 endangerment finding determining that air pollution from six GHGs endangers public health and welfare, and that mobile sources cause or contribute to that air pollution; (2) the May 2010 Tailpipe Rule, issued jointly with the National Highway Traffic Safety Administration setting GHG emission and fuel economy standards for new light-duty vehicles; (3) the April 2010 Timing Rule, concluding that stationary source regulation under Titles I and V of the CAA (involving Prevention of Significant Deterioration regulations and operating permits, respectively) must regulate GHG emissions beginning when such emissions are subject to controls under the mobile source provisions of the Act; (4) the June 2010 Tailoring Rule, temporarily exempting small stationary sources from PSD and Title V requirements through regulations modifying the Act's emissions thresholds; and (5) the December 2010 SIP Call rule, finding 13 State Implementation Plans (or SIPs) inadequate because they did not regulate GHGs from stationary sources, and directing those States to correct the inadequacies or face federalization of their permitting programs. The first four rules were challenged unsuccessfully in consolidated litigation in the D.C. Circuit.

In addition to the above rules, on March 27, 2012, the EPA proposed New Source Performance Standards (or NSPS) for carbon dioxide emissions from new and modified electricity generation units (or EUGs). The proposed NSPS set the first numerical limits for carbon dioxide emissions for an entire source category. The proposed rule does not purport to directly regulate existing EUGs or new EUGs that already have been permitted, but the EPA is obligated to establish emission guidelines for existing EUGs at some point in the future. We expect any final rule that may be promulgated as a result of this proposed rule to be appealed and otherwise subjected to various judicial challenges, the outcome of which cannot be predicted.

In 2007, the U.S. Supreme Court decided that carbon dioxide is an air pollutant which is subject to regulation under the federal Clean Air Act for the purposes of vehicle emissions. Similar lawsuits have been filed seeking to require the EPA to regulate carbon dioxide emissions from stationary sources, such as petrochemical plants like our PDH facility. The implementation of EPA regulations and/or the passage of federal or state climate change legislation will likely result in increased costs to (1) operate and maintain our facilities, (2) install new emission controls on our facilities and (3) administer and manage any greenhouse gas emissions program. Increased costs associated with compliance with any future

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legislation or regulation of greenhouse gas emissions, if it occurs, may have a material adverse effect on our results of operations, financial condition and ability to make cash distributions to our unitholders.



Table of Contents

*Clean Water Act*

The federal Clean Water Act (or CWA) affects our operations by prohibiting discharges of pollutants into, or impacting, navigable waters except in compliance with permits issued by federal and state governmental agencies. Regular monitoring, reporting requirements and performance standards are preconditions for the issuance and renewal of permits. The federal government has delegated authority to Texas to manage the CWA permit and enforcement process. The CWA and comparable state statutes provide for civil, criminal, and administrative penalties for the unauthorized discharge of pollutants into wetlands or other waters and impose liability on parties responsible for those discharges for the cost of cleaning up any environmental damage or natural resource damages resulting from the release. Our business maintains waste water and storm water discharge permits as required under the National Pollutant Discharge Elimination System program and the Texas Pollutant Discharge Elimination System program. Under the CWA, onshore facilities that could reasonably be expected to cause substantial harm to the environment by discharging pollutants to navigable waters are required to maintain plans for spill prevention, preparedness and response. We have implemented internal programs to oversee our compliance efforts and we believe that we are in substantial compliance with the CWA. In the future, changes to the CWA, state law, or state and federal regulations could require us to make additional capital expenditures or incur additional costs in order to comply with new rules and could have a significant effect on our profitability.

*Emergency Planning and Community Right-to-Know Act*

The Emergency Planning and Community Right-to-Know Act (or EPCRA) requires facilities to report certain chemical inventories to local emergency planning committees and response departments. We believe that we are in substantial compliance with our EPCRA reporting requirements.

*Resource Conservation and Recovery Act (or RCRA)*

Our operations are subject to the RCRA requirements for the generation, management, and disposal of hazardous wastes. These requirements entail certain costs. When feasible, materials that would be subject to RCRA are recycled instead of being disposed of. Though we believe that we are in substantial compliance with the existing requirements of RCRA, we cannot assure you that compliance with existing and future RCRA requirements will not entail costs that are significant.

*Comprehensive Environmental Response, Compensation, and Liability Act (or CERCLA)*

CERCLA and comparable state laws impose liability, without regard to fault or the legality of the original conduct, on certain classes of persons who are considered to be responsible for the release of a hazardous substance into the environment. These persons include the owner or operator of the site where the release occurred and companies that disposed or arranged for the disposal of the hazardous substances. Under CERCLA, these persons



Table of Contents

may be subject to joint and several liability for the costs of cleaning up the hazardous substances that have been released into the environment, for damages to natural resources and for the costs of certain health studies. CERCLA also authorizes the EPA, and in some instances third parties, to act in response to threats to the public health or the environment and to seek to recover from the responsible persons the costs they incur. It is possible for neighboring landowners and other third parties to file claims for personal injury and property damage allegedly caused by hazardous substances or other pollutants released into the environment. In the course of our ordinary operations, we may generate substances that fall within CERCLA's definition of a hazardous substance, and as a result, we may be jointly and severally liable under CERCLA for all or part of the costs required to clean up sites at which those hazardous substances have been released into the environment.

Under CERCLA, we could be required to remove or remediate previously disposed wastes, including wastes disposed of or released by prior owners or operators, to clean up contaminated property, including groundwater contaminated by prior owners or operators.

**Safety, Health and Security Matters**

Our extensive safety program includes, among other things, (1) employing two full-time safety professionals, (2) implementing policies and procedures to protect employees and visitors at our facility (3) conducting routine safety tests on our facilities and (4) ensuring that each employee undergoes the required safety, hazard and task training.

**Employees**

To carry out our operations, our General Partner employs approximately 100 employees. Our employees are not represented by a labor union and are not covered by a collective bargaining agreement. We believe that we have good relations with our General Partner's employees.

Table of Contents

**Item 1A. Risk Factors**

*We are subject to certain risks and hazards due to the nature of the business activities we conduct, including the risks discussed below and set forth elsewhere in this annual report. If any of the following risks and uncertainties develops into an actual event, our business, financial condition, cash flows and results of operations could be materially adversely affected. In that case, we might not be able to pay distributions on our common units and the trading price of our common units could decline materially.*

**Risks Related to Our Business**

*We may not have sufficient available cash to pay any quarterly distribution on our common units.*

We may not have sufficient available cash each quarter to enable us to pay any distributions to our common unitholders. The amount of cash we will be able to distribute on our common units principally depends on the amount of cash we generate from our operations, which is primarily dependent upon the operating margins we generate. Our operating margins, and thus, the cash we generate from operations have been volatile, and we expect that they will continue to fluctuate from quarter to quarter based on, among other things:

- the amount of propylene we are able to produce from our facility, which could be adversely affected by, among other things, accidents, equipment failure or severe weather conditions;
- the price at which we are able to sell propylene, which is affected by the supply of and demand for propylene;
- the level of our operating costs, including the cost of propane, our sole feedstock, as well as the price of natural gas, electricity and other costs;
- our ability to produce propylene products that meet our customers' specifications;
- non-payment or other non-performance by our customers and suppliers; and
- overall economic and local market conditions.

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In addition, the actual amount of cash we will have available for distribution will depend on other factors, some of which are beyond our control, including:

- the level of capital expenditures we make;
- our debt service requirements;
- fluctuations in our working capital needs;
- our ability to borrow funds and access capital markets;
- planned and unplanned maintenance at our facility, which, based on determinations by the board of directors of our General Partner to maintain reserves, may negatively impact our cash flows in the quarter in which such maintenance occurs;
- restrictions on distributions and on our ability to make working capital borrowings; and
- the amount of cash reserves established by our General Partner.

Our partnership agreement does not require us to pay a minimum quarterly distribution. The amount of distributions that we pay, if any, and the decision to pay any distribution at all, will be determined by the board of directors of our General Partner. Our quarterly distributions, if any, will be subject to significant fluctuations based on the above factors.

Table of Contents

For a description of additional restrictions and factors that may affect our ability to pay distributions, see Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities Our Cash Distribution Policy.

***The amount of our quarterly cash distributions, if any, will vary significantly both quarterly and annually and will be directly dependent on the performance of our business. Unlike most publicly traded partnerships, we will not have a minimum quarterly distribution or employ structures intended to consistently maintain or increase distributions over time.***

Investors who are looking for an investment that will pay predictable quarterly distributions should not invest in our common units. We expect our business performance will be more cyclical and volatile, and our cash flows will be less stable, than the business performance and cash flows of most publicly traded partnerships. As a result, our quarterly cash distributions will be cyclical and volatile and are expected to vary quarterly and annually. Unlike most publicly traded partnerships, we will not have a minimum quarterly distribution or employ structures intended to consistently maintain or increase distributions over time. The amount of our quarterly cash distributions will be directly, such as distribution coverage reserves, dependent on the performance of our business, which will be volatile as a result of fluctuations in propane and propylene prices and the demand for propylene products. Because our quarterly distributions will be subject to significant fluctuations directly related to the cash we generate after payment of our fixed and variable expenses and other cash reserves established by our General Partner, future quarterly distributions paid to our unitholders will vary significantly from quarter to quarter and may be zero. Given the cyclical and volatile nature of our business, we expect that our unitholders will have direct exposure to fluctuations in the price of propylene and the cost of propane.

***The amount of cash we have available for distribution to unitholders depends primarily on our cash flow and not solely on profitability.***

The amount of cash we have available for distribution depends primarily upon our cash flow and not solely on profitability, which may be affected by non-cash items. For example, we may have extraordinary capital expenditures and major maintenance expenses in the future. See Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operation Liquidity and Capital Resources Capital Spending. As a result, we may make cash distributions during periods when we report losses and may not make cash distributions during periods when we report net income.

***The board of directors of our General Partner may modify or revoke our cash distribution policy at any time at its discretion. Our partnership agreement does not require us to pay any distributions at all.***

The board of directors of our General Partner has adopted a cash distribution policy pursuant to which we will distribute all of the available cash we generate each quarter to unitholders of record on a pro rata basis. However, the board may change such policy at any time at its discretion and could elect not to pay distributions for one or more quarters. See Our Cash Distribution Policy.

Our partnership agreement does not require us to pay any distributions at all. Accordingly, investors are cautioned not to place undue reliance on the permanence of such a policy in making an investment decision. Any modification or revocation of our cash distribution policy could substantially reduce or eliminate the amounts of distributions to our unitholders. The amount of distributions we make, if any, and the decision to make any distribution at all will be determined by the board of directors of our General Partner, whose interests may differ from those of our common unitholders. Our General Partner has limited fiduciary and contractual duties, which may permit it to favor its own interests or the interests of Propylene Holdings and its direct and indirect owners to the detriment of our common unitholders.

*The propylene business is, and propylene prices are, cyclical and highly volatile and have experienced substantial downturns in the past. Cycles in demand and pricing could potentially expose us to significant fluctuations in our operating and financial results, and expose you to substantial volatility in our quarterly cash distributions and material reductions in the trading price of our common units.*

We are exposed to fluctuations in propylene demand and supply in the petrochemical industry. These fluctuations historically have had and could in the future have significant effects on prices and, in turn, significant effects on our financial condition, cash flows and results of operations, which could result in significant volatility in or

Table of Contents

material adverse effects on the price of our common units or our ability to make quarterly cash distributions on our common units. For example, propylene prices fell significantly in the second quarter of 2012, which adversely affected our cash flows and results of operations.

Propylene is a commodity, and its price can be cyclical and highly volatile. The price of propylene depends on a number of factors, including the price of crude oil and other commodities, general economic conditions, cyclical trends in end-user markets and supply and demand imbalances.

Demand for propylene is dependent on demand for petrochemicals by the global construction, automotive and housing industries. Propylene supply is affected by available capacity and operating rates, raw material costs, government policies and global trade. For example, an increase in the OPEC production quota may cause crude oil prices to decline and, therefore, potentially increase the supply of propylene and reduce propylene prices. A decrease in propylene prices would adversely affect the value of propylene we are holding in inventory without a commensurate decrease in propane prices and would also have a material adverse effect on our business, cash flow and ability to make quarterly distributions. If propylene prices fall below a certain level, we may not generate sufficient revenue to operate profitably or cover our costs, and our ability to make quarterly distributions will be materially adversely affected. Similarly, if our customers nominate at the lower end of their required minimum offtake volumes and we are unable to sell sufficient quantities of our excess supply into the spot market, we may not generate sufficient sales to operate profitably or cover our costs, and our ability to make quarterly distributions will be materially adversely affected.

***Our results of operations, financial condition and ability to make cash distributions to our unitholders may be adversely affected by the supply and price levels of propane.***

The sole feedstock used in our production is propane. The price of propane is correlated to the price of crude oil and is influenced by the price of natural gas. The prices for crude oil and natural gas are cyclical and volatile, and as a result, the price of propane can be cyclical and volatile. The cost of propane represents a substantial portion of our cost of sales. If propane costs increase, the market price of propylene may not rise correspondingly or at all. Timing differences between propane prices, which may change daily, and the market price of propylene, which is set monthly, may narrow the propane-to-propylene spread and thus reduce our cash flow, which reduction could be material. Based on our current output, we obtain all of the propane we need from Enterprise through its propane pipeline system, which is connected to the natural gas liquids and refined products storage hub at Mt. Belvieu. The price that we pay Enterprise for propane fluctuates based on market prices. Propane prices could significantly increase in the future. Should Enterprise fail to perform in accordance with our existing agreement, we would need to purchase propane from third parties on the open market, which could negatively impact our results of operations to the extent third-party propane is unavailable or available only at higher prices.

***Significant price volatility or interruptions in supply of other raw materials, such as natural gas, electricity and nitrogen, may result in increased costs that we may be unable to pass on to our customers, which could reduce our profitability.***

The raw materials we consume, such as natural gas, electricity and nitrogen, are generally commodity products that are readily available at market prices. We generally enter into supply agreements with particular suppliers, but disruptions of existing supply arrangements could substantially impact our profitability. If certain of our suppliers are unable to meet their obligations under present supply agreements, we may be forced to pay higher prices to obtain the necessary materials from other sources. In addition, if any of the raw materials that we use become unavailable within the geographic area from which they are now sourced, then we may not be able to obtain suitable or cost effective substitutes. Any interruption in the supply of raw materials will increase our costs or decrease our sales, which will reduce our cash flow.



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Our supply agreements typically provide for market-based pricing and provide us no protection against price volatility. If the cost of any of our raw materials rises, the market price of propylene may not rise correspondingly or at all. Timing differences between raw material prices, which may change daily, and the market price of propylene, which is set monthly, may have a negative effect on our cash flow. Any cost increase could have a material adverse effect on our business, results of operations, financial condition and liquidity.

Table of Contents

***Our operations are dependent on third-party suppliers, including Enterprise, which owns the propane pipeline that provides propane to our facility. The inability of a third-party supplier to perform in accordance with its contractual obligations could have a material adverse effect on our results of operations, financial condition and our ability to make cash distributions to our unitholders.***

Our operations depend in large part on the performance of third-party suppliers, including Enterprise for the supply of propane, a subsidiary of Kinder Morgan Energy Partners, L.P. (or Kinder Morgan), for the supply of natural gas and Praxair for the supply of nitrogen. Should Enterprise, Kinder Morgan, Praxair or any of our other third-party suppliers fail to perform in accordance with existing contractual arrangements, our operation could be forced to halt. Alternative sources of supply could be difficult to obtain. Any shutdown of our operations, even for a limited period, could have a material adverse effect on our results of operations, financial condition and ability to make cash distributions to our unitholders.

***Our facility faces (and the facilities of our suppliers and customers face) operating hazards and interruptions, including planned and unplanned maintenance or downtime. We could face potentially significant costs to the extent these hazards or interruptions cause a material decline in production.***

Our operations, located at a single location, are subject to significant operating hazards and interruptions. Any significant curtailing of production at our facility or individual units within our facility could result in materially lower levels of sales and cash flow for the duration of any shutdown and materially adversely impact our ability to make cash distributions to our unitholders. Operations at our facility could be curtailed or partially or completely shut down, temporarily or permanently, as the result of a number of circumstances, most of which are not within our control. For example, in December 2012, our facility experienced a mechanical failure in one of our compressors. We took our facility offline for approximately three weeks while we repaired the compressor and completed other capital and maintenance projects. Furthermore, in October 2011, we undertook a planned outage that lasted 25 days, during which we expanded the capacity of our facility and completed other capital and maintenance projects. Other scenarios that could result in a shutdown of our facility include:

- unplanned maintenance or catastrophic events such as a major accident or fire, damage by severe weather, flooding or other natural disaster;
- planned maintenance for catalyst change-out, repairs, plant enhancement or other purposes;
- labor difficulties that result in a work stoppage or slowdown;
- environmental proceedings or other litigation that compel the cessation of all or a portion of the operations at our facility;
- increasingly stringent environmental regulations;

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- a disruption in the supply of propane to our facility; and
- a governmental limitation on the use of propylene products, either generally or specifically those processed at our facility.

The magnitude of the effect on us of any shutdown will depend on the length of the shutdown and the extent of the facility operations affected by the shutdown. A major accident, fire, flood or other event could damage our facility or the environment and the surrounding community or result in injuries or loss of life. Planned and unplanned maintenance could reduce our net income, cash flow and ability to make cash distributions during the period of time that any of our units is not operating. Any planned and unplanned future downtime could have a material adverse effect on our ability to make cash distributions to our unitholders.

Many of the factors described above could also affect any of our suppliers or customers. Any significant downtime affecting a material supplier or customer could also have a material adverse effect on our operations with a resulting impact on our ability to make cash distributions to our unitholders.

Table of Contents

Our facility requires a planned maintenance turnaround every three years, which generally lasts up to four weeks and may have a material impact on our cash flows and ability to make cash distributions in the quarter or quarters in which it occurs. During planned maintenance turnaround times, if we elect to undertake extraordinary maintenance, our downtime may be substantially longer. In addition to the triennial maintenance projects, a more significant maintenance project will be undertaken approximately every nine years. We anticipate each of these projects to take approximately six weeks. We are currently planning our first scheduled planned maintenance turnaround for October of 2013. Based upon the decision(s) made by the board of directors of our General Partner, the cash available for distribution in the quarter(s) preceding such a planned maintenance event in which the reserves are withheld may be adversely impacted. Conversely, additional amounts may be required to be reserved from available cash generated in a quarter subsequent to such a planned maintenance event should the scope of the actual work performed during such period be materially different than that planned.

***We are not fully insured against all risks incident to our business, and if an accident or event occurs that is not fully insured it could adversely affect our business.***

A major accident, fire, flood or other event could damage our facility or the environment and the surrounding community or result in injuries or loss of life. If we experience significant property damage, business interruption, environmental claims or other liabilities, our business could be materially adversely affected to the extent the damages or claims exceed the amount of valid and collectible insurance available to us. We are currently insured under property, business interruption, general liability (including sudden and accidental pollution liability), business automobile, workers compensation and excess liability insurance policies. The property and business interruption insurance policies have a \$1.0 billion single occurrence limit with a \$1.0 million deductible for physical damage and a 60-day waiting period before losses resulting from business interruptions are recoverable. The policies also contain exclusions and conditions that could have a materially adverse impact on our ability to receive indemnification thereunder, as well as customary sub-limits for particular types of losses. For example, the current property policy contains specific sub-limits of \$400.0 million for damage caused by flooding and \$100.0 million for damage caused by named windstorms, with deductibles of \$1.0 million and \$5.0 million per occurrence, respectively. We are fully exposed to all losses in excess of the applicable limits and sub-limits and for losses due to business interruptions of fewer than 60 days. In addition, our insurance portfolio does not cover all of the operating risks that we face. For example, we do not carry contingent business interruption insurance, which would reimburse us for the lost profits and expenses that resulted from an insurable loss suffered by one or more of our customers or suppliers. The occurrence of any operating risk not covered by our insurance could have a material adverse effect on our business, financial condition, results of operations and ability to pay distributions to our unitholders. Our general liability insurance policy, which includes sudden and accidental pollution coverage expires on March 1, 2014, and our property and business interruption insurance policies expire on May 1, 2013. We are currently in negotiations with our underwriters as to the extension of our property and business interruption insurance policies. Market factors, including but not limited to catastrophic perils that impact our industry, significant changes in the investment returns of insurance companies, insurance company solvency trends and industry loss ratios and loss trends, can negatively impact the future cost and availability of insurance. There can be no assurance that we will be able to buy and maintain insurance in the future with adequate limits, reasonable pricing terms and conditions.

***We have a limited operating history during which we have experienced both planned and unplanned downtime. As a result, you may have difficulty evaluating our ability to pay quarterly cash distributions to our unitholders or our ability to be successful in implementing our business strategy.***

We are dependent on our facility as our sole source of propylene and by-products to generate sales, and we are, therefore, dependent on the continued operation of this facility to generate our sales. As a newly

Table of Contents

constructed complex processing facility, the operating performance of our facility over the long-term is not yet proven. We have already encountered and will continue to encounter risks and difficulties frequently experienced by companies whose performance is dependent upon newly constructed world-scale processing or manufacturing facilities, such as the risks described in this report.

Our customer contracts provide for potential maximum offtake volumes of approximately 1.454 billion pounds of propylene per year. Our facility first exhibited the ability to perform at this operating rate after the conclusion of a planned outage in October and November 2011. Due to a variety of reasons constraints on the Shell pipeline system due to a fire at a natural gas liquids refining facility in Mont Belvieu in February 2011, variances in volume nominations by our customers and plant operating issues we have not shown the ability to operate at this offtake level for a prolonged period of time. To the extent that our supply obligations under our customer contracts exceed the volume that we can produce and the volume we have in inventory, we may need to purchase propylene from third parties in the spot market. In periods of extended planned or unplanned downtime, we may be required to purchase significant volumes of propylene in order to satisfy our contractual obligations, which could materially and adversely affect our profitability and our ability to make cash distributions to our unitholders. Further, if we were unable to purchase the volumes of propylene necessary to satisfy our contractual obligations, we may be in default of our customer contracts.

Because of our limited operating history and performance record, it is difficult for you to evaluate our business and results of operations to date and to assess our future prospects. Further, our historical financial statements present a period of limited operations, and therefore do not provide a meaningful basis for you to evaluate our operations or our ability to achieve our business strategy. We may be less successful than a seasoned company in achieving a consistent operating level at our facility capable of generating cash flows from our operations sufficient to regularly pay a quarterly cash distribution or to pay any quarterly cash distribution to our unitholders. We may also be less successful in implementing our business strategy than a seasoned company with a longer operating history. Finally, we may be less equipped to identify and address operating risks and hazards in the conduct of our business than those companies whose major facilities have longer operating histories.

***We face competition from other propylene producers.***

We consider companies with net long positions in propylene to be our direct competitors, including Enterprise, Chevron Phillips, ExxonMobil Chemical, Shell Chemical, Flint Hills and the Williams Companies. Most of our competitors have significantly greater financial and other resources than us and are engaged on a national or international basis in many segments of the petroleum products and petrochemicals business, including refining, transportation and marketing, on a scale substantially larger than ours. In addition, we may face competition from captive propylene production facilities operated by consumers of propylene, including our customers. As a result of these factors, we may be unable to expand our relationships with existing customers or to obtain new customers on a profitable basis, or at all, which would have a material adverse effect on our business, results of operations and financial condition and our ability to pay cash distributions to our unitholders.

***We depend on certain third-party pipelines to supply us with feedstock and to distribute propylene to our customers. If these pipelines become unavailable to us, our business could be adversely affected.***

Our ability to obtain propane and other inputs necessary for the production of propylene is dependent upon the availability of third-party pipeline systems interconnected to our facility. In addition, we depend in part on third-party pipeline systems to transport propylene to our customers. Because we do not own these pipelines, their continuing operation is not within our control. These pipelines and the pipelines we own may become unavailable for a number of reasons, including testing, maintenance, capacity constraints, accidents, government regulation or other events. If any of such pipelines become partially or completely unavailable, our ability to operate could be restricted and our transportation costs could increase, thereby reducing our profitability. A prolonged or permanent interruption in the availability of third-party or our own pipelines

could have a material adverse effect on our business, financial condition, results of operations and ability to pay distributions to our unitholders.

*The growth in production of natural gas from shale formations, which is expected to lead to an abundant supply of propane, may not continue at projected rates due to the uncertainty associated with the length of their production lives, legislative initiatives restricting such production, or both.*

Hydraulic fracturing is a process used by oil and natural gas exploration and production operators in the completion of certain oil and natural gas wells whereby water, sand and chemicals are injected under pressure into subsurface formations to stimulate natural gas production. The proliferation of hydraulic fracturing has led to a marked growth in production of natural gas and the resulting abundance of natural gas has led to a decrease in price.

Table of Contents

However, production of gas from shale formations is in its nascence, and certain industry reports have indicated that the wells may have shorter economically-viable production lives than previously anticipated. If such reports are accurate, shale gas development and production may be negatively impacted, which may lead to substantial increases in natural gas prices.

Although hydraulic fracturing has been used for decades in connection with conventional or vertical wells, its use has expanded substantially in recent years as the application of hydraulic fracturing on horizontal wells drilled to produce from shale formations has expanded substantially. This expanded use of hydraulic fracturing has recently attracted increased scrutiny from federal and state officials for its potential impact on health and the environment. Adoption of legislation or any implementation of regulations placing restrictions on hydraulic fracturing activities could make it more difficult to perform hydraulic fracturing, resulting in a reduction in the supply of natural gas and an increase in the price of natural gas.

An increase in the price of natural gas could narrow the propane-to-propylene spread in two ways, each adversely affecting our gross margins. First, a significant increase in natural gas prices could cause ethylene producers to determine that the use of naphtha as a feedstock is more economical than natural gas based feedstocks such as ethane. Because the use of naphtha as a feedstock in the ethylene production process results in significantly more propylene as co-product than ethane, the result would be an increase in propylene production by ethylene plants. The increased supply of propylene would in turn exert downward pressure on the price of propylene, adversely affecting the price we obtain for the propylene we produce, both in the spot market and pursuant to our customer contracts, which are market-based. Second, an increase in the price of natural gas may be accompanied by an increase in the price of propane, as the majority of propane is derived from natural gas production, thereby further narrowing the propane-to-propylene spread and reducing our gross margins.

***We currently derive substantially all of our sales from five customers, and the loss of any of these customers without replacement on comparable terms would affect our results of operations and cash available for distribution to our unitholders.***

We have derived, and believe that we will continue to derive, substantially all of our sales from a limited number of customers that purchase all of the propylene we produce. For the year ended December 31, 2012, Dow, Total, INEOS, LyondellBasell and BASF accounted for 42%, 20%, 18%, 12% and 5% of our total sales, respectively. When our current contracts with these customers expire, our customers may decide not to extend the contracts or may decide to purchase fewer pounds of propylene at lower prices during renegotiations. The current terms of our contracts with INEOS, BASF and LyondellBasell expire at the end of 2013, and we are currently in ongoing negotiations with both INEOS and BASF regarding extensions to each of their contracts. We anticipate entering into discussions with LyondellBasell later in the year as to an extension of their contract. If our customers decide not to renew these contracts, or decide to purchase fewer pounds of propylene or at lower prices, and we are unable to find replacement counterparties on terms as favorable as our current contracts, our business, results of operations, financial condition and our ability to pay cash distributions to our unitholders may be materially adversely affected.

***We are subject to many environmental and safety regulations that may result in unanticipated costs or liabilities, which could reduce our profitability.***

We are subject to extensive federal, state and local laws, regulations, rules and ordinances relating to pollution, protection of the environment and human health, and the generation, storage, handling, transportation, treatment, disposal and remediation of hazardous substances and waste materials. Actual or alleged violations of environmental laws or permit requirements could result in restrictions or prohibitions on facility operations, substantial civil or criminal sanctions, as well as, under some environmental laws, the assessment of strict liability and/or joint and several liability.

Continually increasing concerns regarding the safety of chemicals in commerce and their potential impact on the environment constitute a growing trend. Governmental, regulatory and societal demands for continuously increasing levels of product safety and environmental protection could result in continued pressure for more stringent regulatory control with respect to the chemical industry. In addition, these concerns could influence public perceptions, the viability of certain products, our reputation, the cost to comply with regulations and the ability to attract and retain employees. Moreover, changes in environmental regulations could inhibit or interrupt our operations, or require us to modify our facilities or operations. Accordingly, environmental or regulatory matters may cause us to incur significant unanticipated losses, costs or liabilities, which could reduce our profitability.



Table of Contents

We could incur significant expenditures in order to comply with existing or future environmental or safety laws. Capital expenditures and costs relating to environmental or safety matters will be subject to evolving regulatory requirements and will depend on the timing of the promulgation and enforcement of specific standards which impose requirements on our operations. Capital expenditures and costs beyond those currently anticipated may therefore be required under existing or future environmental or safety laws.

Furthermore, we may be liable for the costs of investigating and cleaning up environmental contamination on or from our properties or at off-site locations where we disposed of or arranged for the disposal or treatment of hazardous materials or from disposal activities that pre-dated our purchase of the facility. We may, therefore, incur additional costs and expenditures beyond those currently anticipated to address all such known and unknown situations under existing and future environmental laws.

***Climate change laws and regulations could have a material adverse effect on our results of operations, financial condition and ability to pay cash distributions to our unitholders.***

On December 15, 2009, the U.S. EPA published its findings that emissions of carbon dioxide and other greenhouse gases present an endangerment to public health and the environment because emissions of such gases are, according to the EPA, contributing to the warming of the earth's atmosphere and other climatic changes, and EPA has begun to regulate greenhouse gas emissions pursuant to the federal Clean Air Act (or CAA). In addition, it is possible federal legislation could be adopted in the future to restrict greenhouse gas emissions. Many states and regions have adopted greenhouse gas initiatives. The cost of compliance with any new regulations could be significant. Please read Environmental Matters - Climate Change above for a more detailed discussion.

***We are subject to strict laws and regulations regarding employee and process safety, as well as the prevention of accidental releases, and failure to comply with these laws and regulations could have a material adverse effect on our results of operations, financial condition and ability to pay cash distributions to our unitholders.***

Our facility is subject to the requirements of OSHA and comparable state statutes that regulate the protection of the health and safety of workers. OSHA requires that we maintain information about hazardous materials used or produced in our operations and that we provide this information to employees, state and local governmental authorities and local residents. In addition, the Chemical Accident Prevention Provisions adopted by the EPA under the Clean Air Act require the development of a Risk Management Plan to prevent the accidental release of hazardous substances that could harm public health or the environment. Failure to comply with these requirements, including general industry standards, record keeping requirements and monitoring and control of potential exposure to regulated substances, could have a material adverse effect on our results of operations, financial condition and ability to pay cash distributions to our unitholders if we are subjected to significant fines or compliance costs.

***Instability and volatility in the global capital and credit markets could negatively impact our business, financial condition, results of operations and cash flows.***

The global capital and credit markets have experienced extreme volatility and disruption over the past few years. Our results of operations, financial condition and ability to pay cash distributions to our unitholders could be negatively impacted by difficult conditions and extreme volatility in the capital, credit and commodities markets and in the global economy. These factors, combined with declining business and consumer confidence and increased unemployment, precipitated an economic recession in the U.S. and globally during 2009 and 2010. The difficult conditions in these markets and the overall economy affect us in a number of ways. For example:

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- As propylene is the foundation of various consumer and industrial products, periods of economic weakness negatively impact the demand for our primary product.
- We may not be able to successfully obtain additional financing on favorable terms, or at all.
- Market volatility could exert downward pressure on the price of our common units, which may make it more difficult for us to raise additional capital and thereby limit our ability to grow.
- Adverse market conditions could result in our significant customers experiencing financial difficulties. We are exposed to the credit risk of our customers, and their failure to meet their financial obligations when due because of bankruptcy, lack of liquidity, operational failure or other reasons could result in decreased sales and earnings for us.

Table of Contents

*We depend on key personnel for the success of our business.*

We depend on the services of the executive officers and other key personnel of our General Partner. The loss of the services of any member of our executive officer team or key employee could have an adverse effect on our business and reduce our ability to make distributions to our unitholders. Many of our key employees and management members, including our Executive Chairman and President and Chief Executive Officer, were involved with the development of our facility and thus possess extensive knowledge of our business. We may not be able to locate or employ on acceptable terms qualified replacements for senior management or other key employees if their services were no longer available.

*In the event that payments that we are required to make under our propane swaps exceed the contributions that we receive under our omnibus agreement, we may be exposed to significant losses and our ability to make cash distributions to our unitholders may be materially and adversely affected.*

Our business activities expose us to risks associated with unfavorable changes in the market price of propylene and propane. In October 2011, we began entering into derivative transactions with the intent of reducing volatility in our cash flows due to fluctuations in the price of propane (the propane swaps), our sole feedstock. In situations when the price of Brent crude oil is not correlated to the price of propylene, and propylene as a percent of Brent crude oil trades below Brent crude oil, or when the price of Brent crude oil is not correlated to the price of propane, the propane swaps would increase, rather than reduce, the volatility of our cash flows. For example, the price of Brent crude oil may increase significantly with no corresponding increase to either the propylene price or the propane price. Furthermore, the prices of both propane and propylene may trade significantly below their historical correlations to Brent crude oil. In addition, our hedging activities are subject to the risk that a counterparty may not perform its obligations under the applicable derivative instrument.

Contemporaneous with our IPO, we entered into an omnibus agreement with our General Partner, Propylene Holdings and PL Manufacturing LLC (or PL Manufacturing), and PL Manufacturing entered into a common unit pledge agreement with the owners of 100% of the issued and outstanding equity interests in PL Manufacturing (PL Manufacturing Members), pursuant to which PL Manufacturing and the PL Manufacturing Members through our General Partner, will be allocated all of our benefits and obligations under the propane swaps (the omnibus agreement). See Item 13. Certain Relationships and Related Transactions and Director Independence.

Table of Contents

The obligations of PL Manufacturing and the PL Manufacturing Members under the omnibus agreement and the pledge agreement, as applicable, are non-recourse to PL Manufacturing and the PL Manufacturing Members. In the event that payments that we are required to make under the propane swaps exceed the distributions on the pledged common units, the cash reserve established by PL Manufacturing and the value of the pledged common units and the PL Manufacturing common units subject to the omnibus agreement, we may be exposed to significant losses and our ability to make cash distributions to our unitholders may be materially and adversely affected. Additionally, the liquidation of pledged common units by PL Manufacturing may negatively impact the trading price of our common units.

***Certain members of our executive management team on whom we rely to manage important aspects of our business may face conflicts regarding the allocation of their time.***

We will rely on the executive officers and employees of our General Partner to manage our operations and activities. Under our partnership agreement, the employees and executive officers of our General Partner may, from time to time, provide management, advisory and administrative services to its affiliates and other persons. As a result of the foregoing, such employees and executive officers may face conflicts regarding the allocation of their time, which may adversely affect our business, results of operations and financial condition.

***A shortage of skilled labor, together with rising labor costs, could adversely affect our results of operations and cash available for distribution to our unitholders.***

The efficient production of propylene using modern techniques and equipment requires skilled employees. Our facility relies on technology that requires special expertise to operate efficiently and effectively. To the extent that the services of our key technical personnel become unavailable to us for any reason, we would be required to hire other personnel. We may not be able to locate or employ such qualified personnel on acceptable terms or at all. We face competition for these professionals from our competitors, our customers and other companies operating in our industry. If we are unable to find qualified employees, or if the cost to find qualified employees increases materially, our results of operations and cash available for distribution to our unitholders could be adversely affected.

***Restrictions in the agreements governing our current and future indebtedness, including our credit facilities, contain or will contain significant limitations on our business operations, including our ability to pay distributions and other payments.***

On March 27, 2012, we entered into a \$350.0 million term loan facility and a \$120.0 million revolving credit facility (together, the existing credit facilities). As of February 28, 2013, we had \$347.4 million of term loan debt outstanding and borrowing capacity of approximately \$120 million under our revolving credit facility. We and our subsidiary may incur significant additional indebtedness in the future. Our ability to pay distributions to our unitholders and our ability to borrow under these credit facilities to fund distributions (if we elected to do so) is subject to covenant restrictions under the agreement governing the credit facilities. We expect that our ability to make distributions to our common unitholders will depend, in part, on our ability to satisfy applicable covenants as well as the absence of a default or event of default under the facilities. If we were unable to comply with any such covenant restrictions in any quarter, our ability to pay distributions to unitholders would be curtailed.

In addition, we will be subject to covenants contained in our credit facilities and any agreement governing other future indebtedness that will, subject to significant exceptions, limit our ability and the ability of our operating subsidiary to, among other things: incur, assume or permit to

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exist additional indebtedness, guarantees and other contingent obligations, incur liens, make negative pledges, pay dividends or other distributions, make payments to our subsidiary, make certain loans and investments, consolidate, merge or sell all or substantially all of our assets. Any failure to comply with these covenants could result in a default under our credit facilities. Upon a default,

Table of Contents

unless waived, the lenders under our credit facilities would have all remedies available to a secured lender and could elect to terminate their commitments, cease making further loans, cause their loans to become due and payable in full, institute foreclosure proceedings against our or our subsidiary's assets and force us and our subsidiary into bankruptcy or liquidation.

***Any increase in market interest rates would make our debt service obligations more burdensome, and in turn reduce our cash available for distributions to our unitholders.***

Borrowings under our credit facilities bear interest at variable rates. If market interest rates increase, such variable-rate debt will create higher debt service requirements, which could adversely affect our cash flow and ability to pay cash distributions to our unitholders.

Borrowings under our credit facilities bear interest at a rate per annum based on an underlying base rate plus an applicable margin. The applicable margin for the term loan and the revolving credit facility ranges from 4.75% for loans bearing interest at the Alternate Base Rate to 5.75% for loans bearing interest at LIBOR. We entered into an interest rate protection agreement in July 2012 whereby we capped the three month LIBOR rate at 2.0% for up to \$115.5 million on our term loan. The agreement terminates March 27, 2014.

Our ability to make scheduled debt payments, to refinance our obligations with respect to our indebtedness and to fund capital and non-capital expenditures necessary to maintain the condition of our operating assets, properties and systems software, as well as to provide capacity for the growth of our business, depends on our financial and operating performance, which, in turn, is subject to prevailing economic conditions and financial, business, competitive, legal and other factors.

If our operating results are not sufficient to service our current or future indebtedness, we will be forced to take actions such as reducing distributions, reducing or delaying our business activities, acquisitions, investments or capital expenditures, selling assets, restructuring or refinancing our debt, or seeking additional equity capital or bankruptcy protection.

***Increases in interest rates could adversely impact our unit price and our ability to issue additional equity to make acquisitions, incur debt or for other purposes.***

We cannot predict how interest rates will react to changing market conditions. Interest rates on our credit facilities, future credit facilities and debt offerings could be higher than current levels, causing our financing costs to increase accordingly. Additionally, as with other yield-oriented securities, we expect that our unit price will be impacted by the level of our quarterly cash distributions and implied distribution yield. The distribution yield is often used by investors to compare and rank related yield-oriented securities for investment decision-making purposes. Therefore, changes in interest rates may affect the yield requirements of investors who invest in our common units, and a rising interest rate environment could have a material adverse impact on our unit price and our ability to issue additional equity to fund our operations or to make acquisitions or to incur debt as well as increasing our interest costs.

***We are a holding company and depend upon our subsidiary for our cash flow.***

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We are a holding company. All of our operations are conducted and all of our assets are owned by PL Propylene, our wholly-owned subsidiary and our sole direct or indirect subsidiary. Consequently, our cash flow and our ability to meet our obligations or to pay cash distributions to our unitholders in the future will depend upon the cash flow of our subsidiary and the payment of funds by our subsidiary to us in the form of dividends or otherwise. The ability of our subsidiary to make any payments to us will depend on its earnings, the terms of its indebtedness, including the terms of any credit facilities, and legal restrictions. In particular, future credit facilities incurred at our subsidiary may impose significant limitations on the ability of our subsidiary to pay distributions to us and consequently our ability to pay distributions to our unitholders. See also We may not have sufficient available cash to pay any quarterly distribution on our common units.

*As a publicly traded partnership we qualify for, and rely on, certain exemptions from the New York Stock Exchange's corporate governance requirements.*

As a publicly traded partnership, we qualify for, and rely on, certain exemptions from the NYSE's corporate governance requirements, including:

- the requirement that a majority of the board of directors of our General Partner consist of independent directors;

Table of Contents

- the requirement that the board of directors of our General Partner have a nominating/corporate governance committee that is composed entirely of independent directors; and
- the requirement that the board of directors of our General Partner have a compensation committee that is composed entirely of independent directors.

As a result of these exemptions, our General Partner's board of directors is not comprised of a majority of independent directors, our General Partner's compensation committee may not be comprised entirely of independent directors and our General Partner's board of directors does not currently intend to establish a nominating/corporate governance committee. Accordingly, unitholders will not have the same protections afforded to equityholders of companies that are subject to all of the corporate governance requirements of the NYSE. See Item 10. Directors, Executive Officers and Corporate Governance Our Management.

*We will be exposed to risks relating to evaluations of controls required by Section 404 of the Sarbanes-Oxley Act.*

We are in the process of evaluating our internal controls systems to allow management to report on, and our independent auditors to audit, our internal controls over financial reporting. We will be performing the system and process evaluation and testing (and any necessary remediation) required to comply with the management certification and auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, and under current rules will be required to comply with Section 404 in our annual report for the year ended December 31, 2013. Furthermore, upon completion of this process, we may identify control deficiencies of varying degrees of severity under applicable SEC and Public Company Accounting Oversight Board (or PCAOB) rules and regulations that remain unremediated. Although we produce our financial statements in accordance with U.S. generally accepted accounting principles (GAAP), our internal accounting controls may not currently meet all standards applicable to companies with publicly traded securities. As a publicly traded partnership, we will be required to report, among other things, control deficiencies that constitute a material weakness or changes in internal controls that, or that are reasonably likely to, materially affect internal controls over financial reporting. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis.

If we fail to implement the requirements of Section 404 in a timely manner, we might be subject to sanctions or investigation by regulatory authorities such as the SEC. If we do not implement improvements to our disclosure controls and procedures or to our internal controls in a timely manner, our independent registered public accounting firm may not be able to certify as to the effectiveness of our internal controls over financial reporting pursuant to an audit of our internal controls over financial reporting. This may subject us to adverse regulatory consequences or a loss of confidence in the reliability of our financial statements. We could also suffer a loss of confidence in the reliability of our financial statements if our independent registered public accounting firm reports a material weakness in our internal controls, if we do not develop and maintain effective controls and procedures or if we are otherwise unable to deliver timely and reliable financial information. Any loss of confidence in the reliability of our financial statements or other negative reaction to our failure to develop timely or adequate disclosure controls and procedures or internal controls could result in a decline in the price of our common units. In addition, if we fail to remedy any material weakness, our financial statements may be inaccurate, we may face restricted access to the capital markets and the price of our common units may be adversely affected.

**Risks Related to an Investment in Us**



*The board of directors of our General Partner has adopted a policy to distribute all of the available cash we generate each quarter, which could limit our ability to grow and make acquisitions.*

The board of directors of our General Partner has adopted a policy to distribute all of the available cash we generate each quarter to our unitholders. As a result, our General Partner will rely primarily upon external financing sources, including commercial bank borrowings and the issuance of debt and equity securities, to fund our acquisitions and expansion capital expenditures. As such, to the extent we are unable to finance growth externally, our cash distribution policy will significantly impair our ability to grow.

In addition, because the board of directors of our General Partner has adopted a policy to distribute all of the available cash we generate each quarter, our growth may not be as robust as that of businesses that reinvest their available cash to expand ongoing operations. To the extent we issue additional units in connection with any

Table of Contents

acquisitions or expansion capital expenditures, the payment of distributions on those additional units will decrease the amount we distribute on each outstanding unit. There are no limitations in our partnership agreement on our ability to issue additional units, including units ranking senior to the common units. The incurrence of additional commercial borrowings or other debt to finance our growth strategy would result in increased interest expense, which, in turn, would reduce the available cash that we have to distribute to our unitholders. See Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Securities Our Cash Distribution Policy.

***Our General Partner, which is indirectly owned by funds controlled by Lindsay Goldberg and York Capital, has fiduciary duties to Lindsay Goldberg and York Capital, and the interests of Lindsay Goldberg and York Capital may differ significantly from, or conflict with, the interests of our public common unitholders.***

Our General Partner is responsible for managing us. Although our General Partner has legal duties to manage us in good faith, these duties are specifically limited by the express terms of our partnership agreement, and the directors and officers of our General Partner also have fiduciary duties to manage our General Partner in a manner beneficial to Lindsay Goldberg and York Capital, which collectively own 84% of our General Partner. The interests of Lindsay Goldberg and York Capital may differ from, or conflict with, the interests of our common unitholders. In resolving these conflicts, our General Partner may favor its own interests or the interests of Lindsay Goldberg and York Capital over our interests and those of our common unitholders.

The potential conflicts of interest include, among others, the following:

- Neither our partnership agreement nor any other agreement will require the owners of our General Partner to pursue a business strategy that favors us. The affiliates of our General Partner have fiduciary duties to make decisions in their own best interests and in the best interest of their owners, which may be contrary to our interests. Our General Partner's affiliates may engage in business or activities that may be in direct competition with us. In addition, our General Partner is allowed to take into account the interests of parties other than us or our unitholders, such as its owners, in resolving conflicts of interest, which has the effect of limiting its fiduciary duty to our unitholders.
- Our General Partner has limited its liability and duties under our partnership agreement and has also restricted the remedies available to our unitholders for actions that, without those limitations and reductions, might constitute breaches of fiduciary duty. As a result of purchasing common units, unitholders consent to some actions and conflicts of interest that might otherwise constitute a breach of fiduciary or other duties under applicable state law.
- The board of directors of our General Partner will determine the amount and timing of asset purchases and sales, capital expenditures, borrowings, repayment of indebtedness and issuances of additional partnership interests, each of which can affect the amount of cash that is available for distribution to our common unitholders.
- Our partnership agreement does not restrict our General Partner from causing us to pay it or its affiliates for any services rendered to us or entering into additional contractual arrangements with any of these entities on our behalf. There is no limitation on the amounts our General Partner can cause us to pay it or its affiliates.

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- Our General Partner may exercise its rights to call and purchase all of our common units if at any time it and its affiliates own more than 80% of the common units.
- Our General Partner will control the enforcement of obligations owed to us by it and its affiliates. In addition, our General Partner will decide whether to retain separate counsel or others to perform services for us.
- Our General Partner determines which costs incurred by it and its affiliates are reimbursable by us.

Table of Contents

***Our partnership agreement limits the liability and duties of our General Partner and restricts the remedies available to us and our common unitholders for actions taken by our General Partner that might otherwise constitute breaches of fiduciary duty.***

Fiduciary duties are generally considered to include an obligation to act in good faith and with due care and loyalty. The duty of care, in the absence of a provision in a partnership agreement providing otherwise, would generally require a general partner to act for the partnership in the same manner as a prudent person would act on his own behalf. The duty of loyalty, in the absence of a provision in a partnership agreement providing otherwise, would generally require that any action taken or transaction engaged in be entirely fair to the Partnership.

Our partnership agreement limits the liability and duties of our General Partner, while also restricting the remedies available to our common unitholders for actions that, without these limitations and reductions, might constitute breaches of fiduciary duty. Delaware partnership law permits such contractual reductions of fiduciary duty. By purchasing common units, common unitholders consent to be bound by the partnership agreement, and pursuant to our partnership agreement, each holder of common units consents to various actions and conflicts of interest contemplated in our partnership agreement that might otherwise constitute a breach of fiduciary or other duties under Delaware law. Our partnership agreement contains provisions that reduce the standards to which our General Partner would otherwise be held by state fiduciary duty law. For example:

- Our partnership agreement permits our General Partner to make a number of decisions in its individual capacity, as opposed to its capacity as General Partner. This entitles our General Partner to consider only the interests and factors that it desires, and it has no duty or obligation to give any consideration to any interest of, or factors affecting, our common unitholders. Decisions made by our General Partner in its individual capacity will be made by our sponsors, as the primary owners of our General Partner, and not by the board of directors of our General Partner. Examples include the exercise of the General Partner's call right, its voting rights with respect to any common units it may own and its determination whether or not to consent to any merger or consolidation or amendment to our partnership agreement.
- Our partnership agreement provides that our General Partner will not have any liability to us or our unitholders for decisions made in its capacity as General Partner so long as it acted in good faith, meaning it believed that the decisions were not adverse to the interests of our partnership.
- Our partnership agreement provides that our General Partner and the officers and directors of our General Partner will not be liable for monetary damages to us for any acts or omissions unless there has been a final and non-appealable judgment entered by a court of competent jurisdiction determining that our General Partner or those persons acted in bad faith or, in the case of a criminal matter, acted with knowledge that such person's conduct was criminal.
- Our partnership agreement provides that our General Partner will not be in breach of its obligations under the partnership agreement or its duties to us or our limited partners if a transaction with an affiliate or the resolution of a conflict of interest is:
  - Approved by the conflicts committee of the board of directors of our General Partner, although our General Partner is not obligated to seek such approval; or

- Approved by the vote of a majority of the outstanding common units, excluding any common units owned by our General Partner and its affiliates.

In connection with a situation involving a transaction with an affiliate or a conflict of interest, any determination by our General Partner must be made in good faith. Our partnership agreement generally provides that affiliated transactions and resolutions of conflicts of interest not involving a vote of unitholders and that are not approved by the conflicts committee of the board of directors of our General Partner must be:

- on terms no less favorable to us than those generally being provided to or available from unrelated third parties; or
- fair and reasonable to us, taking into account the totality of the relationships between the parties involved (including other transactions that may be particularly favorable or advantageous to us).

If our General Partner does not seek approval from the conflicts committee of its board of directors or the common unitholders, and its board of directors determines that the resolution or course of action taken with respect to the conflict of interest satisfies either of the standards set forth in the bullet points above, then it will be presumed that, in making its decision, the board of directors, which may include board members affected by the conflict of interest, acted in good faith, and in any proceeding brought by or on behalf of any limited partner or the Partnership, the person bringing or prosecuting such proceeding will have the burden of overcoming such presumption. These standards reduce the obligations to which our General Partner would otherwise be held.

By purchasing a common unit, a unitholder will become bound by the provisions of our partnership agreement, including the provisions described above.

***Our sponsors have the power to appoint and remove our General Partner's directors.***

Our sponsors have the power to elect all of the members of the board of directors of our General Partner. Our General Partner has control over all decisions related to our operations. See Item 10. Directors, Executive Officers and Corporate Governance Our Management.

Table of Contents

Our public unitholders do not have an ability to influence any operating decisions and will not be able to prevent us from entering into any transactions. Furthermore, the goals and objectives of our sponsors, as the owner of our General Partner, may not be consistent with those of our public unitholders.

***Common units are subject to our General Partner's call right.***

If at any time our General Partner and its affiliates own more than 80% of the common units, our General Partner will have the right, which it may assign to any of its affiliates or to us, but not the obligation, to acquire all, but not less than all, of the common units held by public unitholders at a price not less than their then-current market price, as calculated pursuant to the terms of our partnership agreement. As a result, you may be required to sell your common units at an undesirable time or price and may not receive any return on your investment. You may also incur a tax liability upon a sale of your common units. Our General Partner is not obligated to obtain a fairness opinion regarding the value of the common units to be repurchased by it upon exercise of the call right. There is no restriction in our partnership agreement that prevents our General Partner from issuing additional common units and then exercising its call right. Our General Partner may use its own discretion, free of fiduciary duty restrictions, in determining whether to exercise this right.

***Our unitholders have limited voting rights and are not entitled to elect our General Partner or our General Partner's directors.***

Unlike the holders of common stock in a corporation, our unitholders have only limited voting rights on matters affecting our business and, therefore, limited ability to influence management's decisions regarding our business. Unitholders will have no right to elect our General Partner or our General Partner's board of directors on an annual or other continuing basis. The board of directors of our General Partner, including the independent directors, will be chosen entirely by our sponsors as the owner of the General Partner and not by our common unitholders. Unlike publicly traded corporations, we will not hold annual meetings of our unitholders to elect directors or conduct other matters routinely conducted at annual meetings of stockholders. Furthermore, even if our unitholders are dissatisfied with the performance of our General Partner, they will have no practical ability to remove our General Partner. As a result of these limitations, the price at which the common units will trade could be diminished.

***Our public unitholders do not have sufficient voting power to remove our General Partner without our sponsors' consent.***

Our sponsors directly and indirectly own approximately 63% of our common units, which means holders of common units are not able to remove the General Partner, under any circumstances, unless our sponsors sell some of the common units that they own or we sell additional units to the public.

***Our partnership agreement restricts the voting rights of unitholders owning 20% or more of our common units (other than our General Partner and its affiliates and permitted transferees).***

Our partnership agreement restricts unitholders' voting rights by providing that any units held by a person that owns 20% or more of any class of units then outstanding, other than our General Partner, its affiliates, their transferees and persons who acquired such units with the prior approval

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of the board of directors of our General Partner, may not vote on any matter. Our partnership agreement also contains provisions limiting the ability of common unitholders to call meetings or to acquire information about our operations, as well as other provisions limiting the ability of our common unitholders to influence the manner or direction of management.

*Cost reimbursements due to our General Partner and its affiliates will reduce cash available for distribution to you.*

Prior to making any distribution on our outstanding units, we will reimburse our General Partner for all expenses it incurs on our behalf including, without limitation, salary, bonus, incentive compensation and other amounts paid to its employees and executive officers who perform services for us. There are no limits contained in our partnership agreement on the amounts or types of expenses for which our General Partner and its affiliates may be reimbursed. The payment of these amounts, including allocated overhead, to our General Partner and its affiliates could adversely affect our ability to make distributions to you.

Table of Contents

***Unitholders may have liability to repay distributions.***

In the event that: (1) we make distributions to our unitholders when our nonrecourse liabilities exceed the sum of (a) the fair market value of our assets not subject to recourse liability and (b) the excess of the fair market value of our assets subject to recourse liability over such liability, or a distribution causes such a result, and (2) a unitholder knows at the time of the distribution of such circumstances, such unitholder will be liable for a period of three years from the time of the impermissible distribution to repay the distribution under Section 17-607 of the Delaware Revised Uniform Limited Partnership Act (the Delaware Act).

Likewise, upon the winding up of the Partnership, in the event that (1) we do not distribute assets in the following order: (a) to creditors in satisfaction of their liabilities; (b) to partners and former partners in satisfaction of liabilities for distributions owed under our partnership agreement; (c) to partners for the return of their contribution; and finally (d) to the partners in the proportions in which the partners share in distributions and (2) a unitholder knows at the time of such circumstances, then such unitholder will be liable for a period of three years from the impermissible distribution to repay the distribution under Section 17-807 of the Delaware Act.

***Our General Partner's interest in us and the control of our General Partner may be transferred to a third party without unitholder consent.***

Our General Partner may transfer its general partner interest in us to a third party in a merger or in a sale of all or substantially all of its assets without the consent of the unitholders. Furthermore, there is no restriction in our partnership agreement on the ability of the owners of our General Partner to transfer their equity interests in our General Partner to a third party. The new equity owner of our General Partner would then be in a position to replace the board of directors and the officers of our General Partner with its own choices and to influence the decisions taken by the board of directors and officers of our General Partner.

***We may issue additional common units and other equity interests without your approval, which would dilute your existing ownership interests.***

Under our partnership agreement, we are authorized to issue an unlimited number of additional interests without a vote of the unitholders. The issuance by us of additional common units or other equity interests of equal or senior rank will have the following effects:

- the proportionate ownership interest of unitholders immediately prior to the issuance will decrease;
- the amount of cash distributions on each unit will decrease;
- the ratio of our taxable income to distributions may increase;



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- the relative voting strength of each previously outstanding unit will be diminished; and
- the market price of the common units may decline.

In addition, our partnership agreement does not prohibit the issuance of equity interests by our subsidiary, which may effectively rank senior to the common units.

*Units eligible for future sale may cause the price of our common units to decline.*

Sales of substantial amounts of our common units in the public market, or the perception that these sales may occur, could cause the market price of our common units to decline. This could also impair our ability to raise additional capital through the sale of our equity interests.

We have 139,000,000 common units outstanding, of which 104,000,000 common units are owned, directly and indirectly, by the PL Manufacturing Members.

Table of Contents

In connection with our IPO, we entered into a registration rights agreement with David Lumpkins, Nathan Ticatch and our sponsors pursuant to which we may be required to register the sale of the common units they hold under the Securities Act and applicable state securities laws.

**Tax Risks**

***Our tax treatment depends on our status as a partnership for U.S. federal income tax purposes, as well as our not being subject to a material amount of entity-level taxation by individual states. If the Internal Revenue Service, or IRS, were to treat us as a corporation for U.S. federal income tax purposes or we were to become subject to material amounts of entity-level taxation for state tax purposes, our cash available for distribution to you would be substantially reduced.***

The anticipated after-tax benefit of an investment in our units depends largely on our being treated as a partnership for U.S. federal income tax purposes. Despite the fact that we are organized as limited partnerships under Delaware law, we would be treated as a corporation for U.S. federal income tax purposes unless we satisfy a qualifying income requirement. Based upon our current operations, we believe we satisfy the qualifying income requirement. However, we have not requested, and do not plan to request, a ruling from the IRS on this or any other matter affecting us. Failing to meet the qualifying income requirement or a change in current law could cause us to be treated as a corporation for U.S. federal income tax purposes or otherwise subject us to taxation as an entity.

If we were treated as a corporation for U.S. federal income tax purposes, we would pay U.S. federal income tax on our taxable income at the corporate tax rate, which is currently a maximum of 35%, and would likely be liable for state income tax at varying rates. Distributions to our unitholders would generally be taxed again as corporate distributions, and no income, gains, losses, deductions or credits would flow through to our unitholders. Because taxes would be imposed upon us as a corporation, our cash available for distribution to our unitholders would be substantially reduced. Therefore, our treatment as a corporation would result in a material reduction in the anticipated cash flow and after-tax return to our unitholders, likely causing a substantial reduction in the value of our common units.

In Texas, the only state in which we currently conduct business, we will be subject to an entity-level tax on any portion of our income that is generated in Texas in the prior year. Imposition of any such additional taxes on us or an increase in the existing tax rates would reduce the cash available for distribution to our unitholders. If we were to conduct business in other states in the future, we may also be subject to a material amount of entity-level taxation in such states which would reduce our cash available for distribution to our unitholders.

***The tax treatment of publicly traded partnerships or an investment in our units could be subject to potential legislative, judicial or administrative changes or differing interpretations, possibly applied on a retroactive basis.***

The present U.S. federal income tax treatment of publicly traded partnerships, including us, or an investment in our common units may be modified by administrative, legislative or judicial changes or differing interpretations at any time. For example, from time to time, members of Congress propose and consider substantive changes to the existing U.S. federal income tax laws that affect publicly traded partnerships. One such legislative proposal would have eliminated the qualifying income exception to the treatment of all publicly traded partnerships as corporations upon which we rely for our treatment as a partnership for U.S. federal income tax purposes. We are unable to predict whether any of these changes or other proposals will be reintroduced or will ultimately be enacted. Any such changes could negatively impact the value of an investment in our common units. Any modification to U.S. federal income tax laws may be applied retroactively and could make it more

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difficult or impossible for us to meet the qualifying income requirement to be treated as a partnership for U.S. federal income tax purposes.

*You will be required to pay taxes on your share of our income even if you do not receive any cash distributions from us.*

Because our unitholders will be treated as partners to whom we will allocate taxable income that could be different in amount than the cash we distribute, you will be required to pay any federal income taxes and, in some cases, state and local income taxes on your share of our taxable income whether or not you receive cash distributions from us. You may not receive cash distributions from us equal to your share of our taxable income or even equal to the actual tax liability that results from that income.

Table of Contents

***The sale or exchange of 50% or more of our capital and profits interests within a twelve-month period will result in the termination of us as a partnership for federal income tax purposes.***

We will be considered to have terminated as a partnership for federal income tax purposes if there is a sale or exchange of 50% or more of the total interests in our capital and profits within a twelve-month period. Lindsay Goldberg and York Capital Management collectively own, directly and indirectly, 63% of our common units. When combined with routine sales of our common units on the open market, material sales or transfers of their common units could cause a technical termination of our partnership. For purposes of determining whether the 50% threshold has been met, multiple sales of the same interest will be counted only once. Our termination would, among other things, result in the closing of our taxable year for all unitholders, which would result in our filing two tax returns for one calendar year and could result in a significant deferral of depreciation deductions allowable in computing our taxable income. In the case of a unitholder reporting on a taxable year other than a calendar year, the closing of our taxable year may also result in more than twelve months of our taxable income or loss being includable in taxable income for the unitholder's taxable year that includes our termination. Our termination would not affect our classification as a partnership for federal income tax purposes, but it would result in our being treated as a new partnership for U.S. federal income tax purposes following the termination. If we were treated as a new partnership, we would be required to make new tax elections and could be subject to penalties if we were unable to determine that a termination occurred. The IRS recently announced a relief procedure whereby if a publicly traded partnership that has technically terminated requests and the IRS grants special relief, among other things, the partnership may be permitted to provide only a single Schedule K-1 to unitholders for the two short tax periods included in the year in which the termination occurs.

***Tax gain or loss on the disposition of our common units could be more or less than expected.***

If you sell your common units, you will recognize a gain or loss equal to the difference between the amount realized and your tax basis in those common units. Because distributions in excess of your allocable share of our net taxable income decrease your tax basis in your common units, the amount, if any, of such prior excess distributions with respect to the units you sell will, in effect, become taxable income to you if you sell such units at a price greater than your tax basis in those units, even if the price you receive is less than your original cost. Furthermore, a substantial portion of the amount realized, whether or not representing gain, may be taxed as ordinary income due to potential recapture items, including depreciation recapture. In addition, because the amount realized includes a unitholder's share of our nonrecourse liabilities, if you sell your units, you may incur a tax liability in excess of the amount of cash you receive from the sale.

***Tax-exempt entities and non-U.S. persons face unique tax issues from owning common units that may result in adverse tax consequences to them.***

Investment in common units by tax-exempt entities, such as employee benefit plans and individual retirement accounts (or IRAs), and non-U.S. persons raises issues unique to them. For example, virtually all of our income allocated to organizations that are exempt from federal income tax, including IRAs and other retirement plans, will be unrelated business taxable income and will be taxable to them. Distributions to non-U.S. persons will be reduced by withholding taxes at the highest applicable effective tax rate, and non-U.S. persons will be required to file U.S. federal tax returns and pay tax on their share of our taxable income. If you are a tax-exempt entity or a non-U.S. person, you should consult your tax advisor before investing in our common units.

***If the IRS contests the federal income tax positions we take, the market for our common units may be adversely impacted and the cost of any IRS contest will reduce our cash available for distribution to you.***

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The IRS may adopt positions that differ from the positions we take. It may be necessary to resort to administrative or court proceedings to sustain some or all of the positions we take. A court may not agree with some or all of the positions we take. Any contest with the IRS may materially and adversely impact the market for our common units and the price at which they trade. Our costs of any contest with the IRS will be borne indirectly by our unitholders and our General Partner because the costs will reduce our cash available for distribution.

***We will treat each purchaser of our common units as having the same tax benefits without regard to the actual common units purchased. The IRS may challenge this treatment, which could adversely affect the value of the common units.***

Because we cannot match transferors and transferees of common units, we will adopt depreciation and amortization positions that may not conform to all aspects of existing Treasury Regulations. A successful IRS challenge to those positions could adversely affect the amount of tax benefits available to you. It also could affect the timing of these tax benefits or the amount of gain from your sale of common units and could have a negative impact on the value of our common units or result in audit adjustments to your tax returns.

Table of Contents

*We will prorate our items of income, gain, loss and deduction between transferors and transferees of our units each month based upon the ownership of our units on the first day of each month, instead of on the basis of the date a particular unit is transferred. The IRS may challenge this treatment, which could change the allocation of items of income, gain, loss and deduction among our unitholders.*

We generally prorate our items of income, gain, loss and deduction between transferors and transferees of our common units each month based upon the ownership of our common units on the first day of each month, instead of on the basis of the date a particular common unit is transferred. Nonetheless, we allocate certain deductions for depreciation of capital additions based upon the date the underlying property is placed in service. The use of this proration method may not be permitted under existing Treasury Regulations, and although the U.S. Treasury Department issued proposed Treasury Regulations allowing a similar monthly simplifying convention, such regulations are not final and do not specifically authorize the use of the proration method we have adopted. Accordingly, our counsel is unable to opine as to the validity of this method. If the IRS were to successfully challenge our proration method, we may be required to change the allocation of items of income, gain, loss and deduction among our unitholders.

*A unitholder whose units are the subject of a securities loan (e.g., a loan to a short seller to cover a short sale of units) may be considered as having disposed of those units. If so, he would no longer be treated for tax purposes as a partner with respect to those units during the period of the loan and may recognize gain or loss from the disposition.*

Because there are no specific rules governing the U.S. federal income tax consequence of loaning a partnership interest, a unitholder whose units are the subject of a securities loan may be considered as having disposed of the loaned units. In that case, the unitholder may no longer be treated for tax purposes as a partner with respect to those units during the period of the loan to the short seller and the unitholder may recognize gain or loss from such disposition. Moreover, during the period of the loan, any of our income, gain, loss or deduction with respect to those units may not be reportable by the unitholder and any cash distributions received by the unitholder as to those units could be fully taxable as ordinary income. Unitholders desiring to assure their status as partners and avoid the risk of gain recognition from a securities loan are urged to modify any applicable brokerage account agreements to prohibit their brokers from borrowing their units.

*Unitholders may be subject to state and local taxes and return filing requirements in jurisdictions where they do not live as a result of investing in our common units.*

In addition to federal income taxes, unitholders may become subject to other taxes, including state, local and non-U.S. taxes, unincorporated business taxes and estate, inheritance or intangible taxes that are imposed by jurisdictions in which we conduct business or own property in the future, even if they do not live in any of those jurisdictions. We currently conduct business only in Texas, which does not impose a personal income tax but does impose a tax on corporations and other entities. We may own property or conduct business in other states or non-U.S. countries in the future. Unitholders may be required to file state and local income tax returns and pay state and local income taxes in some or all of those various jurisdictions. Further, unitholders may be subject to penalties for failure to comply with those requirements. It is the unitholder's responsibility to file all U.S. federal, state, local and non-U.S. tax returns.

**Item 1B. Unresolved Staff Comments.**

None.

**Item 2. Properties.**

Information regarding our properties is contained in Part I, Item 1. Business.

**Item 3. Legal Proceedings.**

We are, and will continue to be, subject to litigation from time to time in the ordinary course of our business. We are not party to any pending legal proceedings that we believe will have a material adverse effect on our business, and there are no existing legal proceedings where we believe that the reasonably possible loss or range of loss is material.

**Item 4. Mine Safety Disclosures.**

Not applicable.

Table of Contents

**PART II**

**Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

**Market Information**

Our common units are listed on the NYSE under the symbol PDH.

The following table sets forth the range of high and low sales prices of our common stock as reported by the NYSE:

	High		Low		Cash Distributions(1)
<b>2012</b>					
Second Quarter(2)	\$ 17.06	\$	\$ 10.00	\$	0.26
Third Quarter	\$ 13.95	\$	\$ 10.10	\$	0.21
Fourth Quarter	\$ 13.95	\$	\$ 10.51	\$	0.28

(1) Cash distributions for a quarter are declared and paid in the following calendar quarter. See the section of this report entitled Our Cash Distribution Policy below for a discussion of our policy regarding distribution payments.

(2) Represents the period from May 4, 2012, the date on which our common stock began trading on the NYSE, through June 30, 2012.

On March 1, 2013, the last sale price of our common units, as reported on the NYSE, was \$15.95 per common unit.

Our common units are used as a form of compensation to our employees. Additional information regarding our equity compensation plans is included in Part III of this report under Item 13. Certain Relationships and Related Transactions and Director Independence.

**Holdings**



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The number of holders of record of our common units was three on March 1, 2013. The number of record holders does not include holders of shares in street names or persons, partnerships, associations, corporations or other entities identified in security position listings maintained by depositories.

### **Our Cash Distribution Policy**

The board of directors of our General Partner has adopted a policy pursuant to which we will distribute all of the available cash we generate each quarter. Available cash for each quarter will be determined by the board of directors of our General Partner following the end of such quarter. We expect that available cash for each quarter will generally equal our cash flow from operations for the quarter, less cash needed for capital expenditures, debt service and other contractual obligations, reserves for future operating or capital needs that the board of directors of our General Partner deems necessary or appropriate and reserves to fund quarterly distributions to our unitholders during future periods of decreased production associated with planned maintenance turnarounds. Available cash will be calculated after giving pro forma effect to any contributions received (or to be received) by us, if any, and any special distributions paid (or to be paid) by us under the omnibus agreement. Except in connection with our triennial maintenance projects, we do not intend to maintain excess distribution coverage or reserve cash for the purpose of maintaining stability or growth in our quarterly distribution. We do not intend to incur debt to pay quarterly distributions. We expect to finance substantially all of our growth externally, either by debt issuances or additional issuances of equity.

Because our policy is to distribute all available cash we generate each quarter, our unitholders will have direct exposure to fluctuations in the amount of cash generated by our business. We expect that the amount of our quarterly distributions, if any, will vary based on our operating cash flow during each quarter. Though such variations will be mitigated in respect of periods of planned maintenance downtime by the application of cash reserves, our quarterly cash distributions, if any, will generally not be stable and will vary from quarter to quarter and year to year as a direct result of

Table of Contents

variations in (i) our operating performance (ii) cash flow caused by fluctuations in the price of propane and propylene, working capital or capital expenditures and (iii) such other cash reserves deemed necessary and appropriate by the board of directors of our General Partner. Such variations may be significant. The board of directors of our General Partner may change the foregoing distribution policy at any time. Our partnership agreement does not require us to pay cash distributions to our unitholders on a quarterly or other basis.

A decision by the board of directors of our General Partner to hold cash reserves as described above may have an adverse impact on the available cash in the quarter in which the reserves are withheld and a corresponding mitigating impact on the future quarter(s) in which the reserves are utilized.

For example, in the period preceding our triennial planned outages for major maintenance associated with the change-out of our reactor catalyst, the board of directors of our General Partner has and currently intends to continue to reserve amounts to fund (i) the capital costs associated with the change-out of our reactor catalyst described elsewhere in this annual report, (ii) acquisition costs related to the purchase of propylene as inventory for sales to our customers during the turnaround and/or (iii) all or a portion of the margin projected to be foregone as a result of the loss of production during the downtime associated with the outage. Based upon the decisions made by the board of directors of our General Partner, the cash available for distribution in the period between such planned maintenance events in which the reserves are withheld may be adversely impacted. Conversely, additional amounts may be required to be reserved from available cash generated in a quarter subsequent to such a planned maintenance event should the scope of the actual work performed during such period be materially different than that planned. Based on the foregoing, through December 31, 2012, we have retained approximately \$59 million designated to cover the foregoing costs. Of this amount we have withheld \$3.4 million from the second quarter distribution and \$5.9 million from the third quarter distribution for the foregoing costs with the remainder funded by the pre-IPO investors. In addition we intend to withhold \$5.9 million from each future quarterly distribution to cover such costs.

***Limitations on Cash Distributions; Our Ability to Change Our Cash Distribution Policy***

There is no guarantee that unitholders will receive quarterly cash distributions from us. Our unitholders have no contractual or other legal right to receive cash distributions from us on a quarterly or other basis. The board of directors of our General Partner has adopted a policy pursuant to which we will distribute to our unitholders each quarter all of the available cash we generate each quarter as described above and as determined quarterly by the board of directors of our General Partner, but it may change this policy at any time. Our distribution policy is subject to certain restrictions, including:

- Our feedstock supply agreement and our propylene sales contracts contain market-based pricing provisions. The market prices of both propane and propylene depend upon other factors, such as the price of crude oil, cyclical trends in end user markets and supply and demand imbalances. As a result of such commodity price exposure, our business performance is expected to be more cyclical and volatile, and our cash flows are expected to be less stable, than the business performance and cash flows of publicly traded partnerships that derive their cash flows from fee-based income. As a result, our quarterly cash distributions may be cyclical and volatile and are expected to vary quarterly and annually.
- Unlike many publicly traded partnerships, we will not have a minimum quarterly distribution or employ structures intended to consistently maintain or increase quarterly distributions over time. Furthermore, none of our limited partner interests, including those held by the PL Manufacturing Members, will be subordinate in right of distribution payment to our common units.

- Under Section 17-607 of the Delaware Act, we may not make a distribution to our limited partners if the distribution would cause our liabilities to exceed the fair value of our assets.

- Our distribution policy will be subject to restrictions on distributions under our credit facilities. Our ability to make distributions to common unitholders will depend, in part, on our fixed charge coverage ratio, and the absence of a default or event of default under the facilities. See Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources Credit Facilities. Should we be unable to satisfy these restrictions under our credit facilities, our ability to make cash distributions to unitholders would be curtailed.

Table of Contents

- We may lack sufficient cash to make distributions to our unitholders due to a number of factors that would adversely affect us, including but not limited to decreases in sales or increases in operating expenses, principal and interest payments on debt, working capital requirements, capital expenditures, disruptions in the operations of our facility or anticipated cash needs. See Item 1A. Risk Factors for information regarding these factors.

We intend to pay our quarterly distributions within 45 days of the end of the first, second and third quarters and within 60 days of the end of the fourth quarter.

**Equity Compensation Plans**

Our common units are used as a form of compensation to our employees. Additional information regarding our equity compensation plans is included in Part III of this report under the caption Item 13. Certain Relationships and Related Transactions, and Director Independence.

**Repurchase of Equity Securities**

We did not repurchase any of our common units subsequent to the IPO, and we do not have any announced or existing plans to repurchase any of our common units other than potential repurchases in providing units in connection with the vesting of small numbers of phantom units under our long-term incentive plan (or LTIP).

Table of Contents

**Item 6. Selected Financial Data**

This data should be read in conjunction with, and is qualified in its entirety by reference to, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and Item 8. Financial Statements and Supplementary Data.

The selected financial data under the caption Balance Sheet Data as of December 31, 2012 and 2011 and under the captions Statement of Operations Data and Cash Flow Data for each of the three years in the period ended December 31, 2012, have been derived from our audited consolidated financial statements included in Item 8. Financial Statements and Supplementary Data. The selected financial data under the caption Balance Sheet Data as of December 31, 2010, 2009 and 2008 and under the captions Statement of Operations Data and Cash Flow Data for each of the two years in the period ended December 31, 2009, have been derived from our audited combined financial statements not included herein.

The information presented in the selected financial data below contains the combined financial results of PL Propylene LLC, our predecessor for accounting purposes, as of and for all years presented through December 31, 2011. The consolidated financial results for the year ended December 31, 2012, also include the results of operations of the Partnership for the period beginning March 30, 2012, the date of the contribution of our predecessor's net assets to the Partnership. The consolidated balance sheet as of December 31, 2012, presents the consolidated financial position of the Partnership.

On May 9, 2012, we completed our IPO of 35,000,000 common units. A portion of our fiscal year 2012 results prior to our IPO are included in the total 2012 results presented herein. The Partnership has omitted net income per unit for all periods other than the period ended December 31, 2012, as the Partnership operated under a different capital structure prior to the closing of the IPO and, as a result, the per unit data would not be meaningful to investors. Per unit data is computed for the period from the closing of the IPO on May 9, 2012, through December 31, 2012.

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

- the financial performance of our assets without regard to financing methods, capital structure, income taxes or significant non-cash expenses;
- our operating performance and return on invested capital compared to those of other publicly traded limited partnerships, without regard to financing methods and capital structure;
- our ability to generate cash sufficient to make distributions to our unitholders; and
- our ability to incur and service debt and to fund capital expenditures.

Adjusted EBITDA should not be considered an alternative to net income, operating income, net cash flows from operating activities or any other measure of financial performance or liquidity presented in accordance with GAAP. Adjusted EBITDA may have material limitations as a

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performance measure because it excludes some, but not all, items that affect net income from operations. In addition, Adjusted EBITDA presented by other companies may not be comparable to our presentation, since each company may define this term differently.

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Table of Contents

	Years Ended December 31,				
	2012	2011	2010	2009	2008
	(dollars in millions, except per unit data and as otherwise indicated)				
<b>Statement of Operations Data:</b>					
Sales	\$ 750.7	\$ 614.9	\$ 30.4	\$	\$
Cost of sales	528.6	496.8	41.9		
General and administrative expense	66.2	73.3	22.9	4.3	4.7
Development expense	11.6				
Management fee	0.7	2.0			
Loss on derivatives	166.3	1.7			
Operating income (loss)	(22.7)	41.1	(34.4)	(4.3)	(4.7)
Interest income (expense), net	(26.2)	(17.9)	(5.4)	(0.2)	0.7
Loss on early extinguishment of debt	(7.0)				
Other income		0.1	0.1		
Income (loss) before income tax expense	\$ (55.9)	\$ 23.3	\$ (39.7)	\$ (4.5)	\$ (4.0)
Income tax expense	(0.8)	(1.4)			
Net income (loss)	\$ (56.7)	\$ 21.9	\$ (39.7)	\$ (4.5)	\$ (4.0)
Net income per common unit, basic and diluted(1)	\$ 0.39				
Distributions per common unit, basic and diluted(2)	0.75				
Weighted average number of common units, basic and diluted	139.0				
<b>Balance Sheet Data (at end of period):</b>					
Cash (including restricted cash balances)	\$ 31.4	\$ 45.8	\$ 6.9	\$ 30.0	\$ 71.8
Working capital(3)	108.4	64.0	16.0	9.9	61.4
Total assets	798.1	741.5	668.9	484.6	214.1
Total debt, net of discount (including current portion)	341.3	145.1	189.5	94.7	
Net Predecessor equity		544.8	456.1	365.5	202.9
Partners' capital	\$ 329.9	\$	\$	\$	\$
<b>Cash Flow Data</b>					
Cash flows provided by (used in) operating activities	\$ 121.0	\$ 84.6	\$ (53.2)	\$	\$ (1.0)
Cash flows used in investing activities	(37.6)	(28.5)	(157.4)	(281.2)	(170.0)
Cash flows provided by (used in) financing activities	(52.0)	(56.1)	210.7	249.1	203.0
<b>Financial and Other Data:</b>					
Adjusted EBITDA(4)	208.9	144.8	(12.6)	(3.6)	(2.0)
Capital expenditures	25.4	28.5	187.5	291.0	130.2
<b>Key Operating Data:</b>					
Production volume (thousand pounds, unless otherwise noted):					
Propylene	1,261,669	844,608	76,522		
Hydrogen (thousand standard cubic feet, MSCF)	5,447,047	3,802,923			
C4 mix/C5+ streams	28,909	17,302	247		

(1) Net income (loss) per common unit for a given period is based on the distributions that are made to the unitholders plus an allocation of undistributed net income (loss) based on provisions of the partnership agreement, divided by the weighted average number of common units

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outstanding. Distributions are treated as distributed earnings in the computation of earnings per common unit even though cash distributions are not necessarily derived from current or prior period earnings. Prior to the IPO, we were wholly-owned by Propylene Holdings. Accordingly, net income per common unit is not presented for periods prior to the IPO. The table above reflects the net income per unit for the period from May 9, 2012, the closing date of the IPO, through December 31, 2012.

(2) Reflects the distributions paid per common unit in respect of the period from May 9, 2012, though December 31, 2012.

(3) Working capital is defined as current assets, including cash, less current liabilities, excluding bank debt.

(4) Adjusted EBITDA is defined as net income (loss) plus interest expense and amortization of deferred financing costs, income tax expense, depreciation, amortization and accretion, equity-based compensation expense, unrealized gain (loss) on derivatives and, effective May 9, 2012, realized gains and losses on the propane swaps.

The following table presents a reconciliation of Adjusted EBITDA to the most directly comparable GAAP financial measure, net income, on a historical basis for each of the periods indicated.

	2012	2011	Year Ended December 31, 2010	2009	2008
	(dollars in millions)				
<b>Reconciliation of Net income</b>					
<b>(loss) to Adjusted EBITDA:</b>					
Net income (loss)	\$ (56.7)	\$ 21.9	\$ (39.7)	\$ (4.5)	\$ (4.0)
<b>Plus:</b>					
Interest expense and amortization of deferred financing costs	26.2	17.9	5.4	0.8	
Loss on early extinguishment of debt	7.0				
Income tax expense	0.8	1.4			
Depreciation, amortization and accretion	33.9	37.5	7.2	0.1	
Equity-based compensation expense	57.4	64.4	14.5		2.0
Unrealized loss on derivatives	61.4	1.7			
Realized loss on derivatives <sup>(5)</sup>	78.9				
<b>Adjusted EBITDA</b>	<b>\$ 208.9</b>	<b>\$ 144.8</b>	<b>\$ (12.6)</b>	<b>\$ (3.6)</b>	<b>\$ (2.0)</b>

(5) Effective May 9, 2012, pursuant to the omnibus agreement, to the extent that we make payments for realized losses under the propane swaps, PL Manufacturing and the PL Manufacturing Members, through our General Partner, has been and will continue to be responsible for making quarterly capital contributions to us in an amount equal to the sum of all payments we make under such propane swaps during the applicable fiscal quarter or that we owe at the end of the quarter. See discussion of the omnibus agreement in Note 2 to our consolidated financial statements included elsewhere in this Report.



Table of Contents

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

*You should read the following discussion of the financial condition and results of operations for the Partnership in conjunction with the financial statements and notes thereto of PetroLogistics LP, which are included in this report in Item 8, and information set forth in Risk Factors under Item 1A.*

**Overview**

We currently own and operate the only U.S. propane dehydrogenation (or PDH) facility (or the facility) producing propylene from propane. Propylene is one of the basic building blocks for petrochemicals that is utilized in the production of a variety of end uses including paints, coatings, building materials, clothing, automotive parts, packaging and a range of other consumer and industrial products. We are the only independent, dedicated on-purpose propylene producer in North America. We are strategically located in the vicinity of the Houston Ship Channel which is situated within the largest propylene consumption region in North America. We also have access to the leading global fractionation and storage hub for propane located at Mt. Belvieu, Texas. Our location provides us with excellent access and connectivity to both customers and feedstock suppliers. Our facility had an original nameplate capacity of 1.2 billion pounds of propylene annually. However, based on plant optimization and operating improvements, our facility currently has an annual production capacity of approximately 1.4 billion pounds. In 2012 we produced 1.26 billion pounds of propylene. We commenced operations in October 2010 followed by an approximately year-long start-up and plant optimization phase.

We currently have multi-year contracts for the sale of our propylene with The Dow Chemical Company (or Dow), Total Petrochemicals USA, Inc. (or Total), BASF Corporation (or BASF) and INEOS Olefins and Polymers USA (or INEOS) that expire between 2013 and 2018 and a one-year contract with LyondellBasell Industries N.V. (or LyondellBasell) that ends in December 2013. We are currently in ongoing negotiations with both INEOS and BASF regarding extensions to each of their contracts beyond their current December 2013 termination dates. Our customer contracts provide for minimum and maximum offtake volumes, with the minimum customer-contracted volumes representing approximately 78% of our current facility capacity and the maximum reflecting approximately 100% of our current facility capacity. Each of our customer contracts contain pricing terms based upon market rates. In addition to our contracted sales, we have and will continue to make additional propylene sales on a spot basis. We also opportunistically purchase propylene on a spot basis to enable us to maintain adequate inventory.

Propylene comprised 97% of our sales in 2012. In addition to propylene, we also produce commercial quantities of hydrogen and C4 mix/C5+ streams, which do not represent a material part of our production.

**Factors Affecting the Comparability of Future Results**

Our historical results of operations and cash flows may not be indicative of results of operations and cash flows to be expected in the future, principally for the following reasons:

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- *Our facility did not generate sales until we commenced operations in October 2010.* We commenced operations in October 2010. Accordingly, our financial statements for the year ended December 31, 2010, reflect limited operations from October 21, 2010 through the end of the year.
  
- *Our historical results of operations reflect equity-based compensation expense that may not be indicative of future equity-based compensation expense.* Our results of operations for periods ending on or before December 31, 2011 reflect equity-based compensation expense related to profits interests awarded to both our employees and certain employees of affiliated entities, who were treated for accounting purposes as non-employees. As of January 1, 2012, our employees became employees of our General Partner. Profits interest awards granted to non-employees were subject to periodic fair value adjustments as the awards vested. The changes in fair value were recognized in our statement of comprehensive income (loss) during the period the related services are rendered, resulting in greater volatility of our results of operations. Because certain members of our senior management were treated as non-employees for accounting purposes, these fair value adjustments have significantly affected our historical results of operations for periods ending on or before December 31, 2011. The profits interest awards outstanding at the time of our initial public offering (IPO) became fully vested as of the completion of our IPO, and we recorded equity-based compensation

## Edgar Filing: PetroLogistics LP - Form 10-K

### Table of Contents

expense of \$43.7 million in the second quarter of 2012, for a total of \$54.8 million in 2012 for the profits interest awards. No additional expense related to these awards has been recorded after May 9, 2012, nor will any be recorded in the future. However, we have and will continue to make future equity-based compensation awards pursuant to our long-term incentive plan, which will again require us to record equity-based compensation expense. See Item 11. Executive Compensation Compensation Discussion and Analysis.

- *We are incurring additional general and administrative expenses as a publicly traded partnership.* Since our IPO in May 2012, we have begun to incur additional general and administrative expenses as a consequence of being a publicly traded limited partnership, including costs associated with compliance under the Exchange Act, annual and quarterly reports to unitholders, tax return and Schedule K-1 preparation and distribution, investor relations, registrar and transfer agent fees, audit fees, incremental director and officer liability insurance costs and directors' compensation. In addition, we will incur incremental expenses associated with the initial implementation of our Sarbanes-Oxley 404 evaluation of internal controls as well as the costs associated with a change in our accounting information systems.
- *Our historical results of operations reflect allocated administrative costs that may not be indicative of future administrative costs.* Our financial statements for periods prior to our IPO include certain costs of a formerly affiliated company that were incurred on our behalf. These costs, which are reflected in general and administrative expense, were billed to us pursuant to a services agreement entered into in 2008 (the former services agreement). Our 2011 and prior financial statements include certain expenses incurred which may include, but are not necessarily limited to, executive management and employee salaries and benefits, travel and entertainment expenses, rent and other general and administrative expenses. Such expenses were allocated to us based upon certain assumptions and estimates that were made in order to allocate a reasonable share of such expenses from the formerly affiliated company to us so that our financial statements would reflect substantially all the costs of conducting our business. The former services agreement terminated at the end of 2011. We entered into a services agreement with our General Partner on January 1, 2012, pursuant to which the General Partner provides certain operational, managerial and general administrative services to us. All employees of PL Propylene and the formerly affiliated company became employees of our General Partner on January 1, 2012. We reimburse the General Partner for all direct and indirect expenses the General Partner incurs or payments the General Partner makes on our behalf including, without limitation, salary, bonus, incentive cash compensation and employee benefits. The amounts we pay the General Partner for these services are reported in the statements of comprehensive income (loss) in the line item to which the expense relates. The amounts charged or allocated to us under the former and current services agreements are not necessarily indicative of the costs that we will incur going forward.
- *We will periodically experience planned and unplanned downtime.* Safe and reliable operations at our facility are critical to our performance and financial results. As such, we plan for periodic future periods of major maintenance. Our first triennial maintenance project will commence in the second half of 2013, at which time the most significant activity will be to replace the reactor catalyst which is required approximately every three years based on facilities of similar design. We expect that the 2013 plant turnaround will last approximately four weeks and the work will cost approximately \$35 million. We anticipate future catalyst change-out projects to be similar as to time and cost. For accounting purposes the costs that meet certain U.S. generally accepted accounting principles (GAAP) criteria will be deferred and amortized using the straight-line method over the period until the next plant turnaround, which is approximately three years. In addition to the triennial maintenance projects, more significant maintenance projects will be undertaken approximately every nine years and will include change-out of the reactor catalyst and overhauls of selected pieces of equipment. We anticipate these projects to take approximately six weeks. Additionally, we may undertake capital projects in connection with major maintenance and/or expansion projects. If we elect to undertake such projects, these capital projects will require additional time and expense. We experienced planned downtime in late October through early November 2011 in order to undertake capital and maintenance projects.

In addition to planned downtime for major maintenance projects, we may experience periods of unplanned downtime. For example, in mid-December 2012, our facility experienced a mechanical failure in one of our compressors, resulting in approximately three weeks of unplanned downtime. We expect to be able to mitigate the financial and operational impact of future unplanned downtime through a targeted program of routine maintenance and diligent monitoring of our systems. Downtime, whether planned or unplanned, may result in lost sales and margin, increased capital and maintenance expenditures and working capital changes.



Table of Contents

- *We may enter into different financing arrangements.* Our current financing arrangement may not be representative of the arrangements we will enter into in the future. For descriptions of our current financing arrangements, see [Liquidity and Capital Resources](#).
- *Our historical results of operations reflect losses on commodity derivative contracts that may not be indicative of future results of operations.* Commencing October 2011, we entered into commodity derivative contracts (the propane swaps) with settlement dates in 2012 and 2013. While the Partnership does not ultimately bear the cost of the propane swaps as a result of the omnibus agreement, it remains a party to the propane swaps, and will be obligated to make payments to the propane swap counterparties as they come due and to post any collateral as required, under the terms of the propane swap. See [Item 7A Quantitative and Qualitative Disclosures About Market Risk - Commodity Price Risk](#). As a result, the Partnership will continue to record the fair value of the propane swaps on its balance sheet with the related charge being reflected in its statement of comprehensive income (loss). Volatility in the propane and crude oil commodity markets significantly affects the fair value of our commodity derivative contracts which significantly affects the gains or losses on commodity derivative contracts recognized in our statements of comprehensive income (loss). For the years ended December 31, 2012 and 2011, we incurred losses on commodity derivative contracts totaling \$166.3 million and \$1.7 million, respectively. Our results of operations for periods prior to 2011 do not reflect income or loss on commodity derivative contracts. See [Liquidity and Capital Resources](#).

***Factors Affecting Results***

We believe key factors that influence our business and impact our operating results are (1) the propane-to-propylene spread, (2) our facility's capacity utilization, (3) customer sales and (4) our propane-to-propylene conversion factor.

***Propane-to-Propylene Spread***

The price spread between propane, our sole feedstock, and propylene, our primary product, largely determines our gross margin and is the key driver of our profitability.

Propylene sales constitute substantially all of our sales. Propylene is a commodity, and its price can be cyclical and highly volatile. The price of propylene depends on a number of factors, including general economic conditions, cyclical trends in end-user markets and supply and demand imbalances. The customers under our propylene sales contracts (Dow, Total, BASF, INEOS and LyondellBasell) each pay market-based prices for propylene, and a significant decrease in propylene prices would have a material adverse effect on revenue generated from these customers. In addition, a decrease in the price of propylene would result in decreased revenue from any sales of propylene on the spot market. For example, in the second quarter of 2012 propylene prices fell sharply, which adversely affected our cash flows and results of operations. For 2012, the average propane-to-propylene spread was 31.9 cents per pound. Assuming sales of 1.3 billion pounds, a one cent increase (decrease) in the propane-to-propylene spread results in an increase (decrease) of \$13 million in gross margin and approximately \$0.09 per unit in distributable cash flow.

Propane is the sole feedstock in our production process, and the cost of propane represents a substantial portion of our cost of sales. Enterprise supplies 100% of our required propane feedstock volume under a multi-year contract at market-based prices, which prices are subject to fluctuations in response to changes in supply, demand, market uncertainties and a variety of additional factors beyond our control. See [Item 7A](#)

Quantitative and Qualitative Disclosures about Market Risk.

*Capacity Utilization*

Our facility had an original nameplate capacity of 1.2 billion pounds of propylene annually. However, based on plant optimization and operating improvements, our facility currently has an annual production capacity of approximately 1.4 billion pounds. In 2012 we produced 1.26 billion pounds of propylene. Actual annual production will vary based on a number of factors, including the amount of downtime for planned and unplanned maintenance on the facility and overall efficiency of the facility. During 2012 our facility operated at an average capacity utilization rate of approximately 87%. Any significant planned or unplanned downtime may affect not only production, and therefore sales, but also capital expenditures and direct operating expenses, primarily maintenance expenses, and fuel and utilities.

Table of Contents

*Customer Sales*

Our results are affected by customer demand. When propylene production exceeds customer nominations, we build inventory for future sales or seek opportunities to sell the excess production on the spot market. When customer nominations exceed our propylene production and we elect not to declare force majeure, we satisfy the shortfall out of inventory or purchase propylene on the spot market. In certain circumstances, a customer will nominate more than it will actually take in a month. In those situations, we deliver the excess product into storage, defer the sales recognition until the customer takes actual delivery and recognize an exchange inventory balance with the customer. We invoice customers for quantities delivered to the customer and for quantities delivered into storage on the customer's behalf and are paid by the customer based on its actual monthly nominations. As a result of the foregoing, customer billings in one month may not result in sales until a future month.

*Propane-to-Propylene Conversion Factor (Monomer Factor)*

An important contributor to profitability is our propane-to-propylene conversion factor (monomer factor), which is a ratio that indicates how much propane is used to produce one pound of propylene. For 2012 we had an average propane-to-propylene conversion factor of 1.0 pound of propylene for each 1.2 pounds of propane used which was in line with our expectations for the technology used in our production process. This important statistic is a key performance metric. An increase (decrease) in the monomer factor of 0.01 results in an increase (decrease) in propane usage of approximately 3.1 million gallons per year based on annual production of 1.3 billion pounds of propylene.

**How We Evaluate Our Performance**

In addition to utilizing the key factors affecting our operating results described above to evaluate our performance, our management uses certain additional financial and operational measures as well. These measures include Adjusted EBITDA and health, safety and environmental performance.

*Adjusted EBITDA*

We define Adjusted EBITDA as net income (loss) plus interest expense and amortization of deferred financing costs (including loss on early extinguishment of debt), income tax expense, depreciation, amortization and accretion, equity-based compensation expense, unrealized gain (loss) on derivatives and, effective May 9, 2012, realized gains and losses on derivative contracts. Pursuant to an omnibus agreement among our General Partner, the Partnership, Propylene Holdings LLC (Propylene Holdings), PL Propylene, and PL Manufacturing LLC (PL Manufacturing) (the omnibus agreement) to the extent we make payments on the propane swaps, PL Manufacturing and the PL Manufacturing Members, through our General Partner, will be responsible for making quarterly capital contributions to us in an amount equal to the sum of all payments we make under such propane swaps during the applicable fiscal quarter or that we owe at the end of the quarter resulting in a capital contribution to us and a zero net effect on cash and partners' capital. Adjusted EBITDA is a non-U.S. GAAP financial measure that may be used by our management and by external users of our financial statements, such as industry analysts, investors, lenders and rating agencies, to assess:

- the ability of our assets to generate sufficient cash flow to make distributions to our unitholders;

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- evaluate the financial performance of our assets without regard to financing methods, capital structure, or historical cost basis; and
- determine our ability to incur and service debt and fund capital expenditures.

We view Adjusted EBITDA as an important indicator of cash flow generation. Adjusted EBITDA is principally affected by our sales volumes, the propane-to-propylene spread, capacity utilization, propane-to-propylene conversion factors and, to a lesser extent, the prices of natural gas and our by-products. Other than the cost of propane and natural gas, production-related expenses generally remain stable across broad ranges of throughput volumes, but can fluctuate significantly depending on the planned and unplanned maintenance performed during a specific period. Our Adjusted EBITDA and available cash may not always correlate to each other.

Adjusted EBITDA should not be considered an alternative to net income (loss), operating income (loss), cash flows from operating activities or any other measure of financial performance presented in accordance with U.S. GAAP. Our Adjusted EBITDA may not be comparable to Adjusted EBITDA or similarly titled measures of other entities, as other entities may not calculate Adjusted EBITDA in the same manner as we do. Our management compensates for the limitations of Adjusted EBITDA as an analytical tool by reviewing the comparable U.S. GAAP measures, understanding the differences between the measures and incorporating this knowledge into management's decision-making processes. Adjusted EBITDA should not be viewed as indicative of the actual amount we have available for distributions or that we



Table of Contents

plan to distribute for a given period.

	2012	Year Ended December 31, 2011	2010
Net cash provided by (used in) operations	\$ 121,046	\$ 84,647	\$ (53,248)
Changes in current assets and current liabilities	(14,877)	44,806	35,839
Deferred income tax benefit (expense)	289	(832)	
Amortization of deferred financing costs and loan discount	(3,459)	(3,118)	(612)
Interest expense	26,231	17,855	5,421
Income tax expense	753	1,372	
Realized loss on derivatives (1)	78,866		
<b>Adjusted EBITDA</b>	<b>\$ 208,849</b>	<b>144,730</b>	<b>(12,600)</b>

(1) Effective May 9, 2012, pursuant to the omnibus agreement, to the extent that we make payments for realized losses under the propane swaps, PL Manufacturing and the PL Manufacturing Members, through our General Partner, will be responsible for making quarterly capital contributions to us in an amount equal to the sum of all payments we make under such propane swaps during the applicable fiscal quarter or that we owe at the end of the quarter. The amount of realized loss on derivatives shown as an adjustment for EBITDA represents the amount received or to be received from PL Manufacturing and the PL Manufacturing Members. See Item 13. Certain Relationships and Related Transactions and Director Independence Transactions with Related Parties Omnibus Agreement.

***Health, Safety and Environmental Performance***

We consider our ability to manage our facility and customer needs in a safe and reliable manner to be a critical factor in assessing our performance. Accordingly, we have an extensive training program and set annual goals on achieving operating performance and safety measures that promote the reliable operation of our facility and a safe working environment for our employees. Further, we closely monitor all environmental metrics to assure compliance with all regulatory requirements and that we operate in an environmentally responsible manner.

**Results of Operations**

We have included the following descriptions of the components of our results of operations to assist in the review of the following discussion and analysis.

*Sales.* Sales are comprised of propylene sales and by-product sales, which include hydrogen and C4 mix/C5+ streams.

*Cost of Sales.* Cost of sales represents the costs of propylene and by-products sold. These costs include the cost of propane, fuel and utilities used in the propylene production process, as well as direct operating expenses and insurance and property tax expenses associated with our

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facility. Direct operating expenses include all direct and indirect labor at our facility, materials, supplies, and other expenses associated with the operation and maintenance of the facility. Depreciation, amortization and accretion expenses, exclusive of amortization of deferred financing fees, are also included within cost of sales. During periods in which our facility operates below normal capacity, we record charges to cost of sales to reflect unabsorbed fixed overhead costs.

*General and Administrative Expense.* General and administrative expense includes salary and benefits costs for executive management, accounting and information technology personnel, as well as legal, audit, tax and other professional service costs and charges for equity-based compensation expense. In 2011, a portion of these costs were billed to us by an affiliated company pursuant to the former services agreement. As of January 1, 2012, these services are provided by our General Partner. See Item 13. Certain Relationships and Related Transactions and Director Independence.

## Edgar Filing: PetroLogistics LP - Form 10-K

### Table of Contents

*Development Expense.* Development expense includes preliminary engineering and design work for capital projects which do not qualify for capitalization under GAAP.

*Management Fee.* Management fee consists of the expense incurred through our management services agreement with Lindsay Goldberg. This agreement terminated upon the completion of our IPO.

*Loss on Derivatives, net.* Our commodity derivative contracts are recorded as derivative assets and liabilities, as applicable, at fair value on the balance sheet. Our commodity derivative contracts do not qualify for hedge accounting treatment. Consequently, the associated unrealized gains and losses are recorded as current expense or income in the statement of comprehensive income (loss). Unrealized gains or losses on derivatives represent the non-cash change in the fair value of these derivative instruments and do not impact operating cash flows until settlement occurs. For further discussion see Liquidity and Capital Resources.

*Interest Expense, Net.* Interest expense includes expense incurred on outstanding debt balances, the amortization of deferred financing fees and loan commitment expenses under our prior credit facility. Loan commitment expense is comprised of the fees assessed on the unutilized portion of our credit facility. Interest income results from earnings on available cash balances and is offset against interest expense.

*Income Tax Expense.* As an entity operating in the State of Texas, we are subject to the Texas Margin Tax. This tax represents a tax on gross margin, as adjusted, and is reported as income tax expense.

### **Year Ended December 31, 2012 Compared to Year Ended December 31, 2011**

Sales	\$	750,653	\$	614,927	\$	135,726	22
Cost of sales		528,613		496,809		31,804	6
Gross profit		222,040		118,118		103,922	88
General and administrative expense		66,209		73,365		(7,156)	(10)
Development expense		11,637				11,637	N/A
Management fee		667		2,000		(1,333)	(67)
Loss on derivatives, net		166,281		1,667		164,614	9,875
Operating income (loss)		(22,754)		41,086		(63,840)	(155)
Interest expense, net		(26,156)		(17,853)		8,303	47
Loss on early extinguishment of debt		(7,018)				7,018	N/A
Other income		7		63		(56)	(89)
Income (loss) before income tax expense		(55,921)		23,296		(79,217)	(340)
Income tax expense		(753)		(1,372)		(619)	(45)
Net income (loss)	\$	(56,674)	\$	21,924	\$	(78,598)	(360)

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*Sales.* For the year ended December 31, 2012 we produced 1,261 million pounds of propylene compared to 845 million pounds during 2011, which represents an increase in production of 49%. In 2011, we had not yet achieved production rates at or near current capacity. Accordingly, production was limited, and as a result sales were lower during 2011. This increase in production volume for 2012 was offset by a decrease in the average polymer grade contract benchmark propylene price. In 2012, the average polymer grade contract benchmark price was 60.4 cents per pound compared to an average of 75.5 cents per pound for the same period in 2011, a price drop of 15.1 cents per pound or 20%.

Table of Contents*Cost of Sales.*

Propane	\$	378,790	\$	361,035	\$	17,755	5
Fuel and utilities		32,787		36,285		(3,498)	(10)
Depreciation, amortization and accretion		33,869		37,529		(3,660)	(10)
Insurance and property taxes		14,479		9,813		4,666	48
Direct operating expenses and other		44,313		48,215		(3,902)	(8)
Total production costs		504,238		492,877		11,361	2
Change in product inventory		24,375		3,932		20,443	520
Cost of sales	\$	528,613	\$	496,809	\$	31,804	6

Cost of sales was \$528.6 million, or approximately 70% of sales for 2012. The primary component of cost of sales is the propane feedstock, which represented approximately 75% of total production costs for 2012 compared to 73% in 2011. This increase is primarily due to an increase in the volume of propylene we produced at our facility. This increase in propane usage was partially offset by a decrease in propane pricing from an average of \$1.46 per gallon in 2011 to \$1.00 per gallon in 2012. Fuel and utilities costs decreased in 2012, due to lower natural gas prices when compared to 2011. Insurance and property taxes increased \$4.7 million in 2012 as compared with 2011 due to increased insurance premiums and an increase in the assessed taxable value of the facility. The change in product inventory represents the change in the value of the product inventory between the beginning and end of the period based on the weighted average cost of production. Direct operating and other expenses decreased \$3.9 million in 2012 compared to 2011 primarily due to a reduction in maintenance expense as compared with maintenance expense incurred in 2011 during the startup phase of our facility. This decrease was offset by higher equity-based compensation expense in 2012 related to equity-based awards granted in September 2010.

*General and Administrative Expense.* General and administrative expense was \$66.2 million for 2012, compared to \$73.4 million for 2011, a decrease of \$7.2 million. This decrease was due to a decrease in equity-based compensation expense from \$64.1 million in 2011 to \$57.4 million in 2012. Equity-based compensation expense resulted from equity-based awards granted in September 2010 to both our employees and certain employees of affiliated entities, who are treated for accounting purposes as non-employees. For periods prior to January 1, 2012, the fair value of these equity-based awards was adjusted on a quarterly basis with the change in fair value reflected in our results of operations. The equity-based awards outstanding at the time of the IPO became fully vested as of the completion of the IPO, and we recorded equity-based compensation expense of \$54.8 million in general and administrative expense in connection with the pre-IPO awards.

*Development Expense.* We incurred expenses related to development costs totaling \$11.6 million in 2012 for potential expansion and profit enhancement projects at our facility.

*Management Fee.* We incurred management fees of \$0.7 million in 2012, compared to \$2.0 million in 2011. The management fees relate to a management services agreement, pursuant to which we were to pay Lindsay Goldberg a total of \$2.0 million per year beginning in 2011. This agreement terminated under its terms on the closing date of the IPO.

*Loss on Derivatives, net.* Commencing October 2011 and through March 2012, we entered into the propane swaps with settlement dates in 2012 and 2013. The net loss on derivatives of \$1.7 million in 2011 represents the unrealized loss on derivatives through December 31, 2011. Because

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the propane swaps do not qualify for hedge accounting treatment, we adjust the carrying value of the propane swaps to fair market value using observable inputs based on market data obtained from independent sources. The fair market, or mark-to market, adjustments are reported in our statements of comprehensive income (loss). The net loss on derivatives of \$166.3 million for the year ended December 31, 2012, is comprised of mark-to market unrealized losses of \$61.4 million and realized losses of \$104.9 million which are recognized at each monthly settlement date. Pursuant to the omnibus agreement, the realized losses on the propane swaps are borne by PL Manufacturing and the PL Manufacturing Members starting May 9, 2012.

*Interest Expense, Net.* Net interest expense of \$26.2 million was incurred in 2012, on an average daily debt balance of \$301.0 million. During 2011, the average daily debt balance was \$166.7 million, resulting in interest charges of \$13.3 million. Total net interest expense in 2012 also includes \$3.5 million of deferred financing cost amortization as well as original issue discount amortization of \$0.9 million. During 2011, we recorded amortization of deferred financing costs of \$3.1 million. The interest rate during 2012 was 7% after the completion of the refinancing of our credit facility, prior to the refinancing the rate remained unchanged at 8% during 2011.

## Edgar Filing: PetroLogistics LP - Form 10-K

### Table of Contents

Loan commitment expense for 2012, was \$1.0 million compared to \$1.4 million in 2011.

*Loss on Early Extinguishment of Debt.* We recognized a loss on early extinguishment of debt of \$7.0 million in 2012 related to the termination and pay-off of our prior credit facility. See discussion under Liquidity and Capital Resources.

*Income Tax Expense.* Income tax expense was \$0.8 million for 2012, compared to \$1.4 million for 2011, resulting from the income taxes on gross margin within the state of Texas.

### **Year Ended December 31, 2011 Compared to Year Ended December 31, 2010**

Sales	\$ 614,927	\$ 30,351	\$ 584,576	1,926
Cost of sales	496,809	41,836	454,973	1,088
Gross profit	118,118	(11,485)	129,603	
General and administrative expense	73,365	22,884	50,481	221
Management fee	2,000		2,000	N/A
Loss on derivatives	1,667		1,667	N/A
Operating income (loss)	41,086	(34,369)	75,455	
Interest expense, net	(17,853)	(5,418)	12,435	230
Other income	63	52	11	21
Income (loss) before income tax expense	23,296	(39,735)	63,031	
Income tax expense	(1,372)		1,372	N/A
Net income (loss)	\$ 21,924	\$ (39,735)	\$ 61,659	

*Sales.* We commenced operations in October 2010 and we achieved production rates at or near current capacity beginning in December 2011.

### *Cost of Sales.*

Propane	\$ 361,035	\$ 30,540	\$ 330,495	1,082
Fuel and utilities	36,285	5,747	30,538	612
Depreciation, amortization and accretion	37,529	7,171	30,358	423
Insurance and property taxes	9,813	1,146	8,667	756
Direct operating expenses and other	48,215	8,208	40,007	487
Total production costs	492,877	52,812	440,065	833
Change in product inventory	3,932	(10,976)	14,908	136

## Edgar Filing: PetroLogistics LP - Form 10-K

Cost of sales	\$	496,809	\$	41,836	\$	454,973	1,088
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Cost of sales was \$497 million, or approximately 81% of sales for 2011. The primary component of cost of sales is the propane feedstock, which represented approximately 73% of total production costs for 2011 compared to 58% in 2010. This increase is due to a full year of production in relation to the fixed cost components of cost of sales which do not vary with production. Other variable production costs such as fuel and utilities and direct operating



## Edgar Filing: PetroLogistics LP - Form 10-K

### Table of Contents

expenses increased due to a full year of operations in 2011 as compared to 2010. We did not begin recording depreciation and amortization expense on the facility until October 2010. Insurance and property taxes increased \$8.7 million in 2011 as compared with 2010 due to increased insurance premiums and an increase in the assessed taxable value of the facility. The change in inventory represents the change in the value of the product inventory between the beginning and end of the period based on the weighted average cost of production.

*General and Administrative Expense.* General and administrative expense was \$73.4 million for 2011, compared to \$22.9 million for 2010, an increase of \$50.5 million. The increase is attributable to equity-based compensation expense of \$64.1 million in 2011, compared to \$14.0 million in 2010. Equity-based compensation expense resulted from equity-based awards granted in September 2010 to both our employees and certain employees of affiliated entities, who are treated for accounting purposes as non-employees.

*Management Fee.* We incurred management fees of \$2.0 million in 2011, compared to zero in 2010. The management fees relate to a management services agreement, pursuant to which we pay Lindsay Goldberg a total of \$2.0 million per year beginning in 2011. This agreement and related management fees were terminated upon the closing of the IPO.

*Interest Expense, Net.* Interest expense of \$13.3 million was incurred in 2011, on an average daily debt balance of \$166.7 million. During 2010, the average daily debt balance was \$137.3 million, resulting in interest charges of \$11.0 million for 2010, of which \$8.3 million was capitalized as part of construction costs. Total interest expense, net in 2011 also includes \$3.1 million of deferred financing cost amortization. During 2010, we recorded amortization of deferred financing costs of \$3.1 million, of which we capitalized \$2.5 million. The interest rate remained unchanged at 8% during 2011 and 2010.

Loan commitment expense for 2011, was \$1.4 million, a decrease of \$0.7 million from 2010. The decrease was largely due to the construction loan commitment being fully drawn in the first half of 2011. The only loan commitment expense we incurred in 2011 was on our prior revolving credit facility.

*Income Tax Expense.* Income tax expense was \$1.4 million for 2011, compared to zero for 2010, resulting from the income taxes incurred on gross margin within the state of Texas.

### *Critical Accounting Policies*

The preparation of our financial statements in accordance with GAAP requires that management make estimates and assumptions affecting the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of sales and expenses during the reporting period. The following is a discussion of the accounting policies applied by us that are considered to involve a higher degree of judgment in their application. See Note 2 to our consolidated financial statements.

### *Impairment of Long-Lived Assets*

We account for the impairment of long-lived assets in accordance with Financial Accounting Standards Board (or FASB) Accounting Standards Codification (or ASC) Topic 360, Plant, Property and Equipment Impairment or Disposal of Long-Lived Assets. Long-lived assets used in operations are assessed for possible impairment when events or changes in circumstances indicate a potential significant deterioration in future cash flows projected to be generated by the assets. Individual assets are grouped for impairment purposes at the lowest level for which there are identifiable cash flows that are largely independent of the cash flows of other groups of assets generally at the facility level, as we produce one primary product.

If, upon review, the sum of the projected undiscounted cash flows is less than the carrying value of the asset group, the carrying value is written down to estimated fair value. The fair values of impaired assets are usually determined based on the present value of projected future cash flows using discount rates commensurate with the risks involved in the asset group, as quoted market prices in active markets are generally not available. The expected future cash flows used for impairment reviews and related fair value calculations are based on projected production volumes, sales volumes, prices, and costs, taking into consideration available internal and external information at the date of review.

Table of Contents

Should an impairment of assets arise, we may be required to record a charge to operations that could be material to the period reported. To date, we have not recorded any impairment charges.

*Derivative Instruments*

Beginning in October 2011 and through March 2012, we entered into commodity derivative contracts with settlement dates in 2012 and 2013 to manage our exposure to commodity price risk with respect to propane, our sole feedstock. Our principal use of commodity derivative contracts is to mitigate the risk associated with unfavorable market movements in the price of energy commodities. Our commodity derivative contracts act as a hedging (offset) mechanism against the volatility of energy commodity prices by allowing us to transfer this price risk to counterparties who are able and willing to bear it.

FASB ASC Topic 815, Derivatives and Hedging (ASC Topic 815), addresses the accounting for derivative contracts. We entered into our commodity derivative contracts to economically hedge an exposure through a relationship that does not qualify for hedge accounting under ASC Topic 815. Our derivative contracts are recorded as derivative assets and liabilities, as applicable, at fair value on the balance sheet, and the associated unrealized gains and losses are recorded as current expense or income in the statement of comprehensive income (loss). Unrealized gains or losses on derivatives represent the non-cash change in the fair value of these derivative instruments and do not impact operating cash flows on the cash flow statement. Until settlement occurs, this will result in non-cash gains or losses being reported in our operating results as gain or loss on derivatives. See Note 7 to our consolidated financial statements.

Contemporaneous with the closing of our IPO, we entered into an omnibus agreement with our General Partner, Propylene Holdings and PL Manufacturing, and PL Manufacturing entered into a common unit pledge agreement with the PL Manufacturing Members, pursuant to which PL Manufacturing and the PL Manufacturing Members, through our General Partner, will be allocated all of our benefits and obligations under the propane swaps. See Item 13. Certain Relationships and Related Transactions and Director Independence. Under the omnibus agreement and the pledge agreement, any amounts received by us under the propane swaps are distributed, through our General Partner, to PL Manufacturing and the PL Manufacturing Members, and any amounts that we are required to pay under the propane swaps are required to be contributed back to us as a capital contribution by PL Manufacturing and the PL Manufacturing Members. During 2012, we received cumulative contributions from PL Manufacturing and the PL Manufacturing Members of \$47.0 million, an amount equal to the payments we made under the propane swaps capital, and recorded a receivable of \$31.9 million at December 31, 2012, for the fourth quarter realized losses on the propane swaps. The reimbursement of the realized losses on the propane swaps is reflected as a capital contribution in our Consolidated Statement of changes in Partners' Capital. See Note 2 to our consolidated financial statements.

*Equity-Based Compensation*

We recognize compensation expense related to equity-based awards granted to employees based on the estimated fair value of the awards on the date of grant, net of estimated forfeitures. The grant date fair value of the equity-based awards is generally recognized on a straight-line basis over the requisite service period, which is generally the vesting period of the respective awards.

We also account for equity-based awards granted to non-employees based on the estimated fair value of the awards. The measurement of equity-based compensation for awards granted to non-employees is subject to periodic adjustment as the awards vest, and the resulting change in

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value is recognized in the statement of comprehensive income (loss) during the period the related services are rendered.

For a further discussion of our historical equity-based compensation, please see Notes 12 and 13 to our consolidated financial statements included elsewhere in this annual report.

### **Liquidity and Capital Resources**

Prior to commencing operations in October 2010, our principal sources of liquidity were equity contributions from our sponsors and borrowings under our prior credit facility. Beginning with the commencement of our operations in October 2010, our principal source of liquidity is cash flow from operations. Our principal uses of cash have been and are expected to be for working capital, distributions, capital expenditures and funding our debt service obligations. We believe that our cash from operations will be adequate to satisfy commercial commitments for the next twelve months and that the borrowings under our revolving credit facility will be adequate to fund our planned capital expenditures and working capital needs. However, future capital expenditures and other cash requirements may be higher than we currently expect as a result of various factors.

## Table of Contents

Our ability to make payments on and to refinance our indebtedness, to make distributions, to fund planned capital expenditures and to satisfy our other capital and commercial commitments will depend on our ability to generate cash flow in the future. This, to a certain extent, is subject to the prevailing propane-to-propylene spread, natural gas prices and general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. Our business may not generate sufficient cash flow from operations, and future borrowings may not be available to us under our credit facilities in amounts sufficient to enable us to make quarterly distributions, finance necessary capital expenditures, service our indebtedness or fund our other liquidity needs. We may seek to sell assets or issue debt securities or additional equity securities to fund our liquidity needs but may not be able to do so. We may also need to refinance all or a portion of our indebtedness on or before maturity. We may not be able to refinance any of our indebtedness on commercially reasonable terms or at all.

On May 9, 2012, we, our General Partner, Propylene Holdings, PL Propylene and PL Manufacturing, entered into an omnibus agreement. Pursuant to the omnibus agreement and a related pledge agreement (the pledge agreement) we allocated all of our benefits and obligations under the propane swaps to PL Manufacturing and the PL Manufacturing Members.

Under the omnibus agreement and the pledge agreement any amounts we receive under the propane swaps will be distributed, through the General Partner, to PL Manufacturing and the PL Manufacturing Members, and any amounts that we are required to pay under the propane swaps is expected to be contributed back to us as a capital contribution by PL Manufacturing and the PL Manufacturing Members.

While we do not receive any of the benefits of the propane swaps, we remain a party to the propane swaps, and are obligated to make payments to the propane swap counterparties as they come due and to post any collateral as required, under the terms of the propane swap agreement. To the extent that we make payments under the propane swaps, PL Manufacturing and the PL Manufacturing Members, through our General Partner, will be responsible for making quarterly capital contributions in an amount equal to the sum of all payments we make under the propane swaps during the applicable fiscal quarter or that we owe at the end of the quarter.

We expect that PL Manufacturing and the PL Manufacturing Members will fund their payment obligations primarily through quarterly distributions that they receive on common units that they own. Under the pledge agreement, the PL Manufacturing Members pledged to PL Manufacturing (as collateral agent) a number of common units such that at all times, the market value of all pledged units and all common units owned by PL Manufacturing that are subject to the omnibus agreement is equal to or greater than 10 times the mark-to-market value of the propane swaps, but in no event shall the number of pledged units be greater than the amount of units distributed to PL Manufacturing and the PL Manufacturing Members in connection with the IPO. The expected aggregate quarterly distributions payable on all pledged common units are expected to be sufficient to cover future payments under the propane swaps, plus an additional reserve.

## ***Initial Public Offering***

On May 4, 2012, our common units began trading on the NYSE under the symbol PDH. On May 9, 2012, we completed our IPO of 35,000,000 common units representing limited partner interests. Pursuant to a Registration Statement on Form S-1, as amended through the date of its effectiveness, we sold 1,500,000 common units, and Propylene Holdings LLC sold 33,500,000 common units at a price to the public of \$17.00 per common unit (\$15.98 per common unit, net of underwriting discounts). Immediately prior to the IPO, the outstanding limited partner interests in the Partnership were recapitalized into 139,000,000 common units pursuant to an amended and restated limited partnership agreement. We received net proceeds of approximately \$24.0 million from the sale of the common units, after deducting underwriting discounts. IPO costs totaled \$5.5 million. We did not receive any proceeds from the sale of common units by Propylene Holdings.



Table of Contents

***Prior Credit Facility***

We entered into a five-year credit facility agreement in June 2009 that included a \$150.0 million construction loan commitment and a \$55.0 million revolving credit facility (the prior credit facilities). On March 27, 2012, we refinanced and canceled the prior credit facilities with borrowings under our term loan facility.

***Credit Facilities***

On March 27, 2012, PL Propylene entered into a term loan facility of \$350.0 million and a revolving credit facility of \$120.0 million with Morgan Stanley Senior Funding, Inc. (the Agent), and the lenders party thereto (together, the credit facilities).

We drew \$350.0 million under our term loan facility and used (1) \$60.8 million to refinance and cancel our prior credit facility, (2) \$250.0 million to reimburse our Sponsors for construction capital expenditures and (3) approximately \$16.5 million to pay associated financing costs and debt discounts. We used the remaining amount (approximately \$22.7 million) for general working capital purposes. Borrowings under our revolving credit facility may be used to fund our working capital needs and for other general partnership purposes as necessary. We also have the right to add, subject to certain restrictions and conditions, incremental term loan and revolving credit facilities in an amount not to exceed \$50.0 million.

The credit facilities contain customary covenants for a financing of their type that limit, subject to certain exceptions, the incurrence of additional indebtedness, creation of liens on assets and the ability to dispose of assets, make restricted payments, investments or acquisitions, or enter into affiliate transactions. The credit facilities also contain certain customary events of default. As of December 31, 2012, we were in compliance with all covenants of the credit facilities and no default or event of default existed.

The credit facilities permit us to pay distributions to our unitholders if our fixed charge coverage ratio exceeds 1.75 to 1.00 and no default or event of default exists.

During 2012 we posted approximately \$40.0 million as cash collateral with the propane swaps counterparty. At December 31, 2012, we had \$120 million available for borrowing under our revolving credit facility.

***Interest Rate and Fees.*** Borrowings under our term loan facility and our revolving credit facility bear interest at a rate per annum based on an underlying base rate plus an applicable margin. The applicable margin for our term loan facility and our revolving credit facility ranges from 4.75% for loans bearing interest at the Alternate Base Rate to 5.75% for loans bearing interest at LIBOR. At December 31 2012, the interest rate on our term loan was based on LIBOR, subject to the LIBOR floor of 1.25%, resulting in a rate of 7%.

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The revolving credit facility also includes a commitment fee calculated at a rate per annum equal to 0.50% on the average daily unused portion of the commitments under the revolving credit facility. In addition, we pay an annual management fee for our term loan facility and our revolving credit facility. We are required to pay a participation fee equal to the applicable margin for LIBOR loans, and a fronting fee to lenders participating in any letter of credit, of 5.75%, and 0.125%, respectively.

*Prepayments.* The credit facilities contain provisions for prepayment penalties if we prepay, refinance or reprice the term loan prior to the third anniversary of the closing date, March 27, 2015. We may not prepay, refinance or reprice the term loan facility on or prior to the first anniversary of the closing date, March 27, 2013.

*Amortization and Final Maturity.* The term loan facility amortizes in aggregate amounts of 0.25% per fiscal quarter of the original principal amount and will mature on the fifth anniversary of the closing date, March 27, 2017. The revolving credit facility maturity date is September 27, 2016, at which time the revolving credit facility will terminate.

We entered into an interest rate protection agreement in July 2012 whereby we capped the three month LIBOR rate at 2.0% for up to \$115.5 million on our term loan. The agreement terminates on March 27, 2014.

### *Capital Spending*

During the year ended December 31, 2012, we incurred capital expenditures of \$25.4 million primarily for plant enhancements, repairs and modifications.

During the year ended December 31, 2011, we incurred capital expenditures of \$28.5 million primarily for plant modifications that have improved the operating efficiency of our facility.



Table of Contents

In 2010, we incurred \$187.5 million of capital expenditures to complete the construction of our facility which commenced operations in October 2010.

Our future capital spending will be determined by the board of directors of our General Partner. We currently plan to incur capital expenditures of approximately \$44.2 million during 2013 of which \$8.2 million relates to profit enhancement projects which were pre-funded by the pre-IPO investors. Also included in this amount is approximately \$7.7 million of normal recurring maintenance capital expenditures. We expect to undergo a plant turnaround in October 2013, at which time a significant activity will be to replace the reactor catalyst, which is required approximately every three years. At the time we commence the plant turnaround we expect to have sufficient cash available to fund the cost of the turnaround. Major planned turnaround costs will be deferred and amortized from the period incurred until the next turnaround.

Our estimated capital expenditures and planned major maintenance costs are subject to change due to unforeseen circumstances and unanticipated increases in the cost, scope and completion time. For example, we may experience increases in labor or equipment costs necessary to comply with government regulations or to complete projects that sustain or improve the profitability of our facility.

Maintenance capital expenditures and planned turnaround expenses will be funded using cash flow from operations. Other capital expenditures (including acquisitions and plant expansion capital expenditures), should we identify opportunities for such expenditures, may be funded using cash flow from operations or, if significant, will be funded by issuances of debt or equity. In addition to the capital costs associated with planned major maintenance or expansion projects at our facility, our production will be reduced during any period in which our facility is not operating. Our board of directors may elect to reserve amounts in the period(s) preceding such project(s) to fund the estimated capital costs, operating expenses and distributions for the lost margin associated with the loss of production in the period in which the project(s) are expected to occur. The actual costs and lost margin associated with such project(s) may, however, differ from the estimated amounts reserved.

**Cash Flows**

*Operating Activities*

Net cash provided by operating activities for the year ended December 31, 2012, was \$121.0 million. Although we had a net loss of \$56.7 million for the year ended December 31, 2012, our results reflect certain non-cash charges for equity-based compensation, depreciation, amortization and accretion, amortization of deferred financing costs and discount, loss on early extinguishment of debt and deferred income taxes totaling \$101.5 million. We also had non-cash unrealized losses on the propane swaps of \$61.4 million. We also had cash flows from operations due to a change in working capital. The change in working capital is partially due to our posting of \$40.0 million as cash collateral for the propane swaps, which is reported as a current asset in our consolidated balance sheet. The change in working capital was also due to our restricted cash decreasing by \$34.9 million from 2011. Restrictions on our cash balances were lifted in 2012 in connection with the refinancing of our prior credit facility making the cash available for working capital.

Net cash provided by operating activities for the year ended December 31, 2011, was \$84.6 million. This positive cash flow from operating activities was primarily attributable to net income of \$21.9 million plus non-cash charges totaling \$107.5 million, which include equity-based compensation expense, depreciation, amortization and accretion expense as well as amortization of deferred financing costs, unrealized loss on derivatives and deferred income tax expense, reduced by an increase in restricted cash of \$28.0 million and an increase in working capital of

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\$16.8 million. The increase in restricted cash included the establishment of a major maintenance reserve of \$3.0 million as required by our prior credit facility.

Table of Contents

Net cash used in operating activities for the year ended December 31, 2010, was \$53.2 million. This negative cash flow from operating activities was primarily attributable to increases in accounts receivable and inventory and a decrease in accounts payable combined with our loss from operations.

***Investing Activities***

Net cash used in investing activities for the year ended December 31, 2012, was \$37.6 million, resulting from capital expenditures for our facility of \$25.4 million and the purchase of additional emissions credits for \$9.3 million and additional licensing fees of \$2.9 million for the licensed technology used in our propylene production process due to our increased capacity.

Net cash used in investing activities for the year ended December 31, 2011, was \$28.5 million as a result of capital expenditures for our facility.

Net cash used in investing activities for the year ended December 31, 2010 was \$157.4 million related to capital expenditures in connection with construction of our facility.

***Financing Activities***

Net cash used in financing activities for the year ended December 31, 2012, was \$52.0 million. Our cash flows used in financing activities were primarily due to the full repayment of \$145.1 million on our former debt facility, distributions to our sponsors totaling \$250.0 million and cash distributions to unitholders of \$65.6 million. Cash distributions to unitholders were reduced by the reimbursement of \$47.0 million for realized losses on the propane swaps by the PL Manufacturing Members. We also received \$343.0 million in proceeds from the term debt in 2012. Concurrent with the refinancing, we were able to release a debt service reserve of \$10.9 million that had been set aside under the terms of the former credit facility. During the period from the date of the refinancing to December 31, 2012, we borrowed and repaid \$42.7 million under our revolving credit facility and repaid principal of \$2.6 million on our term loan facility. We also received proceeds of approximately \$24.0 million from the IPO. Additionally, we incurred deferred financing costs of \$13.5 million related to the refinancing of our debt and the IPO.

Net cash used in financing activities for the year ended December 31, 2011 was \$56.1 million. Our negative cash flows from financing activities were primarily due to the net repayment of \$44.4 million on our prior revolving credit facility and term loan during the year ended December 31, 2011 as well as the establishment of a debt service reserve of \$10.9 million as required by our prior credit agreement. We also incurred \$3.2 million in deferred financing costs primarily related to our IPO, and we received member contributions of \$2.3 million during the year ended December 31, 2011.

Net cash provided by financing activities for the year ended December 31, 2010, was \$210.7 million. Net cash provided by financing activities resulted from proceeds from member capital contributions and proceeds from debt borrowings under our prior credit facility.

**Contractual Obligations**

The following table sets forth our contractual obligations for the periods indicated as of December 31, 2012:

	Total	Payments Due by Period					Thereafter
		2013	2014	2015	2016	2017	
Bank Debt(1)	\$ 347.4	\$ 3.5	\$ 3.5	\$ 3.5	\$ 3.5	\$ 333.4	\$
Purchase Obligations(2)	7.6	2.3	1.0	0.6	0.7	0.7	2.3
Asset Retirement Obligations(3)	1.3						1.3
Lease Obligations(4)	2.1	0.4	0.4	0.4	0.4	0.4	0.1
Total	\$ 358.4	\$ 6.2	\$ 4.9	\$ 4.5	\$ 4.6	\$ 334.5	\$ 3.7

Table of Contents

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(1) Represents principal payments on our term loan through its maturity in March 2017. Amounts do not include interest at a variable rate per annum based on underlying base rate plus an applicable margin. The applicable margin for the term loan facility and the revolving credit facility ranges from 4.75% for loans bearing interest at the Alternate Base Rate to 5.75% for loans bearing interest at LIBOR. At December 31, 2012, the interest rate on the term loan was based on LIBOR, subject to the LIBOR floor of 1.25%, resulting in a rate of 7%.

(2) Represents the aggregate minimum purchase commitments pursuant to a nitrogen supply contract and a propylene storage contract. We also have contracts to purchase propane and other raw materials used in the production of propylene which do not specify any minimum quantities to be purchased, and accordingly, this table does not reflect amounts that may be payable under these contracts.

(3) Represents amounts to be incurred in connection with the retirement of the facility at the end of its life. The amount included herein reflects the amount recorded in our December 31, 2012, consolidated financial statements and does not include the effects of inflation. Our recorded asset retirement obligation will be accreted over time until it is equivalent to the anticipated ultimate cash retirement cost.

(4) Represents our future lease obligations due under a lease for office space.

**Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements as such term is defined within the rules and regulations of the SEC.

**Item 7A Quantitative and Qualitative Disclosures About Market Risk**

Market risk represents the risk of loss that may impact our financial position, results of operations or cash flows due to adverse changes in financial and commodity market prices and rates. Given that our business is currently based entirely in the U.S., we are not directly exposed to foreign currency exchange rate risk.

***Commodity Price Risk***

Our business activities expose us to risks associated with unfavorable changes in the market price of propylene and propane. Commencing October 2011, we began entering into the propane swaps with the intent of reducing volatility in our cash flows due to fluctuations in the price of propane, our sole feedstock. Under the terms of the propane swaps, for a portion of our propane consumption, we locked in the price of propane as a fixed percentage of the price of Brent crude oil (the contractual percentage). Beginning in January 2012, and at the conclusion of each subsequent month, a calculation is performed to determine the average actual price of propane for that month as a percentage of the average actual price of Brent crude oil for that month (the actual percentage). If the actual percentage exceeds the contractual percentage under the propane swaps, we are owed a sum by the propane swaps counterparty. If the contractual percentage exceeds the actual percentage under the propane swaps, we owe a sum to the propane swaps counterparty.

Upon the closing of the IPO, we entered into the omnibus agreement and the pledge agreement, pursuant to which PL Manufacturing and the PL Manufacturing Members, through our General Partner, assumed all of our benefits and obligations under the propane swaps. Under the omnibus

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agreement and the pledge agreement, any amounts received by us under the propane swaps will be distributed, through our General Partner, to PL Manufacturing and the PL Manufacturing Members, and any amounts that we are required to pay under the propane swaps are expected to be contributed back to us as a capital contribution by the PL Manufacturing Members. While we will not receive any of the benefits of the propane swaps, we remain a party to the propane swaps, and are obligated to make payments to the propane swap counterparties as they come due. During 2012, we received cumulative capital contributions from PL Manufacturing and the PL Manufacturing Members of \$47.0 million, an amount equal to for payments we made under the propane swaps subsequent to the IPO. At December 31, 2012, we recorded a receivable of \$31.9 million from PL Manufacturing and the PL Manufacturing Members for the realized losses on the propane swaps for the three months ended December 31, 2012.

### *Interest Rate Risk*

As required by our term loan facility, we entered into an interest rate protection agreement in July 2012. Additionally, our management will continue to monitor whether financial derivatives become available which could effectively hedge identified risks. In the future, management may elect to use derivative financial instruments consistent with our overall business objectives to avoid unnecessary risk and to limit, to the extent practical, risks associated with our operating activities.

Table of Contents

**Item 8. Financial Statements and Supplementary Data.**

**Report of Independent Registered Public Accounting Firm**

The Board of Directors of PetroLogistics GP

General Partner of PetroLogistics LP

and the Common Unitholders of PetroLogistics LP

We have audited the accompanying consolidated balance sheets of PetroLogistics LP (the Partnership) as of December 31, 2012 and 2011, and the related consolidated statements of comprehensive income (loss), changes in partners' capital, and cash flows for each of the three years in the period ended December 31, 2012. These financial statements are the responsibility of the Partnership's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Partnership's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Partnership's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of PetroLogistics LP at December 31, 2012 and 2011, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2012, in conformity with U.S. generally accepted accounting principles.

/s/ Ernst & Young LLP

Houston, Texas  
March 8, 2013

Table of Contents**PETROLOGISTICS LP****CONSOLIDATED BALANCE SHEETS**

(In thousands, except unit data)

	December 31,	
	2012	2011
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 31,434	\$ 1
Restricted cash		45,808
Accounts receivable	53,578	42,374
Accounts receivable, related party	31,893	
Inventory	10,129	20,283
Prepaid expenses and other current assets	41,038	5,172
Derivative assets, current	2,386	
Total current assets	170,458	113,638
Property, plant, and equipment, net	595,271	603,127
Intangible asset, net	22,467	10,757
Derivative assets		6,178
Deferred financing costs and other assets	9,883	7,798
Total assets	\$ 798,079	\$ 741,498
<b>Liabilities and partners' capital</b>		
Current liabilities:		
Accounts payable	\$ 42,211	\$ 28,167
Accounts payable, related parties	250	2,526
Accrued liabilities	14,730	6,370
Deferred revenue	2,469	4,680
Derivative liabilities	65,439	7,845
Bank debt, current	3,500	145,115
Total current liabilities	128,599	194,703
Long-term debt	337,794	
Asset retirement obligation	1,274	1,180
Deferred income taxes	543	832
Total liabilities	468,210	196,715
Commitments and contingencies		
Net Predecessor equity		544,783
Partners' capital (139,000,000 common units issued and outstanding at December 31, 2012)	329,869	
Total liabilities and partners' capital	\$ 798,079	\$ 741,498

See accompanying notes





Table of Contents**PETROLOGISTICS LP****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)****(In thousands, except units and per unit data)**

	<b>Year Ended December 31,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
Sales	\$ 750,653	\$ 614,927	\$ 30,351
Cost of sales	528,613	496,809	41,836
Gross profit	222,040	118,118	(11,485)
General and administrative expense	66,209	73,365	22,884
Development expense	11,637		
Management fee	667	2,000	
Loss on derivatives, net	166,281	1,667	
Operating income (loss)	(22,754)	41,086	(34,369)
Interest expense, net	(26,156)	(17,853)	(5,418)
Loss on early extinguishment of debt	(7,018)		
Other income	7	63	52
Income (loss) before income tax expense	(55,921)	23,296	(39,735)
Income tax expense	(753)	(1,372)	
Net income (loss)	\$ (56,674)	\$ 21,924	(39,735)
Comprehensive income (loss)	\$ (56,674)	\$ 21,924	\$ (39,735)
Net income subsequent to initial public offering	\$ 54,218		
Net income per common unit - basic and diluted (1)	\$ 0.39		
Weighted average number of common units outstanding - basic and diluted	139,000,000		

(1) Represents net income per common unit since the closing of the Partnership's initial public offering on May 9, 2012. See Note 3 to the consolidated financial statements.

See accompanying notes.

Table of Contents**PETROLOGISTICS LP****CONSOLIDATED STATEMENTS OF CHANGES IN PARTNERS CAPITAL**

(In thousands)

	Net Predecessor Equity	General Partner	Partners Capital Limited Partners Common Unitholders	Total Partners Capital
Balance, December 31, 2009	\$ 365,490	\$	\$	\$ 365,490
Member contributions	115,897			115,897
Equity-based compensation	14,483			14,483
Net loss	(39,735)			(39,735)
Balance, December 31, 2010	456,135			456,135
Member contributions	2,341			2,341
Equity-based compensation	64,383			64,383
Net income	21,924			21,924
Balance, December 31, 2011	544,783			544,783
Distribution to Sponsors	(250,000)			(250,000)
Equity-based compensation	11,480			11,480
Net loss attributable to the period January 1, 2012 through May 8, 2012	(110,892)			(110,892)
Allocation of net Sponsors investment to unitholders	(195,371)		195,371	
Initial public offering proceeds, net of underwriter discount			23,970	23,970
Offering costs			(5,540)	(5,540)
Equity-based compensation			45,920	45,920
Contribution resulting from cancellation of Sponsor administrative agreement			2,667	2,667
Cash distributions			(65,603)	(65,603)
PL Manufacturing LLC and PL Manufacturing members contributions for realized losses on derivatives			78,866	78,866
Net income attributable to the period May 9, 2012 through December 31, 2012			54,218	54,218
Balance, December 31, 2012	\$	\$	\$ 329,869	\$ 329,869

See accompanying notes.

Table of Contents

**PETROLOGISTICS LP**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In thousands)

	2012	Year Ended December 31, 2011	2010
<b>Operating activities</b>			
Net income (loss)	\$ (56,674)	\$ 21,924	\$ (39,735)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operations:			