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Penn Virginia GP Holdings, L.P.
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Penn Virginia GP Holdings, L.P.

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FOR IMMEDIATE RELEASE

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PENN VIRGINIA GP HOLDINGS, L.P. ANNOUNCES

FOURTH QUARTER AND FULL-YEAR 2010 RESULTS

RADNOR, PA February 9, 2011 . . . Penn Virginia GP Holdings, L.P. (NYSE: PVG) today reported financial results for the three months and the full-year ended December 31, 2010.

Distributable cash, a non-GAAP (generally accepted accounting principles) measure, was \$15.2 million for the three months ended December 31, 2010, an increase of \$0.4 million, or three percent, from the prior year quarter. Net income attributable to PVG was \$9.9 million, or \$0.25 per limited partner unit, as compared to \$12.5 million, or \$0.32 per limited partner unit, in the prior year quarter.

For the year ended December 31, 2010, distributable cash was \$61.0 million, as compared to \$59.4 million in 2009. Net income attributable to PVG was \$37.1 million, or \$0.95 per limited partner unit, as compared to \$37.9 million, or \$0.97 per limited partner unit, in 2009.

Reconciliations of distributable cash to GAAP-based measures appear in the financial tables later in this release.

As previously announced, PVG will pay a quarterly cash distribution of \$0.39 per limited partner unit, on February 22, 2011 to unitholders of record as of February 15, 2011. The distribution equates to an annualized rate of \$1.56 per unit, and represents a \$0.01 per unit, or three percent, increase over the \$0.38 per unit distribution paid in the same quarter of 2009.

We own the general partner, including the incentive distribution rights, and are the largest limited partner unitholder of Penn Virginia Resource Partners, L.P. (NYSE: PVR), and we report our financial results on a consolidated basis with the financial results of PVR. We currently have no separate operating activities other than those conducted by PVR and derive our cash flow solely from cash distributions received from PVR.

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Financial and operational updates, as well as full-year 2011 guidance for PVR and its coal and natural resource management and natural gas midstream segments, are discussed in more detail in PVR's news release dated February 9, 2011 (please visit PVR's website, www.pvresource.com, under "For Investors" for a copy of the release).

Fourth Quarter 2010 Financial and Operational Results Conference Call

A joint conference call and webcast for PVR and PVG, during which management will discuss fourth quarter 2010 financial and operational results, is scheduled for Thursday, February 10, 2011 at 11:00 a.m. ET. Prepared remarks by William H. Shea, Jr., Chief Executive Officer and other members of management, will be followed by a question and answer period. Interested parties may participate via phone by dialing 800-860-2442 (international 412-858-4600) five to ten minutes before the scheduled start of the conference call (reference the Penn Virginia Resource Partners call), or listen via

webcast by logging on to our website, www.pvgpholdings.com, or PVR's website, www.pvresource.com, at least 15 minutes prior to the scheduled start of the call to download and install any necessary audio software. An on-demand replay of the conference call will be available on both websites shortly after the conclusion of the call. A telephonic replay of the call will be available through February 17 by dialing 877-344-7529 (international: 412-317-0088) and using conference playback number 447680.

PVR and PVG have filed a joint proxy statement/prospectus and other documents with the SEC in relation to their proposed merger. Investors are urged to read these documents carefully because they contain important information regarding PVR, PVG, and the transaction. A definitive joint proxy statement/prospectus and joint proxy statement/prospectus supplement has been sent to unitholders of PVR and PVG seeking their approvals as contemplated by the Merger Agreement. Investors may obtain a free copy of the joint proxy statement/prospectus, joint proxy statement/prospectus supplement and other documents containing information about PVR and PVG, without charge, at the SEC's website at www.sec.gov. Copies of the joint proxy statement/prospectus and the SEC filings incorporated by reference in the joint proxy statement/prospectus may also be obtained free of charge by contacting Investor Relations at (610) 975-8204 or invest@pvrpartners.com or by accessing www.pvresource.com or www.pvgpholdings.com.

PVR, PVG, and the officers and directors of the general partner of each partnership may be deemed to be participants in the solicitation of proxies from their security holders. Information about these entities and persons can be found in PVR's and PVG's Annual Reports on Form 10-K for the year ended December 31, 2009. Additional information about such entities and persons may also be obtained from the joint proxy statement/prospectus.

Penn Virginia GP Holdings, L.P. (NYSE: PVG) is a publicly traded limited partnership which owns the general partner interest, all of the incentive distribution rights and an approximate 37 percent limited partner interest in PVR, a manager of coal and natural resource properties and related assets and the operator of a midstream natural gas gathering and processing business.

For more information about us, please visit our website at www.pvgpholdings.com. For more information about PVR, please visit its website at www.pvresource.com.

Certain statements contained herein and incorporated herein by reference to the PVR news release dated February 9, 2011 that are not descriptions of historical facts are forward-looking statements by PVR within the meaning of the Federal Securities Laws. Because such statements include risks, uncertainties and contingencies, actual results may differ materially from those expressed or implied by such forward-looking statements. These risks, uncertainties and contingencies are discussed in more detail in PVR's news release dated February 9, 2011 and in our press releases and public periodic filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the year ended December 31, 2009 and our most recent Quarterly Reports on Form 10-Q. Many of the factors that will determine PVR's and, therefore, our future results are beyond the ability of management to control or predict. Readers should not place undue reliance on forward-looking statements, which reflect management's views only as of the date hereof. We undertake no obligation to revise or update any forward-looking statements, or to make any other forward-looking statements, whether as the result of new information, future events or otherwise.

PENN VIRGINIA GP HOLDINGS, L.P.

CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS - unaudited

(dollars in thousands, except per unit data)

| | Three Months Ended December 31, | | Year Ended December 31, | |
|--|------------------------------------|------------|----------------------------|------------|
| | 2010 | 2009 | 2010 | 2009 |
| Revenues | | | | |
| Natural gas midstream | \$ 204,802 | \$ 155,907 | \$ 702,164 | \$ 504,789 |
| Coal royalties | 32,261 | 29,987 | 130,349 | 120,435 |
| Coal services | 1,854 | 1,830 | 7,830 | 7,332 |
| Other | 6,480 | 7,177 | 23,793 | 24,148 |
| Total revenues | 245,397 | 194,901 | 864,136 | 656,704 |
| Expenses | | | | |
| Cost of gas purchased | 162,702 | 121,454 | 577,813 | 406,583 |
| Operating | 11,926 | 9,492 | 44,243 | 38,788 |
| General and administrative | 10,228 | 7,413 | 44,595 | 33,662 |
| Impairments | | 1,511 | | 1,511 |
| Depreciation, depletion and amortization | 21,117 | 18,264 | 75,900 | 70,235 |
| Total expenses | 205,973 | 158,134 | 742,551 | 550,779 |
| Operating income | 39,424 | 36,767 | 121,585 | 105,925 |
| Other income (expense) | | | | |
| Interest expense | (10,223) | (6,167) | (35,591) | (24,653) |
| Interest income and other | 32 | 333 | 686 | 1,353 |
| Derivatives | (10,979) | (7,709) | (22,493) | (19,714) |
| Net income | 18,254 | 23,224 | 64,187 | 62,911 |
| Net income attributable to noncontrolling interests | (8,372) | (10,705) | (27,043) | (25,032) |
| Net income attributable to Penn Virginia GP Holdings, L.P. | \$ 9,882 | \$ 12,519 | \$ 37,144 | \$ 37,879 |
| Net income per limited partner unit, basic and diluted | \$ 0.25 | \$ 0.32 | \$ 0.95 | \$ 0.97 |
| Weighted average number of units outstanding, basic and diluted (in thousands) | 39,075 | 39,075 | 39,075 | 39,075 |
| Other data: | | | | |
| Coal and natural resource management segment: | | | | |
| Coal royalty tons (in thousands) | 8,867 | 8,456 | 34,512 | 34,330 |
| Average coal royalties (\$ per ton) | \$ 3.64 | \$ 3.55 | \$ 3.78 | \$ 3.51 |
| Natural gas midstream segment: | | | | |
| System throughput volumes (MMcf) | 36,583 | 27,902 | 129,703 | 121,335 |
| Gross margin (in thousands) | \$ 42,100 | \$ 34,453 | \$ 124,351 | \$ 98,206 |

PENN VIRGINIA GP HOLDINGS, L.P.

CONDENSED CONSOLIDATED BALANCE SHEETS - unaudited

(in thousands)

| | December 31, 2010 | December 31, 2009 |
|--|----------------------|----------------------|
| Assets | | |
| Cash and cash equivalents | \$ 15,964 | \$ 19,314 |
| Accounts receivable | 97,787 | 82,321 |
| Derivative assets | | 1,331 |
| Other current assets | 5,900 | 4,816 |
| Total current assets | 119,651 | 107,782 |
| Property, plant and equipment, net | 971,046 | 900,844 |
| Other long-term assets | 213,508 | 210,437 |
| Total assets | \$ 1,304,205 | \$ 1,219,063 |
| Liabilities and partners' capital | | |
| Accounts payable and accrued liabilities | \$ 103,845 | \$ 71,233 |
| Deferred income | 4,360 | 3,839 |
| Derivative liabilities | 19,516 | 11,251 |
| Total current liabilities | 127,721 | 86,323 |
| Derivative liabilities | 5,107 | 4,285 |
| Other long-term liabilities | 28,727 | 22,752 |
| PVR senior notes | 300,000 | |
| PVR revolving credit facility | 408,000 | 620,100 |
| PVG partners' capital | 213,805 | 249,696 |
| Noncontrolling interests in PVR | 220,845 | 235,907 |
| Total liabilities and partners' capital | \$ 1,304,205 | \$ 1,219,063 |

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS - unaudited

(in thousands)

| | Three Months Ended December 31, | | Year Ended December 31, | |
|---|------------------------------------|-----------|----------------------------|-----------|
| | 2010 | 2009 | 2010 | 2009 |
| Cash flows from operating activities | | | | |
| Net income | \$ 18,254 | \$ 23,224 | \$ 64,187 | \$ 62,911 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | | |
| Depreciation, depletion and amortization | 21,117 | 18,264 | 75,900 | 70,235 |
| Impairments | | 1,511 | | 1,511 |
| Commodity derivative contracts: | | | | |
| Total derivative (gains) losses included in net income | 10,979 | 8,466 | 23,583 | 22,700 |
| Cash receipts (payments) to settle derivatives for period | (3,582) | (1,135) | (10,075) | 3,000 |
| Non-cash interest expense | 1,035 | 1,242 | 5,278 | 4,391 |
| Non-cash unit-based compensation | 148 | 269 | 6,172 | 1,769 |
| Equity earnings, net of distributions | 774 | (81) | 3,274 | (2,537) |
| Other | (153) | (73) | (875) | (1,003) |

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| | | | | |
|--|-----------|-----------|-----------|-----------|
| Changes in operating assets and liabilities | (10,953) | (8,303) | 11,006 | (4,763) |
| Net cash provided by operating activities | 37,619 | 43,384 | 178,450 | 158,214 |
| Cash flows from investing activities | | | | |
| Acquisitions, net of cash acquired | (7,006) | (70) | (24,876) | (29,580) |
| Additions to property, plant and equipment | (41,267) | (7,316) | (99,240) | (51,097) |
| Other | 344 | 275 | 1,329 | 1,147 |
| Net cash used in investing activities | (47,929) | (7,111) | (122,787) | (79,530) |
| Cash flows from financing activities | | | | |
| Distributions to partners | (30,621) | (30,153) | (122,024) | (120,450) |
| Proceeds from PVR issuance of senior notes | | | 300,000 | |
| Proceeds from (repayments of) revolving credit facility, net | 43,000 | (8,000) | (212,100) | 52,000 |
| Purchase of PVR limited partner units | | | (1,092) | |
| Debt issuance costs | (4,620) | | (23,797) | (9,258) |
| Net cash provided by (used in) financing activities | 7,759 | (38,153) | (59,013) | (77,708) |
| Net increase (decrease) in cash and cash equivalents | (2,551) | (1,880) | (3,350) | 976 |
| Cash and cash equivalents - beginning of period | 18,515 | 21,194 | 19,314 | 18,338 |
| Cash and cash equivalents - end of period | \$ 15,964 | \$ 19,314 | \$ 15,964 | \$ 19,314 |

PENN VIRGINIA GP HOLDINGS, L.P.

CERTAIN NON-GAAP FINANCIAL MEASURES - unaudited

(in thousands, except per unit data)

The following tables present the calculation of distributable cash to PVG and reconciliation of net income attributable to PVG with respect to the three months and years ended December 31, 2010 and 2009:

| Calculation of Non-GAAP Distributable cash | Three Months Ended December 31, | | Year Ended December 31, | |
|---|------------------------------------|------------------|----------------------------|------------------|
| | 2010 | 2009 | 2010 | 2009 |
| Distributable cash (a): | | | | |
| Cash distributions to be received from PVR associated with: | | | | |
| 2% general partner interest | \$ 502 | \$ 497 | \$ 2,004 | \$ 1,988 |
| General partner incentive distribution rights | 6,093 | 6,035 | 24,325 | 24,140 |
| PVR common units | 9,230 | 9,206 | 36,896 | 36,824 |
| Total cash to be received from PVR | \$ 15,825 | \$ 15,738 | \$ 63,225 | \$ 62,952 |
| Deduct: Net expenses of PVG on a stand-alone basis (b) | (1,519) | (377) | (4,271) | (2,304) |
| Cash reserve for working capital | 933 | (513) | 2,002 | (1,256) |
| Distributable cash (c) | \$ 15,239 | \$ 14,848 | \$ 60,956 | \$ 59,392 |
| Cash distributions to be paid to partners of PVG | | | | |
| To Penn Virginia Corporation | | 7,629 | 3,443 | 38,116 |
| To public unitholders | 15,239 | 7,219 | 57,513 | 21,276 |
| Total cash distributions to be paid | \$ 15,239 | \$ 14,848 | \$ 60,956 | \$ 59,392 |
| Distribution per limited partner unit (paid in subsequent period) | \$ 0.39 | \$ 0.38 | \$ 1.56 | \$ 1.52 |
| Weighted-average units outstanding, basic and diluted | 39,075 | 39,075 | 39,075 | 39,075 |

- (a) The distributable cash is presented on basis as to what is expected to be received from PVR cash distributions paid in the subsequent periods, but earned in the current periods.
- (b) Estimated net expenses of PVG, which represent general and administrative expenses, partially offset by interest income.
- (c) Distributable cash represents cash distributions received from PVR, minus our net expenses, minus cash reserve for working capital. Distributable cash is presented because we believe it is a useful adjunct to net income under GAAP. Distributable cash is a significant liquidity metric which is an indicator of our ability to pay quarterly cash distributions to our limited partners. Distributable cash is also the quantitative standard used throughout the investment community with respect to publicly traded partnerships. Distributable cash is not a measure of financial performance under GAAP and should not be considered as an alternative to cash flows from operating, investing or financing activities, as an indicator of cash flows, as a measure of liquidity or as an alternative to net income.

PENN VIRGINIA GP HOLDINGS, L.P.

QUARTERLY SEGMENT INFORMATION - unaudited

(in thousands)

| | Coal and Natural Resource Management | | | |
|--|--------------------------------------|------------------|----------------------------|------------------|
| | Three Months Ended December 31, | | Year Ended December 31, | |
| | 2010 | 2009 | 2010 | 2009 |
| Revenues | | | | |
| Coal royalties | \$ 32,261 | \$ 29,987 | \$ 130,349 | \$ 120,435 |
| Coal services | 1,854 | 1,830 | 7,830 | 7,332 |
| Timber | 1,773 | 1,371 | 6,261 | 5,726 |
| Oil and gas royalties | 651 | 688 | 2,651 | 2,471 |
| Other | 1,399 | 2,149 | 5,397 | 8,636 |
| Total revenues | 37,938 | 36,025 | 152,488 | 144,600 |
| Expenses | | | | |
| Operating | 3,767 | 2,481 | 11,437 | 9,692 |
| General and administrative | 3,827 | 3,264 | 17,046 | 14,539 |
| Impairments | | 1,511 | | 1,511 |
| Depreciation, depletion and amortization | 8,728 | 7,773 | 30,873 | 31,330 |
| Total expenses | 16,322 | 15,029 | 59,356 | 57,072 |
| Operating income | \$ 21,616 | \$ 20,996 | \$ 93,132 | \$ 87,528 |
| Additions to property, plant and equipment and acquisitions | \$ 7,468 | \$ 206 | \$ 25,751 | \$ 2,252 |
| Natural Gas Midstream | | | | |
| | Three Months Ended December 31, | | Year Ended December 31, | |
| | 2010 | 2009 | 2010 | 2009 |
| Revenues | | | | |
| Natural gas midstream | \$ 204,802 | \$ 155,907 | \$ 702,164 | \$ 504,789 |
| Other | 2,657 | 2,969 | 9,484 | 7,315 |
| Total revenues | 207,459 | 158,876 | 711,648 | 512,104 |
| Expenses | | | | |
| Cost of gas purchased | 162,702 | 121,454 | 577,813 | 406,583 |
| Operating | 8,159 | 7,011 | 32,806 | 29,096 |
| General and administrative | 4,878 | 3,750 | 23,235 | 16,746 |
| Depreciation, depletion and amortization | 12,389 | 10,491 | 45,027 | 38,905 |
| Total expenses | 188,128 | 142,706 | 678,881 | 491,330 |
| Operating income | \$ 19,331 | \$ 16,170 | \$ 32,767 | \$ 20,774 |
| Additions to property, plant and equipment and acquisitions | \$ 40,805 | \$ 7,180 | \$ 98,365 | \$ 78,425 |

| | Other | |
|--|------------------------------------|----------------------------|
| | Three Months Ended December 31, | Year Ended December 31, |

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| | 2010 | 2009 | 2010 | 2009 |
|--|-------------------|-----------------|-------------------|-------------------|
| Expenses | | | | |
| General and administrative | 1,523 | 399 | 4,314 | 2,377 |
| Total expenses | 1,523 | 399 | 4,314 | 2,377 |
| Operating income (loss) | \$ (1,523) | \$ (399) | \$ (4,314) | \$ (2,377) |
| Additions to property, plant and equipment and acquisitions | \$ | \$ | \$ | \$ |