

Revised and Re-adopted 7/22/2014

SUBURBAN PROPANE PARTNERS, L.P.

CHARTER OF THE AUDIT COMMITTEE

The management of Suburban Propane Partners L.P. (the “Partnership”) is responsible for the preparation, integrity and objectivity of the Partnership’s financial statements in accordance with accounting principles generally accepted in the United States of America (“GAAP”) and for establishing and maintaining a system of internal accounting and disclosure controls. It is the responsibility of the Partnership's independent registered public accounting firm to express an opinion as to whether the financial statements present fairly, in all material respects, the financial position and results of operations and cash flows in conformity with GAAP based upon their audit and also to express an opinion as to whether the Partnership maintained effective internal control over financial reporting as required by Section 404 under the Sarbanes-Oxley Act of 2002. The Audit Committee is a standing committee of the Board of Supervisors (the “Board”) and shall provide a direct and independent line of communication between the internal auditor, the independent registered public accountants, and the Board. Its primary function is to assist the Board in fulfilling its oversight responsibilities relating to (a) the integrity of the Partnership’s financial statements and internal control over financial reporting; (b) the Partnership’s compliance with applicable laws, regulations, and the code of conduct; (c) review and approval of related person transactions; (d) engagement, independence, qualifications, compensation and performance of the independent registered public accountants; and (e) the performance of the internal audit function. The Audit Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Partnership and may retain, at the expense of the Partnership, outside counsel, the independent registered public accountants or any other auditors or experts to assist it.

Membership

The Audit Committee shall be comprised of at least three non-executive, independent members of the Board all of whom in the judgment of the Board meet the standards of independence and other qualifications established by the Sarbanes-Oxley Act of 2002, the Securities and Exchange Commission (the “SEC”) and the New York Stock Exchange (the “NYSE”). All members of the Audit Committee must, in the judgment of the Board, be familiar with basic finance and accounting practices and be able to read and understand financial statements and be familiar with the Partnership’s financial statements. In addition, at least one member of the Audit Committee shall, in the judgment of the Board, have the necessary accounting or financial management expertise in accordance with the NYSE listing standards, and at least one member of the Audit Committee (who may be the same member) shall be considered an “Audit Committee Financial Expert” as defined in Item 407(d)(5)(ii) of Regulation S-K.

The Board shall appoint the members of the Audit Committee on an annual basis or until their successors shall be duly elected and qualified. The Board also may fill interim vacancies and

remove and replace any member of the Audit Committee at any time. The Board shall designate one member to serve as Chair of the Audit Committee. If the Board does not designate a Chair, the members of the Audit Committee may designate a Chair by majority vote.

If a member serves on the audit committee of any public company, the member must so inform the Audit Committee. If a member simultaneously serves on the audit committee of more than two public companies (in addition to this Audit Committee), the Board must affirmatively determine that such simultaneous service would not impair the ability of such member to effectively serve on the Audit Committee.

Duties and Responsibilities

The following shall be the usual recurring activities of the Audit Committee in carrying out its oversight responsibility. These activities are set forth as a guide with the understanding that the Audit Committee may revise them (consistent with the applicable law and rules and regulations promulgated by the SEC, the NYSE or other regulatory authority) as particular circumstances warrant.

Specifically, the Audit Committee shall:

1. Select, retain, evaluate, compensate, oversee, and terminate when appropriate, any independent registered public accountants engaged by the Partnership (which accountants shall report directly to the Audit Committee) for the purpose of preparing or issuing an audit report or related work, or performing other audit, review or attest services, in a manner that is consistent with the standards of independence and other qualifications established by the Sarbanes-Oxley Act, the Public Company Accounting Oversight Board (“PCAOB”), the SEC and the NYSE, and pre-approve the fees to be paid to the independent registered public accountants for all audit services.
2. Pre-approve all audit services and permissible audit-related and non-audit services to be performed by the independent registered public accountants and establish policies and procedures for the engagement of the independent registered public accountants to provide permitted audit and non-audit services.
3. At least annually, review and confirm the independence of the independent registered public accountants by obtaining written statements (as required by the PCAOB in Rule 3526) from the independent registered public accountants concerning any relationships between the independent registered public accountants and the Partnership or any other relationships, including the provision of non-audit services, that may adversely affect the independence of the auditors and assess the independence of the independent registered public accountants.
4. At least annually, obtain and review a report by the independent registered public accountants describing: (a) the firm’s internal quality-control procedures; and (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional

authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.

5. Review and approve the appointment or replacement and annual compensation of the Partnership's internal auditor.
6. Review, at least annually, the scope and plan for the external audit and the scope and plan of the work to be done by the Internal Audit Department, as well as any changes in scope during the year.
7. Receive periodic reports from the Chief Financial Officer or the Chief Accounting Officer on accounting and reporting developments, particularly those for which there is a proposal for significant change to the Partnership's accounting policies or reporting.
8. Review and discuss the Partnership's earnings press releases prior to their release. Review Partnership policies with respect to earnings press releases, financial information and earnings guidance (including the presentation of any non-GAAP measures) provided to analysts and rating agencies.
9. Discuss the Partnership's annual audited financial statements and quarterly financial statements with management and the independent registered public accountants prior to filing with the SEC, including:
 - The Partnership's annual financial statements and related footnotes and the independent registered public accounting firm's report thereon, as well as disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and recommend to the Board whether to include the audited financial statements in the Partnership's Form 10-K.
 - The Partnership's quarterly financial statements and related footnotes, as well as disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and recommend to the Board whether to include the quarterly financial statements in the Partnership's Form 10-Q.
 - Any difficulties or disputes with management encountered by the independent registered public accountants during the course of the audit or interim reviews and any instances of consultations by the Partnership's management with other accountants on the application of accounting principles.
 - Any material changes in accounting principles or practices used in preparing the financial statements prior to the filing of a report on Form 10-K or 10-Q with the SEC.
 - Any material off-balance sheet financing and any other material financial arrangement that does not appear in the financial statements of the Partnership.

- The critical accounting policies and estimates used in preparing the financial statements of the Partnership.
 - Any fraud, whether or not material, that involves management or other employees who have a significant role in the Partnership's internal control over financial reporting or disclosure controls and procedures.
 - Other matters related to the conduct of the external audit, which are required to be communicated to the Audit Committee under PCAOB Auditing Standard No. 16, Communications with Audit Committees and Auditing Standard No. 18, Related Parties, as in effect at that time in the case of the annual financial statements.
 - Other matters related to the Partnership's interim financial results to be included in the quarterly reports to be filed with the SEC and the matters to be communicated under PCAOB AU 722, Interim Financial Information.
 - Any material written communication between management and the independent registered public accountants.
10. Consider and review with management, the independent registered public accountants, and the internal auditor the adequacy and effectiveness of the Partnership's system of internal control over financial reporting, disclosure controls and procedures, and the safeguarding of assets. Discuss with the independent registered public accountants any significant matters regarding internal control over financial reporting that have come to the attention of the independent registered public accountants during the conduct of their audit.
 11. Be responsible for the resolution of disagreements between management and the independent registered public accountants regarding financial reporting.
 12. Review the significant findings of the independent registered public accountants and the internal auditor, including procedures for implementing accepted recommendations made by the independent registered public accountants and any significant matters contained in reports from the Internal Audit Department.
 13. Regularly review with the independent registered public accountants any audit problems or difficulties encountered in the course of the audit work, including any restrictions on the scope of their activities or access to requested information and any significant disagreements with management, and management's response.
 14. Establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submissions by employees of concerns regarding questionable accounting or auditing matters.

15. Discuss policies with respect to risk assessment and risk management; including the Partnership's major financial risk exposure and the steps management has taken to monitor and mitigate such risks.
16. Review and approve or ratify any transaction between the Partnership and a related person, which is required to be disclosed under the SEC's rules. For purposes of this requirement, the terms "transaction" and "related person" have the meaning contained in Item 404 of Regulation S-K.
17. Review and investigate any matters pertaining to the integrity of management, conflicts of interest, or adherence to standards of business conduct as required in the Partnership's policies. Review and retain sole authority to approve any requests for waivers of compliance with the Partnership's code of ethics and code of conduct by senior management.
18. Obtain advice and assistance from the Partnership's General Counsel and outside legal, accounting, and other advisors regarding compliance with laws, regulations, and internal policies and procedures, contingent liabilities and risks that may be material to the Partnership.
19. Conduct an annual performance evaluation of the Audit Committee and annually evaluate the adequacy of the Audit Committee Charter to ensure that it meets all applicable legal, regulatory and NYSE requirements, and recommend revisions, if necessary.
20. Set clear hiring policies for employees or former employees of the independent registered public accountants.
21. Report regularly to the Board regarding any issues that arise with respect to the Partnership's financial statements or other financial information, compliance with applicable laws, regulations, and the code of conduct; independence and qualifications of the independent registered public accountants; and the performance of the independent registered public accountants and the internal auditor.
22. Oversee the preparation of the report of the Audit Committee required by the rules of the SEC to be included in the Partnership's Tri-Annual Proxy Statement.
23. Consistent with the applicable law and rules and regulations promulgated by the SEC, the NYSE or other regulatory authority, form and delegate authority to subcommittees as it deems appropriate.

Meetings

The Audit Committee shall convene at least four times each year and at such other times as it deems necessary to fulfill its responsibilities. The Audit Committee shall meet at least quarterly with the independent registered public accountants and the internal auditor in separate executive sessions to provide the opportunity for full and frank discussions without members of management present. The Audit Committee shall also meet separately, periodically, with members of management. Formal meeting minutes are to be maintained, distributed to the members, and filed with the Corporate Secretary. Along with the Audit Committee members, the Partnership's officers, employees, outside counsel or independent auditors may be invited to participate in Committee meetings. Meetings may be held telephonically or using similar communications equipment by means of which all persons participating in the meeting can hear each other. The Audit Committee also may act by unanimous written consent in lieu of a meeting. A majority of the members of the Audit Committee shall constitute a quorum sufficient for the taking of any action by the Audit Committee.

Funding

The Partnership shall provide for appropriate funding, as determined by the Audit Committee, in its capacity as a committee of the Board, for payment of (a) compensation to the independent registered public accounting firm employed by the Partnership for the purpose of rendering or issuing an audit report or performing other audit, review or attest services; (b) compensation to any independent counsel and other advisors employed by the Audit Committee to carry out its duties; and (c) administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.