

# Suburban Propane Partners, L.P. Extends Consent Date and Expiration Date and Increases Cash Consent Payment in Exchange Offers and Consent Solicitations in Connection with Planned Acquisition of Inergy, L.P.'s Retail Propane Operations

WHIPPANY, N.J., May 24, 2012 [/PRNewswire/](#) -- Suburban Propane Partners, L.P. (NYSE: SPH), a nationwide distributor of propane, fuel oil and related products and services, as well as a marketer of natural gas and electricity (the "Partnership"), today announced that it and Suburban Energy Finance Corp. (collectively, "**Suburban**") have extended the consent date (the "**Consent Date**") and the expiration date (the "**Expiration Date**") and increased the cash consent payment for their previously announced offers to exchange (the "**Exchange Offers**") and related consent solicitations (the "**Consent Solicitations**"). In the Exchange Offers, Suburban is offering to exchange any and all of the outstanding 7% Senior Notes due 2018 and 6-7/8% Senior Notes due 2021 issued by Inergy, L.P. and Inergy Finance Corp. (collectively, the "**Inergy Notes**"), which have an aggregate principal amount outstanding of \$1.2 billion, for a combination of \$1.0 billion in aggregate principal amount of new unsecured 7% Senior Notes due 2018 and 6-7/8% Senior Notes due 2021 (collectively, the "**SPH Notes**"), respectively, issued by Suburban and \$200.0 million in cash. As of 5:00 p.m., New York City time, on May 23, 2012, approximately 32% of the outstanding aggregate principal amount of Inergy Notes had been tendered.

The Consent Date has been extended to 5:00 p.m., New York City time, on May 31, 2012. The Expiration Date has been extended to 11:59 p.m., New York City time, on June 14, 2012, unless extended or terminated. Withdrawal rights with respect to the Exchange Offers and revocation rights with respect to the Consent Solicitations expired as scheduled at 5:00 p.m., New York City time, on May 16, 2012.

In addition, Suburban announced that it is now offering to pay \$30.0 million in aggregate in cash to holders of Inergy Notes, on a pro rata basis, who deliver a valid consent by the Consent Date (the "**Cash Consent Payment**"). Assuming that consents are validly delivered for all \$1.2 billion of the Inergy Notes, the Cash Consent Payment will be \$25 per \$1,000 principal amount of Inergy Notes as to which a holder delivers a valid consent by the Consent Date. Assuming that consents are validly delivered for \$1.0 billion of the Inergy Notes, the Cash Consent Payment will be \$30 per \$1,000 principal amount of Inergy Notes as to which a holder delivers a valid consent by the Consent Date. Suburban had previously been offering a cash consent payment of \$3.75 per \$1,000 principal amount of Inergy Notes as to which a holder delivers a valid consent by the Consent Date. Holders who have previously tendered Inergy Notes in the Exchange Offers, and delivered consents with respect thereto in the Consent Solicitations, will share pro rata in the increased Cash Consent Payment. Suburban continues to reserve the right to lower the minimum tender condition requiring the tender of at least \$1.0 billion aggregate principal amount of Inergy Notes.

The increase in the Cash Consent Payment will have an incremental effect on Suburban's unaudited pro forma condensed combined balance sheet as of March 24, 2012, which was included in Exhibit 99.3 to the Suburban Propane's Current Report on Form 8-K filed on May 3, 2012. As a result of the increase in the Cash Consent Payment, the cash consideration to Inergy noteholders for Cash Consent Payments pursuant to the Consent Solicitations will increase from \$4.5 million to \$30.0 million. As a result, the pro forma combined cash and cash equivalents as of March 24, 2012 will decrease by \$25.5 million.

Except as set forth above, the terms of the Exchange Offers and Consent Solicitations remain unchanged.

Suburban is making the Exchange Offers and Consent Solicitations in connection with, and conditioned upon, among other things, the acquisition of Inergy's retail propane operations.

The SPH Notes have not been registered under the Securities Act of 1933, as amended, or any state or foreign securities laws. The SPH Notes may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act or any applicable state securities laws.

This press release does not constitute an offer to purchase or exchange any securities or a solicitation of any

offer to sell or exchange any securities.

Suburban Propane Partners, L.P. is a publicly-traded master limited partnership listed on the New York Stock Exchange. Headquartered in Whippany, New Jersey, Suburban has been in the customer service business since 1928. The Partnership serves the energy needs of approximately 750,000 residential, commercial, industrial and agricultural customers through more than 300 locations in 30 states.

#### *Forward-looking Statements*

*This press release contains certain forward-looking statements. All statements, other than statements of historical facts, included in this press release that address activities, events or developments that Suburban expects, believes or anticipates will or may occur in the future are forward-looking statements. These statements reflect Suburban's expectations or forecasts based on assumptions made by the partnership. These statements are subject to risks including those relating to market conditions, financial performance and results, prices and demand for natural gas and oil and other important factors that could cause actual results to differ materially from our forward looking statements. These risks are further described in Suburban Propane's reports filed with the Securities and Exchange Commission.*

*Any forward-looking statement speaks only as of the date on which such statement is made and Suburban undertakes no obligation to correct or update any forward-looking statement, whether as a result of new information, future events or otherwise.*

SOURCE Suburban Propane Partners, L.P.

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