

Energy Transfer Partners, L.P.
Form 10-Q
November 06, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q
(Mark One)

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

For the quarterly period ended September 30, 2015
or

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

Commission file number 1-11727

ENERGY TRANSFER PARTNERS, L.P.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

73-1493906
(I.R.S. Employer
Identification No.)

8111 Westchester Drive, Suite 600, Dallas, Texas 75225

(Address of principal executive offices) (zip code)

(214) 981-0700

(Registrant's telephone number, including area code)

3738 Oak Lawn Avenue, Dallas, Texas 75219

(Former address, if changed since last report)

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

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

At October 30, 2015, the registrant had 501,945,249 Common Units outstanding.

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ENERGY TRANSFER PARTNERS, L.P. AND SUBSIDIARIES

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Forward-Looking Statements

Certain matters discussed in this report, excluding historical information, as well as some statements by Energy Transfer Partners, L.P. (the “Partnership,” or “ETP”) in periodic press releases and some oral statements of the Partnership’s officials during presentations about the Partnership, include forward-looking statements. These forward-looking statements are identified as any statement that does not relate strictly to historical or current facts. Statements using words such as “anticipate,” “believe,” “intend,” “project,” “plan,” “expect,” “continue,” “estimate,” “goal,” “may,” “will” or similar expressions help identify forward-looking statements. Although the Partnership and its general partner believe such forward-looking statements are based on reasonable assumptions and current expectations and projections about future events, no assurance can be given that such assumptions, expectations, or projections will prove to be correct. Forward-looking statements are subject to a variety of risks, uncertainties and assumptions. If one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect, the Partnership’s actual results may vary materially from those anticipated, projected or expected, forecasted, estimated or expressed in forward-looking statements since many of the factors that determine these results are subject to uncertainties and risks that are difficult to predict and beyond management’s control. For additional discussion of risks, uncertainties and assumptions, see “Part I – Item 1A. Risk Factors” in the Partnership’s Report on Form 10-K for the year ended December 31, 2014 filed with the Securities and Exchange Commission on March 2, 2015.

Definitions

The following is a list of certain acronyms and terms generally used in the energy industry and throughout this document:

/d	per day
Aqua – PVR	Aqua – PVR Water Services, LLC
AmeriGas	AmeriGas Partners, L.P.
AOCI	accumulated other comprehensive income (loss)
Bbls	barrels
Btu	British thermal unit, an energy measurement used by gas companies to convert the volume of gas used to its heat equivalent, and thus calculate the actual energy used
Capacity	capacity of a pipeline, processing plant or storage facility refers to the maximum capacity under normal operating conditions and, with respect to pipeline transportation capacity, is subject to multiple factors (including natural gas injections and withdrawals at various delivery points along the pipeline and the utilization of compression) which may reduce the throughput capacity from specified capacity levels
Citrus	Citrus, LLC
CrossCountry	CrossCountry Energy, LLC
ELG	Edwards Lime Gathering LLC
ETC Compression	ETC Compression, LLC
ETC FEP	ETC Fayetteville Express Pipeline, LLC
ETC OLP	

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La Grange Acquisition, L.P., which conducts business under the assumed name of Energy Transfer Company

ETC Tiger	ETC Tiger Pipeline, LLC
ETE	Energy Transfer Equity, L.P., a publicly traded partnership and the owner of ETP LLC
ETE Holdings	ETE Common Holdings, LLC, a wholly-owned subsidiary of ETE
ET Interstate	Energy Transfer Interstate Holdings, LLC
ETP Credit Facility	ETP's \$3.75 billion revolving credit facility
ETP GP	Energy Transfer Partners GP, L.P., the general partner of ETP
ETP Holdco	ETP Holdco Corporation
ETP LLC	Energy Transfer Partners, L.L.C., the general partner of ETP GP
Exchange Act	Securities Exchange Act of 1934
FEP	Fayetteville Express Pipeline LLC
FERC	Federal Energy Regulatory Commission

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FGT	Florida Gas Transmission Company, LLC
GAAP	accounting principles generally accepted in the United States of America
HPC	RIGS Haynesville Partnership Co. and its wholly-owned subsidiary, Regency Intrastate Gas LP
IDRs	incentive distribution rights
Lake Charles LNG	Lake Charles LNG Company, LLC (previously named Trunkline LNG Company, LLC), a subsidiary of ETE
LIBOR	London Interbank Offered Rate
LNG	liquefied natural gas
Lone Star	Lone Star NGL LLC
MEP	Midcontinent Express Pipeline LLC
MMBtu	million British thermal units
MTBE	methyl tertiary butyl ether
NGL	natural gas liquid, such as propane, butane and natural gasoline
NYMEX	New York Mercantile Exchange
ORS	Ohio River System LLC
OSHA	federal Occupational Safety and Health Act
OTC	over-the-counter
Panhandle	Panhandle Eastern Pipe Line Company, LP and its subsidiaries
PCBs	polychlorinated biphenyls
PES	Philadelphia Energy Solutions
PHMSA	Pipeline Hazardous Materials Safety Administration
Preferred Units	ETP Series A cumulative convertible preferred units
Regency	Regency Energy Partners LP
Regency OLP	Regency OLP GP LLC

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Retail Holdings	ETP Retail Holdings LLC, a joint venture between subsidiaries of ETC OLP and Sunoco, Inc.
Sea Robin	Sea Robin Pipeline Company, LLC, a subsidiary of Panhandle
SEC	Securities and Exchange Commission
Southern Union	Southern Union Company
Sunoco GP	Sunoco GP LLC, the general partner of Sunoco LP
Sunoco Logistics	Sunoco Logistics Partners L.P.
Sunoco LP	Sunoco LP (previously named Susser Petroleum Partners, LP)
Sunoco Partners	Sunoco Partners LLC, the general partner of Sunoco Logistics
Susser	Susser Holdings Corporation
Transwestern	Transwestern Pipeline Company, LLC

Trunkline Trunkline Gas Company, LLC, a subsidiary of Panhandle

Adjusted EBITDA is a term used throughout this document, which we define as earnings before interest, taxes, depreciation, depletion, amortization and other non-cash items, such as non-cash compensation expense, gains and losses on disposals of assets, the allowance for equity funds used during construction, unrealized gains and losses on commodity risk management activities, non-cash impairment charges, losses on extinguishments of debt, gain on deconsolidation and other non-operating income or expense items. Unrealized gains and losses on commodity risk management activities include unrealized gains and losses on commodity derivatives and inventory fair value adjustments (excluding lower of cost or market adjustments). Adjusted EBITDA

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reflects amounts for less than wholly-owned subsidiaries based on 100% of the subsidiaries' results of operations and for unconsolidated affiliates based on the Partnership's proportionate ownership.

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

ENERGY TRANSFER PARTNERS, L.P. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(Dollars in millions)

(unaudited)

	September 30, 2015	December 31, 2014
ASSETS		
Current assets:		
Cash and cash equivalents	\$858	\$663
Accounts receivable, net	2,413	3,360
Accounts receivable from related companies	428	139
Inventories	1,223	1,460
Exchanges receivable	38	44
Derivative assets	10	81
Other current assets	355	296
Total current assets	5,325	6,043
Property, plant and equipment	48,286	43,404
Accumulated depreciation and depletion	(5,465)	(4,497)
	42,821	38,907
Advances to and investments in unconsolidated affiliates	5,119	3,760
Non-current derivative assets	15	10
Other non-current assets, net	738	786
Intangible assets, net	4,494	5,526
Goodwill	5,633	7,642
Total assets	\$64,145	\$62,674

The accompanying notes are an integral part of these consolidated financial statements.

Table of ContentsENERGY TRANSFER PARTNERS, L.P. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS(Dollars in millions)
(unaudited)

	September 30, 2015	December 31, 2014
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	\$2,037	\$3,348
Accounts payable to related companies	256	25
Exchanges payable	87	183
Derivative liabilities	2	21
Accrued and other current liabilities	2,100	2,099
Current maturities of long-term debt	1	1,008
Total current liabilities	4,483	6,684
Long-term debt, less current maturities	27,449	24,973
Non-current derivative liabilities	189	154
Deferred income taxes	3,768	4,246
Other non-current liabilities	1,144	1,258
Commitments and contingencies		
Series A Preferred Units	33	33
Redeemable noncontrolling interests	15	15
Equity:		
General Partner	306	184
Limited Partners:		
Common Unitholders	17,303	10,430
Class H Unitholder	3,464	1,512
Class I Unitholder	15	—
Accumulated other comprehensive loss	(14	) (56
Total partners' capital	21,074	12,070
Noncontrolling interest	5,990	5,153
Predecessor equity	—	8,088
Total equity	27,064	25,311
Total liabilities and equity	\$64,145	\$62,674

The accompanying notes are an integral part of these consolidated financial statements.

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CONSOLIDATED STATEMENTS OF OPERATIONS

(Dollars in millions, except per unit data)

(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
REVENUES				
Natural gas sales	\$960	\$1,292	\$2,893	\$4,083
NGL sales	961	1,798	2,930	4,452
Crude sales	1,859	4,497	6,747	13,022
Gathering, transportation and other fees	1,026	904	2,999	2,546
Refined product sales	1,046	5,165	9,136	14,581
Other	749	1,277	3,762	3,364
Total revenues	6,601	14,933	28,467	42,048
COSTS AND EXPENSES				
Cost of products sold	4,925	13,014	22,750	36,808
Operating expenses	535	547	1,805	1,378
Depreciation, depletion and amortization	471	410	1,451	1,206
Selling, general and administrative	94	152	389	372
Total costs and expenses	6,025	14,123	26,395	39,764
OPERATING INCOME	576	810	2,072	2,284
OTHER INCOME (EXPENSE)				
Interest expense, net of interest capitalized	(333)	) (299)	) (979)	) (868)
Equity in earnings of unconsolidated affiliates	214	84	388	265
Losses on extinguishments of debt	(10)	) —	(43)) —
Gain on sale of AmeriGas common units	—	14	—	177
Losses on interest rate derivatives	(64)	) (25)	) (14)	) (73)
Other, net	32	(15)	) 56	(36)
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAX EXPENSE	415	569	1,480	1,749
Income tax expense (benefit) from continuing operations	22	55	(20)	) 271
INCOME FROM CONTINUING OPERATIONS	393	514	1,500	1,478
Income from discontinued operations	—	—	—	66
NET INCOME	393	514	1,500	1,544
Less: Net income (loss) attributable to noncontrolling interest	(24)	) 78	182	219
Less: Net income (loss) attributable to predecessor	—	94	(34)	) 97
NET INCOME ATTRIBUTABLE TO PARTNERS	417	342	1,352	1,228
General Partner's interest in net income	277	135	779	373
Class H Unitholder's interest in net income	66	59	184	159
Class I Unitholder's interest in net income	15	—	80	—
Common Unitholders' interest in net income	\$59	\$148	\$309	\$696
INCOME FROM CONTINUING OPERATIONS PER COMMON UNIT:				
Basic	\$0.11	\$0.44	\$0.70	\$1.91
Diluted	\$0.10	\$0.44	\$0.68	\$1.90
NET INCOME PER COMMON UNIT:				

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Basic	\$0.11	\$0.44	\$0.70	\$2.11
Diluted	\$0.10	\$0.44	\$0.68	\$2.10

The accompanying notes are an integral part of these consolidated financial statements.

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CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Dollars in millions)

(unaudited)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Net income	\$393	\$514	\$1,500	\$1,544
Other comprehensive income (loss), net of tax:				
Reclassification to earnings of gains and losses on derivative instruments accounted for as cash flow hedges	—	—	—	6
Change in value of derivative instruments accounted for as cash flow hedges	—	3	1	(3
Change in value of available-for-sale securities	(1	) 1	(1	) 1
Actuarial gain (loss) relating to pension and other postretirement benefit plans	—	(1	) 45	(2
Foreign currency translation adjustments	1	(1	) (1	) (3
Change in other comprehensive income from unconsolidated affiliates	—	—	(2	) (6
	—	2	42	(7
Comprehensive income	393	516	1,542	1,537
Less: Comprehensive income (loss) attributable to noncontrolling interest	(24	) 78	182	219
Less: Comprehensive income (loss) attributable to predecessor	—	94	(34	) 97
Comprehensive income attributable to partners	\$417	\$344	\$1,394	\$1,221

The accompanying notes are an integral part of these consolidated financial statements.

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ENERGY TRANSFER PARTNERS, L.P. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF EQUITY
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2015
(Dollars in millions)
(unaudited)

	Limited Partners				Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interest	Predecessor Equity	Total
	General Partner	Common Units	Class H Units	Class I Units				
Balance, December 31, 2014	\$ 184	\$ 10,430	\$ 1,512	\$—	\$ (56)	\$ 5,153	\$ 8,088	\$ 25,311
Distributions to partners	(658)	(1,352)	(178)	(65)	—	—	—	(2,253)
Predecessor distributions to partners	—	—	—	—	—	—	(202)	(202)
Distributions to noncontrolling interest	—	—	—	—	—	(247)	—	(247)
Units issued for cash	—	1,030	—	—	—	—	—	1,030
Subsidiary units issued for cash	1	117	—	—	—	1,156	—	1,274
Predecessor units issued for cash	—	—	—	—	—	—	34	34
Capital contributions from noncontrolling interest	—	—	—	—	—	617	—	617
Regency Merger	—	7,890	—	—	—	—	(7,890)	—
Bakken Pipeline Transaction	—	(999)	1,946	—	—	72	—	1,019
Sunoco LP Exchange Transaction	—	(52)	—	—	—	(940)	—	(992)
Susser Exchange Transaction	—	(68)	—	—	—	—	—	(68)
Acquisition of noncontrolling interest	—	(26)	—	—	—	(39)	—	(65)
Other comprehensive income, net of tax	—	—	—	—	42	—	—	42
Other, net	—	24	—	—	—	36	4	64
Net income	779	309	184	80	—	182	(34)	1,500
Balance, September 30,	\$ 306	\$ 17,303	\$ 3,464	\$ 15	\$ (14)	\$ 5,990	\$ —	\$ 27,064

2015

The accompanying notes are an integral part of these consolidated financial statements.

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CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in millions)

(unaudited)

	Nine Months Ended September 30,	
	2015	2014
OPERATING ACTIVITIES		
Net income	\$1,500	\$1,544
Reconciliation of net income to net cash provided by operating activities:		
Depreciation, depletion and amortization	1,451	1,206
Deferred income taxes	22	(65)
Amortization included in interest expense	(30)	(48)
Inventory valuation adjustments	(16)	17
Unit-based compensation expense	59	50
Gain on sale of AmeriGas common units	—	(177)
Losses on extinguishments of debt	43	—
Distributions on unvested awards	(12)	(12)
Equity in earnings of unconsolidated affiliates	(388)	(265)
Distributions from unconsolidated affiliates	263	224
Other non-cash	23	(31)
Cash flow in operating assets and liabilities, net of effects of acquisitions and deconsolidations	(922)	25
Net cash provided by operating activities	1,993	2,468
INVESTING ACTIVITIES		
Cash proceeds from Bakken Pipeline Transaction	980	—
Cash proceeds from the Susser Exchange Transaction	967	—
Cash proceeds from sale of noncontrolling interest in Rover Pipeline LLC to AE-Midco Rover, LLC	64	—
Cash proceeds from the sale of AmeriGas common units	—	814
Cash paid for acquisition of a noncontrolling interest	(129)	—
Cash transferred to ETE in connection with the Sunoco LP Exchange	(114)	—
Cash paid for Susser Merger, net of cash received	—	(808)
Cash paid for all other acquisitions	(475)	(985)
Capital expenditures, excluding allowance for equity funds used during construction	(6,531)	(3,668)
Contributions in aid of construction costs	27	34
Contributions to unconsolidated affiliates	(75)	(271)
Distributions from unconsolidated affiliates in excess of cumulative earnings	119	97
Proceeds from sale of discontinued operations	—	79
Proceeds from the sale of assets	20	22
Change in restricted cash	10	162
Other	(14)	(11)
Net cash used in investing activities	(5,151)	(4,535)
FINANCING ACTIVITIES		
Proceeds from borrowings	14,808	9,224
Repayments of long-term debt	(11,620)	(7,260)
Units issued for cash	1,030	1,126
Subsidiary units issued for cash	1,274	593
Predecessor units issued for cash	34	962

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Capital contributions from noncontrolling interest	583	19	
Distributions to partners	(2,253) (1,430)
Predecessor distributions to partners	(202	) (446)
Distributions to noncontrolling interest	(247	) (169)
Debt issuance costs	(54	) (47)
Other	—	2	
Net cash provided by financing activities	3,353	2,574	
Increase in cash and cash equivalents	195	507	
Cash and cash equivalents, beginning of period	663	568	
Cash and cash equivalents, end of period	\$858	\$1,075	

The accompanying notes are an integral part of these consolidated financial statements.

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ENERGY TRANSFER PARTNERS, L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular dollar and unit amounts, except per unit data, are in millions)

(unaudited)

1. ORGANIZATION AND BASIS OF PRESENTATION

Organization

Energy Transfer Partners, L.P., a publicly traded Delaware master limited partnership, and its subsidiaries (collectively, the “Partnership,” “we,” “us,” “our” or “ETP”) are managed by our general partner, ETP GP, which is in turn managed by its general partner, ETP LLC. ETE, a publicly traded master limited partnership, owns ETP LLC. The consolidated financial statements of the Partnership presented herein include our operating subsidiaries described below.

Our activities are primarily conducted through our operating subsidiaries (collectively, the “Operating Companies”) as follows:

ETC OLP, a Texas limited partnership primarily engaged in midstream and intrastate transportation and storage natural gas operations. ETC OLP owns and operates, through its wholly and majority-owned subsidiaries, natural gas gathering systems, intrastate natural gas pipeline systems and gas processing plants and is engaged in the business of purchasing, gathering, transporting, processing, and marketing natural gas and NGLs in the states of Texas, Louisiana, New Mexico and West Virginia. ETC OLP’s intrastate transportation and storage operations primarily focus on transporting natural gas in Texas through our Oasis pipeline, ET Fuel System, East Texas pipeline and HPL System. ETC OLP’s midstream operations focus on the gathering, compression, treating, conditioning and processing of natural gas, primarily on or through our Southeast Texas System, Eagle Ford System, North Texas System and Northern Louisiana assets. Subsequent to its acquisition of Regency’s 30% equity interest in Lone Star, as discussed below, ETC OLP now owns 100% of Lone Star.

ET Interstate, a Delaware limited liability company with revenues consisting primarily of fees earned from natural gas transportation services and operational gas sales. ET Interstate is the parent company of:

Transwestern, a Delaware limited liability company engaged in interstate transportation of natural gas. Transwestern’s revenues consist primarily of fees earned from natural gas transportation services and operational gas sales.

ETC FEP, a Delaware limited liability company that directly owns a 50% interest in FEP, which owns 100% of the Fayetteville Express interstate natural gas pipeline.

ETC Tiger, a Delaware limited liability company engaged in interstate transportation of natural gas.

CrossCountry, a Delaware limited liability company that indirectly owns a 50% interest in Citrus, which owns 100% of the FGT interstate natural gas pipeline.

ETC Compression, a Delaware limited liability company engaged in natural gas compression services and related equipment sales.

ETP Holdco, a Delaware limited liability company that indirectly owns Panhandle and Sunoco, Inc. Panhandle and Sunoco, Inc. operations are described as follows:

Panhandle owns and operates assets in the regulated and unregulated natural gas industry and is primarily engaged in the transportation and storage of natural gas in the United States.

Sunoco, Inc. owns and operates retail marketing assets, which sell gasoline and middle distillates at retail locations and operates convenience stores primarily on the east coast and in the midwest region of the United States. Effective June 1, 2014, the Partnership combined certain Sunoco, Inc. retail assets with another wholly-owned subsidiary of ETP to form a limited liability company, Retail Holdings, owned by ETP and Sunoco, Inc.

Sunoco Logistics, a publicly traded Delaware limited partnership that owns and operates a logistics business, consisting of products, crude oil and NGL pipelines, terminalling and storage assets, and refined products, crude oil and NGL acquisition and marketing assets.

Effective July 1, 2015, ETE acquired 100% of the membership interests of Sunoco GP, the general partner of Sunoco LP, and all of the IDRs of Sunoco LP from ETP, and in exchange, ETE transferred to ETP 21 million ETP common units. These operations were reported within the retail marketing segment. In connection with this transaction, the Partnership deconsolidated Sunoco LP, and its remaining investment in Sunoco LP is accounted for under the equity

method.

Regency OLP is a limited partnership engaged in the gathering and processing, compression, treating and transportation of natural gas; the gathering, transportation and terminalling of oil (crude and/or condensate, a lighter oil) received from

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producers; and the management of coal and natural resource properties in the United States. Regency OLP focuses on providing midstream services in some of the most prolific natural gas producing regions in the United States, including the Eagle Ford, Haynesville, Barnett, Fayetteville, Marcellus, Utica, Bone Spring, Avalon and Granite Wash shales.

Our financial statements reflect the following reportable business segments:

- intrastate transportation and storage;
- interstate transportation and storage;
- midstream;
- liquids transportation and services;
- investment in Sunoco Logistics;
- retail marketing; and
- all other.

Basis of Presentation

The unaudited financial information included in this Form 10-Q has been prepared on the same basis as the audited consolidated financial statements for the year ended December 31, 2014 included in Exhibit 99.1 to the Partnership's Form 8-K filed on August 12, 2015. In the opinion of the Partnership's management, such financial information reflects all adjustments necessary for a fair presentation of the financial position and the results of operations for such interim periods in accordance with GAAP. All intercompany items and transactions have been eliminated in consolidation. Certain information and footnote disclosures normally included in annual consolidated financial statements prepared in accordance with GAAP have been omitted pursuant to the rules and regulations of the SEC. Merger with Regency. On April 30, 2015, a wholly-owned subsidiary of the Partnership merged with Regency, with Regency surviving as a wholly-owned subsidiary of the Partnership (the "Regency Merger"). Each Regency common unit and Class F unit was converted into the right to receive 0.4124 Partnership common units. ETP issued 172.2 million Partnership common units to Regency unitholders, including 15.5 million units issued to Partnership subsidiaries. The 1.9 million outstanding Regency series A preferred units were converted into corresponding new Partnership Series A Preferred Units on a one-for-one basis.

In connection with the Regency Merger, ETE agreed to reduce the incentive distributions it receives from the Partnership by a total of \$320 million over a five-year period. The IDR subsidy will total \$80 million for the year ending December 31, 2015 and \$60 million per year for the following four years.

The Regency Merger was a combination of entities under common control; therefore, Regency's assets and liabilities were not adjusted. The Partnership's consolidated financial statements have been retrospectively adjusted to reflect consolidation of Regency for all prior periods subsequent to May 26, 2010 (the date ETE acquired Regency's general partner). Predecessor equity included on the consolidated financial statements represents Regency's equity prior to the Regency Merger.

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The following table presents the revenues and net income for the previously separate entities and the combined amounts presented herein:

	Three Months Ended		Nine Months Ended	
	September 30, 2015 ⁽¹⁾	2014	September 30, 2015 ⁽¹⁾	2014
Revenues:				
Partnership	\$6,601	\$13,618	\$27,384	\$38,879
Regency	—	1,483	1,300	3,524
Adjustments and eliminations	—	(168	) (217	) (355
Combined	\$6,601	\$14,933	\$28,467	\$42,048
Net income:				
Partnership	\$393	\$447	\$1,582	\$1,519
Regency	—	107	(29	) 115
Adjustments and eliminations	—	(40	) (53	) (90
Combined	\$393	\$514	\$1,500	\$1,544

(1) Amounts attributable to Regency subsequent to the Regency Merger on April 30, 2015 are reflected in the Partnership amounts.

Use of Estimates

Certain prior period amounts have been reclassified to conform to the 2015 presentation. These reclassifications had no impact on net income or total equity.

The unaudited consolidated financial statements have been prepared in conformity with GAAP, which includes the use of estimates and assumptions made by management that affect the reported amounts of assets, liabilities, revenues, expenses and disclosure of contingent assets and liabilities that exist at the date of the consolidated financial statements. Although these estimates are based on management's available knowledge of current and expected future events, actual results could be different from those estimates.

Excise Taxes

The Partnership records the collection of taxes to be remitted to government authorities on a net basis except for the retail marketing segment in which consumer excise taxes on sales of refined products and merchandise are included in both revenues and cost of products sold in the consolidated statements of operations, with no net impact on net income. Excise taxes collected by the retail marketing segment were \$211 million and \$632 million for the three months ended September 30, 2015 and 2014, respectively, and \$1.71 billion and \$1.74 billion for the nine months ended September 30, 2015 and 2014, respectively.

Subsidiary Common Unit Transactions. The Partnership accounts for the difference between the carrying amount of its investment in Sunoco Logistics and the underlying book value arising from the issuance or redemption of units by Sunoco Logistics (excluding transactions with us) as capital transactions.

Recent Accounting Pronouncement. In February 2015, the FASB issued Accounting Standards Update No. 2015-02, Consolidation (Topic 810): Amendments to the Consolidation Analysis ("ASU 2015-02"), which changed the requirements for consolidations analysis. Under ASU 2015-02, reporting entities are required to evaluate whether they should consolidate certain legal entities. ASU 2015-02 is effective for fiscal years beginning after December 15, 2015, and early adoption is permitted. The Partnership expects to adopt this standard for the year ending December 31, 2016, and we are currently evaluating the impact that it will have on the consolidated financial statements and related disclosures.

2. ACQUISITIONS, DIVESTITURES AND RELATED TRANSACTIONS

Sunoco LP

In April 2015, Sunoco LP acquired a 31.58% equity interest in Sunoco, LLC from Retail Holdings for \$816 million. Sunoco, LLC distributes approximately 5.3 billion gallons per year of motor fuel to customers in the east, midwest and southwest

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regions of the United States. Sunoco LP paid \$775 million in cash and issued \$41 million of Sunoco LP common units to Retail Holdings, based on the five-day volume weighted average price of Sunoco LP's common units as of March 20, 2015.

In July 2015, in exchange for the contribution of 100% of Susser from ETP to Sunoco LP, Sunoco LP paid approximately \$970 million in cash and issued to ETP subsidiaries 22 million Sunoco LP Class B units valued at approximately \$970 million. The Sunoco Class B units did not receive second quarter 2015 cash distributions from Sunoco LP and converted on a one-for-one basis into Sunoco LP common units on the day immediately following the record date for Sunoco LP's second quarter 2015 distribution. In addition, (i) a Susser subsidiary exchanged its 79,308 Sunoco LP common units for 79,308 Sunoco LP Class A units, (ii) approximately 11 million Sunoco LP subordinated units owned by Susser subsidiaries were converted into approximately 11 million Sunoco LP Class A units and (iii) Sunoco LP issued 79,308 Sunoco LP common units and approximately 11 million Sunoco LP subordinated units to subsidiaries of ETP. The Sunoco LP Class A units were contributed to Sunoco LP as part of the transaction. Sunoco LP subsequently contributed, transferred, assigned and conveyed its interests in Susser to one of its subsidiaries. Effective July 1, 2015, ETE acquired 100% of the membership interests of Sunoco GP, the general partner of Sunoco LP, and all of the IDRs of Sunoco LP from ETP, and in exchange, ETE transferred to ETP 21 million ETP common units (the "Sunoco LP Exchange"). In connection with ETP's 2014 acquisition of Susser, ETE agreed to provide ETP a \$35 million annual IDR subsidy for 10 years, which terminated upon the closing of ETE's acquisition of Sunoco GP. In connection with the exchange and repurchase, ETE will provide ETP a \$35 million annual IDR subsidy for two years beginning with the quarter ended September 30, 2015. In connection with this transaction, the Partnership deconsolidated Sunoco LP, including goodwill of \$1.81 billion and intangible assets of \$982 million related to Sunoco LP. The Partnership continues to hold 26.8 million Sunoco LP common units and 10.9 million Sunoco LP subordinated units accounted for under the equity method. The results of Sunoco LP's operations have not been presented as discontinued operations and Sunoco LP's assets and liabilities have not been presented as held for sale in the Partnership's consolidated financial statements due to the continuing involvement among the entities.

Bakken Pipeline

In March 2015, ETE transferred 30.8 million Partnership common units, ETE's 45% interest in the Bakken Pipeline project, and \$879 million in cash to the Partnership in exchange for 30.8 million newly issued Partnership Class H Units of ETP that, when combined with the 50.2 million previously issued Class H Units, generally entitle ETE to receive 90.05% of the cash distributions and other economic attributes of the general partner interest and IDRs of Sunoco Logistics (the "Bakken Pipeline Transaction"). In connection with this transaction, the Partnership also issued to ETE 100 Class I Units that provide distributions to ETE to offset IDR subsidies previously provided to ETP. These IDR subsidies, including the impact from distributions on Class I Units, will be reduced by \$55 million in 2015 and \$30 million in 2016.

In October 2015, Sunoco Logistics completed the previously announced acquisition of a 40% membership interest (the "Bakken Membership Interest") in Bakken Holdings Company LLC ("Bakken Holdco"). Bakken Holdco, through its wholly-owned subsidiaries, owns a 75% membership interest in each of Dakota Access, LLC and Energy Transfer Crude Oil Company, LLC, which together intend to develop the previously announced pipeline system to deliver crude oil from the Bakken/Three Forks production area in North Dakota to the Gulf Coast (the "Bakken Pipeline Project"). ETP transferred the Bakken Membership Interest to Sunoco Logistics in exchange for approximately 9.4 million Class B Units representing limited partner interests in Sunoco Logistics and the payment by Sunoco Logistics to ETP of \$382 million of cash, which represented reimbursement for its proportionate share of the total cash contributions made in the Bakken Pipeline Project as of the date of closing of the exchange transaction.

Discontinued Operations

Discontinued operations for the nine months ended September 30, 2014 include the results of operations for a marketing business that was sold effective April 1, 2014.

3. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include all cash on hand, demand deposits, and investments with original maturities of three months or less. We consider cash equivalents to include short-term, highly liquid investments that are readily convertible to known amounts of cash and that are subject to an insignificant risk of changes in value.

We place our cash deposits and temporary cash investments with high credit quality financial institutions. At times, our cash and cash equivalents may be uninsured or in deposit accounts that exceed the Federal Deposit Insurance Corporation insurance limit.

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The net change in operating assets and liabilities, net of acquisitions and deconsolidations, included in cash flows from operating activities is comprised as follows:

	Nine Months Ended September 30,		
	2015	2014	
Accounts receivable	\$523	\$(782))
Accounts receivable from related companies	(467)	) (40))
Inventories	(239)	) 177)
Exchanges receivable	5	4)
Other current assets	(101)	) 59)
Other non-current assets, net	116	(23))
Accounts payable	(988)	) 512)
Accounts payable to related companies	75	(10))
Exchanges payable	(97)	) (14))
Accrued and other current liabilities	122	157)
Other non-current liabilities	47	(52))
Derivative assets and liabilities, net	82	37)
Net change in operating assets and liabilities, net of effects of acquisitions and deconsolidations	\$(922)	) \$25)

Non-cash investing and financing activities are as follows:

	Nine Months Ended September 30,		
	2015	2014	
NON-CASH INVESTING ACTIVITIES:			
Accrued capital expenditures	\$963	\$399	
Net gains from subsidiary common unit issuances	118	81	
NON-CASH FINANCING ACTIVITIES:			
Contribution of property, plant and equipment from noncontrolling interest	\$34	\$—	
Issuance of common units in connection with the Regency Merger	9,250	—	
Issuance of common units in connection with the Susser Merger	—	908	
Issuance of Class H Units in connection with the Bakken Pipeline Transaction	1,946	—	
Predecessor equity issuances of common units in connection with Regency's acquisitions	—	4,281	
Long-term debt assumed in Regency's acquisitions	—	1,887	
Long-term debt exchanged in Regency's acquisitions	—	499	
Redemption of common units in connection with the Bakken Pipeline Transaction	999	—	
Redemption of common units in connection with the Sunoco LP Exchange	52	—	
Redemption of common units in connection with the Lake Charles LNG Transaction	—	1,167	

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4. INVENTORIES

Inventories consisted of the following:

	September 30, 2015	December 31, 2014
Natural gas and NGLs	\$426	\$392
Crude oil	461	364
Refined products	95	392
Other	241	312
Total inventories	\$1,223	\$1,460

We utilize commodity derivatives to manage price volatility associated with our natural gas inventory. Changes in fair value of designated hedged inventory are recorded in inventory on our consolidated balance sheets and cost of products sold in our consolidated statements of operations.

5. FAIR VALUE MEASURES

We have commodity derivatives, interest rate derivatives and embedded derivatives in the Preferred Units that are accounted for as assets and liabilities at fair value in our consolidated balance sheets. We determine the fair value of our assets and liabilities subject to fair value measurement by using the highest possible "level" of inputs. Level 1 inputs are observable quotes in an active market for identical assets and liabilities. We consider the valuation of marketable securities and commodity derivatives transacted through a clearing broker with a published price from the appropriate exchange as a Level 1 valuation. Level 2 inputs are inputs observable for similar assets and liabilities. We consider OTC commodity derivatives entered into directly with third parties as a Level 2 valuation since the values of these derivatives are quoted on an exchange for similar transactions. Additionally, we consider our options transacted through our clearing broker as having Level 2 inputs due to the level of activity of these contracts on the exchange in which they trade. We consider the valuation of our interest rate derivatives as Level 2 as the primary input, the LIBOR curve, is based on quotes from an active exchange of Eurodollar futures for the same period as the future interest swap settlements. Level 3 inputs are unobservable. Derivatives related to the Preferred Units were valued using a binomial lattice model. The market inputs utilized in the model include credit spread, probabilities of the occurrence of certain events, common unit price, dividend yield, and expected value, and are considered Level 3. During the nine months ended September 30, 2015, no transfers were made between any levels within the fair value hierarchy.

Based on the estimated borrowing rates currently available to us and our subsidiaries for loans with similar terms and average maturities, the aggregate fair value and carrying amount of our consolidated debt obligations as of September 30, 2015 was \$26.08 billion and \$27.45 billion, respectively. As of December 31, 2014, the aggregate fair value and carrying amount of our consolidated debt obligations was \$26.91 billion and \$25.98 billion, respectively. The fair value of our consolidated debt obligations is a Level 2 valuation based on the observable inputs used for similar liabilities.

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The following tables summarize the fair value of our financial assets and liabilities measured and recorded at fair value on a recurring basis as of September 30, 2015 and December 31, 2014 based on inputs used to derive their fair values:

	Fair Value Total	Fair Value Measurements at September 30, 2015		
		Level 1	Level 2	Level 3
Assets:				
Interest rate derivatives	\$22	\$—	\$22	\$—
Commodity derivatives:				
Natural Gas:				
Basis Swaps IFERC/NYMEX	5	5	—	—
Swing Swaps IFERC	4	4	—	—
Fixed Swaps/Futures	237	237	—	—
Forward Physical Swaps	2	—	2	—
Power:				
Forwards	11	—	11	—
Futures	2	2	—	—
Natural Gas Liquids – Forwards/Swaps	57	57	—	—
Refined Products – Futures	25	25	—	—
Crude – Futures	1	1	—	—
Total commodity derivatives	344	331	13	—
Total assets	\$366	\$331	\$35	\$—
Liabilities:				
Interest rate derivatives	\$(183)	) \$—	\$(183)) \$—
Embedded derivatives in the ETP Preferred Units	(6)	) —	—	) (6)
Commodity derivatives:				
Natural Gas:				
Basis Swaps IFERC/NYMEX	(4)	) (4)) —	—
Swing Swaps IFERC	(5)	) (5)) —	—
Fixed Swaps/Futures	(189)	) (189)) —	—
Power:				
Forwards	(12)	) —	(12)) —
Futures	(1)	) (1)) —	—
Natural Gas Liquids – Forwards/Swaps	(44)	) (44)) —	—
Refined Products – Futures	(1)) (1)) —	—
Total commodity derivatives	(256)) (244)) (12)) —
Total liabilities	\$(445)) \$(244)) \$(195)) \$(6)

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	Fair Value Total	Fair Value Measurements at December 31, 2014		
		Level 1	Level 2	Level 3
Assets:				
Interest rate derivatives	\$3	\$—	\$3	\$—
Commodity derivatives:				
Condensate – Forward Swaps	36	—	36	—
Natural Gas:				
Basis Swaps IFERC/NYMEX	19	19	—	—
Swing Swaps IFERC	26	1	25	—
Fixed Swaps/Futures	566	541	25	—
Forward Physical Swaps	1	—	1	—
Power:				
Forwards	3	—	3	—
Futures	4	4	—	—
Natural Gas Liquids – Forwards/Swaps	69	46	23	—
Refined Products – Futures	21	21	—	—
Total commodity derivatives	745	632	113	—
Total assets	\$748	\$632	\$116	\$—
Liabilities:				
Interest rate derivatives	\$(155)	) \$—	\$(155)) \$—
Embedded derivatives in the Regency Preferred Units	(16)	) —	—	(16)
Commodity derivatives:				
Natural Gas:				
Basis Swaps IFERC/NYMEX	(18)	) (18)) —	—
Swing Swaps IFERC	(25)	) (2)	) (23)) —
Fixed Swaps/Futures	(490)	) (490)) —	—
Power:				
Forwards	(4)	) —	(4)) —
Futures	(2)	) (2)) —	—
Natural Gas Liquids – Forwards/Swaps	(32)	) (32)) —	—
Refined Products – Futures	(7)	) (7)) —	—
Total commodity derivatives	(578)	) (551)	) (27)) —
Total liabilities	\$(749)	) \$(551)	) \$(182)	) \$(16)

The following table presents a reconciliation of the beginning and ending balances for our Level 3 financial instruments measured at fair value on a recurring basis using significant unobservable inputs for the nine months ended September 30, 2015.

Balance, December 31, 2014	\$(16))
Net unrealized gains included in other income (expense)	10)
Balance, September 30, 2015	\$(6))

6. NET INCOME PER LIMITED PARTNER UNIT

Net income for partners' capital and statement of operations presentation purposes is allocated to the General Partner and Limited Partners in accordance with their respective partnership percentages, after giving effect to priority income allocations for incentive distributions, if any, to the General Partner, the holder of the IDRs pursuant to the Partnership Agreement, which are declared and paid following the close of each quarter. Earnings in excess of distributions are allocated to the General

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Partner and Limited Partners based on their respective ownership interests. Earnings attributable to predecessor represents amounts allocated to the former Regency partners and have no impact on income from continuing operations per unit for the periods prior to the Regency Merger.

A reconciliation of income from continuing operations and weighted average units used in computing basic and diluted income from continuing operations per unit is as follows:

	Three Months Ended		Nine Months Ended		
	September 30,		September 30,		
	2015	2014	2015	2014	
Income from continuing operations	\$393	\$514	\$1,500	\$1,478	
Less: Income (loss) from continuing operations attributable to noncontrolling interest	(24	) 78	182	219
Less: Income (loss) from continuing operations attributable to predecessor	—	94	(34	) 97
Income from continuing operations, net of noncontrolling interest and predecessor income	417	342	1,352	1,162	
General Partner's interest in income from continuing operations	277	135	779	373	
Class H Unitholder's interest in income from continuing operations	66	59	184	159	
Class I Unitholder's interest in income from continuing operations	15	—	80	—	
Common Unitholders' interest in income from continuing operations	59	148	309	630	
Additional earnings allocated to General Partner	(3) —	(7) (2)
Distributions on employee unit awards, net of allocation to General Partner	(4) (3) (11) (9)
Income from continuing operations available to Common Unitholders	\$52	\$145	\$291	\$619	
Weighted average Common Units – basic	485.0	331.4	415.1	324.8	
Basic income from continuing operations per Common Unit	\$0.11	\$0.44	\$0.70	\$1.91	
Income from continuing operations available to Common Unitholders	\$52	\$145	\$291	\$619	
Income attributable to Preferred Units	(4	) —	(5) —	
Diluted income from continuing operations available to Common Unitholders	\$48	\$145	\$286	\$619	
Weighted average Common Units – basic	485.0	331.4	415.1	324.8	
Dilutive effect of unvested employee unit awards	1.4	1.7	1.7	1.6	
Dilutive effect of Preferred Units	0.9	—	0.9	—	
Weighted average Common Units - diluted	487.3	333.1	417.7	326.4	
Diluted income from continuing operations per Common Unit	\$0.10	\$0.44	\$0.68	\$1.90	
Basic income from discontinued operations per Common Unit	\$0.00	\$0.00	\$0.00	\$0.20	
Diluted income from discontinued operations per Common Unit	\$0.00	\$0.00	\$0.00	\$0.20	

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7. DEBT OBLIGATIONS

Our debt obligations consist of the following:

	September 30, 2015	December 31, 2014
ETP Senior Notes	\$19,440	\$10,890
Transwestern Senior Notes	782	782
Panhandle Senior Notes	1,085	1,085
Sunoco, Inc. Senior Notes	465	715
Sunoco Logistics Senior Notes ⁽¹⁾	3,975	3,975
Regency Senior Notes ⁽²⁾	—	5,089
Revolving credit facilities:		
ETP \$3.75 billion Revolving Credit Facility due November 2019	665	570
Sunoco Logistics' subsidiary \$35 million Revolving Credit Facility due April 2015 ⁽³⁾	—	35
Sunoco Logistics \$2.5 billion Revolving Credit Facility due March 2020	835	150
Sunoco LP \$1.5 billion Revolving Credit Facility due September 2019 ⁽⁵⁾	—	683
Regency \$2.5 billion Revolving Credit Facility due November 25, 2019 ⁽⁴⁾	—	1,504
Other long-term debt	31	223
Unamortized premiums, net of discounts and fair value adjustments	172	280
Total debt	27,450	25,981
Less: Current maturities of long-term debt	1	1,008
Long-term debt, less current maturities	\$27,449	\$24,973

(1) Sunoco Logistics' 6.125% senior notes due May 15, 2016 were classified as long-term debt as of September 30, 2015 as Sunoco Logistics has the ability and intent to refinance such borrowings on a long-term basis.

(2) As discussed below, the Regency senior notes were redeemed and/or assumed by the Partnership.

(3) Sunoco Logistics' subsidiary \$35 million Revolving Credit Facility matured in April 2015 and was repaid with borrowings from the Sunoco Logistics \$2.5 billion Revolving Credit Facility.

(4) On April 30, 2015, in connection with the Regency Merger, the Regency Credit Facility was paid off in full and terminated.

(5) In connection with ETE's acquisition of Sunoco GP, the general partner of Sunoco LP, on July 1, 2015, ETP deconsolidated Sunoco LP.

The following table reflects future maturities of long-term debt for each of the next five years and thereafter. These amounts exclude \$172 million in unamortized premiums and fair value adjustments:

2015 (remainder)	\$1
2016	375
2017	1,182
2018	2,485
2019	1,666
Thereafter	21,569
Total	\$27,278

ETP Senior Notes

In June 2015, ETP issued \$650 million aggregate principal amount of 2.50% senior notes due June 2018, \$350 million aggregate principal amount of 4.15% senior notes due October 2020, \$1.0 billion aggregate principal amount of 4.75% senior notes due January 2026 and \$1.0 billion aggregate principal amount of 6.125% senior notes due December 2045. ETP used the net proceeds of \$2.98 billion from the offering to repay outstanding borrowings under the ETP Credit Facility, to fund growth capital expenditures and for general partnership purposes.

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In March 2015, ETP issued \$1.0 billion aggregate principal amount of 4.05% senior notes due March 2025, \$500 million aggregate principal amount of 4.90% senior notes due March 2035, and \$1.0 billion aggregate principal amount of 5.15% senior notes due March 2045. ETP used the \$2.48 billion net proceeds from the offering to repay outstanding borrowings under the ETP Credit Facility, to fund growth capital expenditures and for general partnership purposes.

At the time of the Regency Merger, Regency had outstanding \$5.1 billion principal amount of senior notes. On June 1, 2015, Regency redeemed all of the outstanding \$499 million aggregate principal amount of its 8.375% senior notes due June 2019.

Panhandle previously agreed to fully and unconditionally guarantee (the “Panhandle Guarantee”) all of the payment obligations of Regency and Regency Energy Finance Corp. under their \$600 million in aggregate principal amount of 4.50% senior notes due November 2023. On May 28, 2015, ETP entered into a supplemental indenture relating to the senior notes pursuant to which it became a co-obligor with respect to such payment obligations thereunder.

Accordingly, pursuant to the terms of such supplemental indentures the Panhandle Guarantee was terminated.

On August 10, 2015, ETP entered into various supplemental indentures pursuant to which ETP has agreed to assume all of the obligations of Regency under the following series of outstanding senior notes of Regency and Regency Energy Finance Corp., of which ETP was previously a co-obligor or parent guarantor:

\$400 million in aggregate principal amount of 5.750% Senior Notes due 2020;

\$390 million in aggregate principal amount of 8.375% Senior Notes due 2020 (the “2020 Notes”);

\$260 million in aggregate principal amount of 6.500% Senior Notes due 2021 (the “2021 Notes”);

\$500 million in aggregate principal amount of 6.500% Senior Notes due 2021;

\$700 million in aggregate principal amount of 5.000% Senior Notes due 2022;

\$900 million in aggregate principal amount of 5.875% Senior Notes due 2022;

\$600 million in aggregate principal amount of 4.500% Senior Notes due 2023; and

\$700 million in aggregate principal amount of 5.500% Senior Notes due 2023.

The notes assumed from Regency are registered under the Securities Act of 1933 (as amended). The senior notes assumed from Regency may be redeemed at any time, or from time to time, pursuant to the terms of the applicable indenture and related indenture supplements related to the Regency senior notes. The balance is payable upon maturity and interest is payable semi-annually.

The Regency indentures contain various covenants that are similar to those of the indentures on ETP’s senior notes.

The senior notes assumed from Regency are fully and unconditionally guaranteed, on a joint and several basis, by all of the consolidated subsidiaries that were previously consolidated by Regency, except for ELG and its wholly-owned subsidiaries, Aqua – PVR and ORS.

On August 13, 2015, ETP redeemed in full the outstanding amount of the 2020 Notes and the 2021 Notes. The amount paid to redeem the 2020 Notes included a make whole premium of approximately \$40 million and the amount paid to redeem the 2021 Notes included a make whole premium of approximately \$24 million.

Revolving Credit Facilities

ETP Credit Facility

The ETP Credit Facility allows for borrowings of up to \$3.75 billion and expires in November 2019. The indebtedness under the ETP Credit Facility is unsecured, is not guaranteed by any of the Partnership’s subsidiaries and has equal rights to holders of our current and future unsecured debt. As of September 30, 2015, the ETP Credit Facility had \$665 million of outstanding borrowings.

Sunoco Logistics Credit Facilities

In March 2015, Sunoco Logistics amended and restated its \$1.5 billion unsecured credit facility, which was scheduled to mature in November 2018. The amended and restated credit facility is a \$2.5 billion unsecured revolving credit agreement (the “Sunoco Logistics Credit Facility”), which matures in March 2020. The Sunoco Logistics Credit Facility contains an accordion feature, under which the total aggregate commitment may be increased to \$3.25 billion under certain conditions. As of September 30, 2015, the Sunoco Logistics Credit Facility had \$835 million of outstanding borrowings.

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Compliance with Our Covenants

We were in compliance with all requirements, tests, limitations, and covenants related to our credit agreements as of September 30, 2015.

8. SERIES A PREFERRED UNITS

In connection with the closing of the Regency Merger, Regency's 1.9 million outstanding series A cumulative convertible preferred units were converted into corresponding newly issued ETP cumulative convertible series A preferred units on a one-for-one basis. If outstanding, the Preferred Units are mandatorily redeemable on September 2, 2029 for \$35 million plus all accrued but unpaid distributions and interest thereon and are reflected as long-term liabilities in our consolidated balance sheets. The Preferred Units are entitled to a preferential quarterly cash distribution of \$0.445 per Preferred Unit if outstanding on the record dates of the Partnership's common unit distributions. Holders of the Preferred Units can elect to convert the ETP Preferred Units to ETP Common Units at any time in accordance with ETP's partnership agreement. The number of common units issuable upon conversion of the Preferred Units is equal to the issue price of \$18.30, plus all accrued but unpaid distributions and interest thereon, divided by the conversion price of \$44.37. As of September 30, 2015, the Preferred Units were convertible into 0.9 million ETP Common Units.

9. REDEEMABLE NONCONTROLLING INTERESTS

The noncontrolling interest holders in one of Sunoco Logistics' consolidated subsidiaries have the option to sell their interests to Sunoco Logistics. In accordance with applicable accounting guidance, the noncontrolling interest is excluded from total equity and reflected as redeemable interest on ETP's consolidated balance sheets.

10. EQUITY

Class H Units and Class I Units

In March 2015, ETE transferred 30.8 million Partnership common units, ETE's 45% interest in the Bakken pipeline project, and \$879 million in cash to the Partnership in exchange for 30.8 million newly issued Class H Units of ETP that, when combined with the 50.2 million previously issued Class H Units, generally entitle ETE to receive 90.05% of the cash distributions and other economic attributes of the general partner interest and IDRs of Sunoco Logistics. In connection with this transaction, the Partnership also issued to ETE 100 Class I Units that provide distributions to ETE to offset IDR subsidies previously provided to the Partnership. These IDR subsidies, including the impact from distributions on Class I Units, will be reduced by \$55 million in 2015 and \$30 million in 2016.

Effective July 1, 2015, ETE acquired 100% of the membership interests of Sunoco GP, the general partner of Sunoco LP, and all of the IDRs of Sunoco LP from ETP, and in exchange, ETE transferred to ETP 21 million ETP common units. In connection with ETP's 2014 acquisition of Susser, ETE agreed to provide ETP a \$35 million annual IDR subsidy for 10 years, which would terminate upon the closing of ETE's acquisition of Sunoco GP. In connection with the exchange and repurchase, ETE will provide ETP a \$35 million annual IDR subsidy for two years.

The impact of (i) the IDR subsidy adjustments and (ii) the Class I Unit distributions, along with the currently effective IDR subsidies, is included in the table below under "Quarterly Distributions of Available Cash."

ETP Common Unit Activity

The changes in common units during the nine months ended September 30, 2015 were as follows:

	Number of Units
Number of common units at December 31, 2014	355.5
Common units issued in connection with Equity Distribution Agreements	14.5
Common units issued in connection with the Distribution Reinvestment Plan	5.0
Common units issued in connection with the Regency Merger	172.2
Common units redeemed in connection with the Bakken Pipeline Transaction	(30.8)
Common units redeemed in connection with the Sunoco LP Exchange	(21.0)
Issuance of common units under equity incentive plans	0.2
Number of common units at September 30, 2015	495.6

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During the nine months ended September 30, 2015, the Partnership received proceeds of \$775 million, net of commissions of \$8 million, from the issuance of common units pursuant to equity distribution agreements, which were used for general partnership purposes. As of September 30, 2015, \$624 million of the Partnership's common units remained available to be issued under an equity distribution agreement.

During the nine months ended September 30, 2015, distributions of \$255 million were reinvested under the Distribution Reinvestment Plan resulting in the issuance of 5.0 million common units. As of September 30, 2015, a total of 2.3 million common units remain available to be issued under the existing registration statement in connection with the Distribution Reinvestment Plan.

Sales of Common Units by Sunoco Logistics

In 2014, Sunoco Logistics entered into equity distribution agreements pursuant to which Sunoco Logistics may sell from time to time common units having aggregate offering prices of up to \$1.25 billion. During the nine months ended September 30, 2015, Sunoco Logistics received proceeds of \$645 million, net of commissions of \$7 million, which were used for general partnership purposes.

Additionally, Sunoco Logistics completed a public offering of 13.5 million common units for net proceeds of \$547 million in March 2015. The net proceeds were used to repay outstanding borrowings under the \$2.5 billion Sunoco Logistics Credit Facility and for general partnership purposes. In April 2015, an additional 2.0 million common units were issued for net proceeds of \$82 million related to the exercise of an option in connection with the March 2015 offering.

As a result of Sunoco Logistics' issuances of common units during the nine months ended September 30, 2015, the Partnership recognized increases in partners' capital of \$118 million.

Quarterly Distributions of Available Cash

Following are distributions declared and/or paid by the Partnership subsequent to December 31, 2014:

Quarter Ended	Record Date	Payment Date	Rate
December 31, 2014	February 6, 2015	February 13, 2015	\$0.9950
March 31, 2015	May 8, 2015	May 15, 2015	1.0150
June 30, 2015	August 6, 2015	August 14, 2015	1.0350
September 30, 2015	November 5, 2015	November 16, 2015	1.0550

ETE agreed to relinquish its right to the following amounts of incentive distributions in future periods, including distributions on Class I Units.

	Total Year
2015 (remainder)	\$28
2016	137
2017	128
2018	105
2019	95

Sunoco Logistics Quarterly Distributions of Available Cash

Following are distributions declared and/or paid by Sunoco Logistics subsequent to December 31, 2014:

Quarter Ended	Record Date	Payment Date	Rate
December 31, 2014	February 9, 2015	February 13, 2015	\$0.4000
March 31, 2015	May 11, 2015	May 15, 2015	0.4190
June 30, 2015	August 10, 2015	August 14, 2015	0.4380
September 30, 2015	November 9, 2015	November 13, 2015	0.4580

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Accumulated Other Comprehensive Income (Loss)

The following table presents the components of AOCI, net of tax:

	September 30, 2015	December 31, 2014
Available-for-sale securities	\$2	\$3
Foreign currency translation adjustment	(4	) (3
Net loss on commodity related hedges	—	(1
Actuarial loss related to pensions and other postretirement benefits	(12	) (57
Investments in unconsolidated affiliates, net	—	2
Total AOCI, net of tax	\$(14	) \$(56

11. INCOME TAXES

For the three and nine months ended September 30, 2015, the Partnership's effective income tax rate decreased from the prior year primarily due to lower earnings among the Partnership's consolidated corporate subsidiaries. The three and nine months ended September 30, 2015 also reflect a benefit of \$24 million of net state tax benefit attributable to statutory state rate changes resulting from the Regency Merger and sale of Susser to Sunoco LP. For the three and nine months ended September 30, 2015, the Partnership's income tax expense was favorably impacted by \$11 million due to a reduction in the statutory Texas franchise tax rate which was enacted by the Texas legislature during the second quarter of 2015. Additionally, the Partnership recognized a net tax benefit of \$7 million related to the settlement of the Southern Union 2004-2009 Internal Revenue Service ("IRS") examination in July 2015. For the three and nine months ended September 30, 2014, the Partnership's income tax expense from continuing operations included unfavorable income tax adjustments of \$87 million related to the Lake Charles LNG Transaction, which was treated as a sale for tax purposes.

12. REGULATORY MATTERS, COMMITMENTS, CONTINGENCIES AND ENVIRONMENTAL LIABILITIES

Contingent Matters Potentially Impacting the Partnership from Our Investment in Citrus

Florida Gas Pipeline Relocation Costs. The Florida Department of Transportation, Florida's Turnpike Enterprise ("FDOT/FTE") has various turnpike/State Road 91 widening projects that have impacted or may, over time, impact one or more of FGTs' mainline pipelines located in FDOT/FTE rights-of-way. Certain FDOT/FTE projects have been or are the subject of litigation in Broward County, Florida. On November 16, 2012, FDOT paid to FGT the sum of approximately \$100 million, representing the amount of the judgment, plus interest, in a case tried in 2011.

On April 14, 2011, FGT filed suit against the FDOT/FTE and other defendants in Broward County, Florida seeking an injunction and damages as the result of the construction of a mechanically stabilized earth wall and other encroachments in FGT easements as part of FDOT/FTE's I-595 project. On August 21, 2013, FGT and FDOT/FTE entered into a settlement agreement pursuant to which, among other things, FDOT/FTE paid FGT approximately \$19 million in September 2013 in settlement of FGT's claims with respect to the I-595 project. The settlement agreement also provided for agreed easement widths for FDOT/FTE right-of-way and for cost sharing between FGT and FDOT/FTE for any future relocations. Also in September 2013, FDOT/FTE paid FGT an additional approximate \$1 million for costs related to the aforementioned turnpike/State Road 91 case tried in 2011.

FGT will continue to seek rate recovery in the future for these types of costs to the extent not reimbursed by the FDOT/FTE. There can be no assurance that FGT will be successful in obtaining complete reimbursement for any such relocation costs from the FDOT/FTE or from its customers or that the timing of such reimbursement will fully compensate FGT for its costs.

Contingent Residual Support Agreement – AmeriGas

In connection with the closing of the contribution of its propane operations in January 2012, ETP agreed to provide contingent, residual support of \$1.55 billion of intercompany borrowings made by AmeriGas and certain of its affiliates with maturities through 2022 from a finance subsidiary of AmeriGas that have maturity dates and repayment terms that mirror those of an equal principal amount of senior notes issued by this finance company subsidiary to third party purchasers.

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Guarantee of Collection

Panhandle previously guaranteed the collections of the payment of \$600 million of Regency 4.50% senior notes due 2023. On May 28, 2015, ETP entered into a supplemental indenture relating to the senior notes pursuant to which it has agreed to become a co-obligor with respect to the payment obligations thereunder. Accordingly, pursuant to the terms of the senior notes, Panhandle's obligations under the Panhandle Guarantee have been released.

On April 30, 2015, in connection with the Regency Merger, ETP entered into various supplemental indentures pursuant to which ETP has agreed to fully and unconditionally guarantee all payment obligations of Regency for all of its outstanding senior notes.

NGL Pipeline Regulation

We have interests in NGL pipelines located in Texas and New Mexico. We commenced the interstate transportation of NGLs in 2013, which is subject to the jurisdiction of the FERC under the Interstate Commerce Act ("ICA") and the Energy Policy Act of 1992. Under the ICA, tariff rates must be just and reasonable and not unduly discriminatory and pipelines may not confer any undue preference. The tariff rates established for interstate services were based on a negotiated agreement; however, the FERC's rate-making methodologies may limit our ability to set rates based on our actual costs, may delay or limit the use of rates that reflect increased costs and may subject us to potentially burdensome and expensive operational, reporting and other requirements. Any of the foregoing could adversely affect our business, revenues and cash flow.

Transwestern Rate Case

On October 1, 2014, Transwestern filed a general NGA Section 4 rate case pursuant to the 2011 settlement agreement with its shippers. On December 2, 2014, the FERC issued an order accepting and suspending the rates to be effective April 1, 2015, subject to refund, and setting a procedural schedule with a hearing scheduled in late 2015. On June 22, 2015, Transwestern filed a settlement with the FERC which resolved or provided for the resolution of all issues set for hearing in the case. On October 15, 2015, the FERC issued an order approving the rate case settlement without condition.

FGT Rate Case

On October 31, 2014, FGT filed a general NGA Section 4 rate case pursuant to a 2010 settlement agreement with its shippers. On November 28, 2014, the FERC issued an order accepting and suspending the rates to be effective no earlier than May 1, 2015, subject to refund. On September 11, 2015, FGT filed a settlement with the FERC which resolved or provided for the resolution of all issues set for hearing in the case. The settlement is subject to FERC approval.

Commitments

In the normal course of our business, we purchase, process and sell natural gas pursuant to long-term contracts and we enter into long-term transportation and storage agreements. Such contracts contain terms that are customary in the industry. We believe that the terms of these agreements are commercially reasonable and will not have a material adverse effect on our financial position or results of operations.

We have certain non-cancelable leases for property and equipment, which require fixed monthly rental payments and expire at various dates through 2058. The table below reflects rental expense under these operating leases included in operating expenses in the accompanying statements of operations, which include contingent rentals, and rental expense recovered through related sublease rental income:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Rental expense ⁽¹⁾	\$35	\$31	\$141	\$90
Less: Sublease rental income	(3	) (9	) (15	) (27
Rental expense, net	\$32	\$22	\$126	\$63

⁽¹⁾ Includes contingent rentals totaling \$9 million and \$8 million for the three months ended September 30, 2015 and 2014 and \$19 million and \$17 million for the nine months ended September 30, 2015 and 2014, respectively.

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Our joint venture agreements require that we fund our proportionate share of capital contributions to our unconsolidated affiliates. Such contributions will depend upon our unconsolidated affiliates' capital requirements, such as for funding capital projects or repayment of long-term obligations.

Litigation and Contingencies

We may, from time to time, be involved in litigation and claims arising out of our operations in the normal course of business. Natural gas and crude oil are flammable and combustible. Serious personal injury and significant property damage can arise in connection with their transportation, storage or use. In the ordinary course of business, we are sometimes threatened with or named as a defendant in various lawsuits seeking actual and punitive damages for product liability, personal injury and property damage. We maintain liability insurance with insurers in amounts and with coverage and deductibles management believes are reasonable and prudent, and which are generally accepted in the industry. However, there can be no assurance that the levels of insurance protection currently in effect will continue to be available at reasonable prices or that such levels will remain adequate to protect us from material expenses related to product liability, personal injury or property damage in the future.

Regency Merger Litigation

Following the January 26, 2015 announcement of the definitive merger agreement with Regency, purported Regency unitholders filed lawsuits in state and federal courts in Dallas, Texas and Delaware state court asserting claims relating to the proposed transaction.

On February 3, 2015, William Engel and Enno Seago, purported Regency unitholders, filed a class action petition on behalf of Regency's common unitholders and a derivative suit on behalf of Regency in the 162nd Judicial District Court of Dallas County, Texas (the "Engel Lawsuit"). The lawsuit names as defendants the Regency General Partner, the members of the Regency General Partner's board of directors, ETP, ETP GP, ETE, and, as a nominal party, Regency. The Engel Lawsuit alleges that (1) the Regency General Partner's directors breached duties to Regency and the Regency's unitholders by employing a conflicted and unfair process and failing to maximize the merger consideration; (2) the Regency General Partner's directors breached the implied covenant of good faith and fair dealing by engaging in a flawed merger process; and (3) the non-director defendants aided and abetted in these claimed breaches. The plaintiffs seek an injunction preventing the defendants from closing the proposed transaction or an order rescinding the transaction if it has already been completed. The plaintiffs also seek money damages and court costs, including attorney's fees.

On February 9, 2015, Stuart Yeager, a purported Regency unitholder, filed a class action petition on behalf of the Regency's common unitholders and a derivative suit on behalf of Regency in the 134th Judicial District Court of Dallas County, Texas (the "Yeager Lawsuit"). The allegations, claims, and relief sought in the Yeager Lawsuit are nearly identical to those in the Engel Lawsuit.

On February 10, 2015, Lucien Coggia a purported Regency unitholder, filed a class action petition on behalf of Regency's common unitholders and a derivative suit on behalf of Regency in the 192nd Judicial District Court of Dallas County, Texas (the "Coggia Lawsuit"). The allegations, claims, and relief sought in the Coggia Lawsuit are nearly identical to those in the Engel Lawsuit.

On February 3, 2015, Linda Blankman, a purported Regency unitholder, filed a class action complaint on behalf of the Regency's common unitholders in the United States District Court for the Northern District of Texas (the "Blankman Lawsuit"). The allegations and claims in the Blankman Lawsuit are similar to those in the Engel Lawsuit. However, the Blankman Lawsuit does not allege any derivative claims and includes Regency as a defendant rather than a nominal party. The lawsuit also omits one of the Regency General Partner's directors, Richard Brannon, who was named in the Engel Lawsuit. The Blankman Lawsuit alleges that the Regency General Partner's directors breached their fiduciary duties to the unitholders by failing to maximize the value of Regency, failing to properly value Regency, and ignoring conflicts of interest. The plaintiff also asserts a claim against the non-director defendants for aiding and abetting the directors' alleged breach of fiduciary duty. The Blankman Lawsuit seeks the same relief that the plaintiffs seek in the Engel Lawsuit.

On February 6, 2015, Edwin Bazini, a purported Regency unitholder, filed a class action complaint on behalf of Regency's common unitholders in the United States District Court for the Northern District of Texas (the "Bazini Lawsuit"). The allegations, claims, and relief sought in the Bazini Lawsuit are nearly identical to those in the Blankman

Lawsuit. On March 27, 2015, Plaintiff Bazini filed an amended complaint asserting additional claims under Sections 14(a) and 20(a) of the Securities Exchange Act of 1934.

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On February 11, 2015, Mark Hinnau, a purported Regency unitholder, filed a class action complaint on behalf of Regency's common unitholders in the United States District Court for the Northern District of Texas (the "Hinnau Lawsuit"). The allegations, claims, and relief sought in the Hinnau Lawsuit are nearly identical to those in the Blankman Lawsuit.

On February 11, 2015, Stephen Weaver, a purported Regency unitholder, filed a class action complaint on behalf of Regency's common unitholders in the United States District Court for the Northern District of Texas (the "Weaver Lawsuit"). The allegations, claims, and relief sought in the Weaver Lawsuit are nearly identical to those in the Blankman Lawsuit.

On February 11, 2015, Adrian Dieckman, a purported Regency unitholder, filed a class action complaint on behalf of Regency's common unitholders in the United States District Court for the Northern District of Texas (the "Dieckman Lawsuit"). The allegations, claims, and relief sought in the Dieckman Lawsuit are similar to those in the Blankman Lawsuit, except that the Dieckman Lawsuit does not assert an aiding and abetting claim.

On February 13, 2015, Irwin Berlin, a purported Regency unitholder, filed a class action complaint on behalf of Regency's common unitholders in the United States District Court for the Northern District of Texas (the "Berlin Lawsuit"). The allegations, claims, and relief sought in the Berlin Lawsuit are similar to those in the Blankman Lawsuit.

On March 13, 2015, the Court in the 95th Judicial District Court of Dallas County, Texas transferred and consolidated the Yeager and Coggia Lawsuits into the Engel Lawsuit and captioned the consolidated lawsuit as Engel v. Regency GP, LP, et al. (the "Consolidated State Lawsuit").

On March 30, 2015, Leonard Cooperman, a purported Regency unitholder, filed a class action complaint on behalf of Regency's common unitholders in the United States District Court for the Northern District of Texas (the "Cooperman Lawsuit"). The allegations, claims, and relief sought in the Cooperman Lawsuit are similar to those in the Blankman Lawsuit.

On March 31, 2015, the Court in United States District Court for the Northern District of Texas consolidated the Blankman, Bazini, Hinnau, Weaver, Dieckman, and Berlin Lawsuits into a consolidated lawsuit captioned Bazini v. Bradley, et al. (the "Consolidated Federal Lawsuit"). On April 1, 2015, plaintiffs in the Consolidated Federal Lawsuit filed an Emergency Motion to Expedite Discovery. On April 9, 2015, by order of the Court, the parties submitted a joint submission wherein defendants opposed plaintiffs' request to expedite discovery. On April 17, 2015, the Court denied plaintiffs' motion to expedite discovery.

On June 10, 2015, Adrian Dieckman, a purported Regency unitholder, filed a class action complaint on behalf of Regency's common unitholders in the Court of Chancery of the State of Delaware (the "Dieckman DE Lawsuit"). The lawsuit alleges that the transaction did not comply with the Regency partnership agreement because the Conflicts Committee was not properly formed.

On June 5, 2015, the Dieckman Lawsuit was dismissed. On July 23, 2015, the Blankman, Bazini, Hinnau, Weaver and Berlin Lawsuits were dismissed. On August 20, 2015, the Cooperman Lawsuit was dismissed. The Consolidated Federal Lawsuit was terminated once all named plaintiffs voluntarily dismissed.

Each of the remaining lawsuits is at a preliminary stage. ETP cannot predict the outcome of these or any other lawsuits that might be filed, nor can we predict the amount of time and expense that will be required to resolve these lawsuits. ETP and the other defendants named in the lawsuits intend to defend vigorously against these and any other actions.

MTBE Litigation

Sunoco, Inc., along with other refiners, manufacturers and sellers of gasoline, is a defendant in lawsuits alleging MTBE contamination of groundwater. The plaintiffs typically include water purveyors and municipalities responsible for supplying drinking water and governmental authorities. The plaintiffs primarily assert product liability claims and additional claims including nuisance, trespass, negligence, violation of environmental laws and deceptive business practices. The plaintiffs in all of the cases seek to recover compensatory damages, and in some cases also seek natural resource damages, injunctive relief, punitive damages and attorneys' fees.

As of September 30, 2015, Sunoco, Inc. is a defendant in six cases, including cases initiated by the States of New Jersey, Vermont, the Commonwealth of Pennsylvania, two others by the Commonwealth of Puerto Rico with the more

recent Puerto Rico action being a companion case alleging damages for additional sites beyond those at issue in the initial Puerto Rico action, and one case by the City of Breaux Bridge in the USDC Western District of Louisiana.

Four of these cases are venued in a multidistrict litigation proceeding in a New York federal court. The New Jersey, Puerto Rico, Vermont, and Pennsylvania cases assert natural resource damage claims.

Fact discovery has concluded with respect to an initial set of 19 sites each that will be the subject of the first trial phase in the New Jersey case and the initial Puerto Rico case. In August 2015, the State of Rhode Island served a Notice of Intent to Sue

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on Sunoco, Inc., and certain predecessors and subsidiaries. The State of Rhode Island alleges Sunoco, Inc. unlawfully released MTBE from underground storage tanks and failed to remediate MTBE contamination in violation of various state and federal regulations. Insufficient information has been developed about the plaintiffs' legal theories or the facts with respect to statewide natural resource damage claims to provide an analysis of the ultimate potential liability of Sunoco, Inc. in these matters. It is reasonably possible that a loss may be realized; however, we are unable to estimate the possible loss or range of loss in excess of amounts accrued. Management believes that an adverse determination with respect to one or more of the MTBE cases could have a significant impact on results of operations during the period in which any said adverse determination occurs, but does not believe that any such adverse determination would have a material adverse effect on the Partnership's consolidated financial position.

Enterprise Products Partners, L.P. and Enterprise Products Operating LLC Litigation

On January 27, 2014, a trial commenced between ETP against Enterprise Products Partners, L.P. and Enterprise Products Operating LLC (collectively, "Enterprise") and Enbridge (US) Inc. Trial resulted in a verdict in favor of ETP against Enterprise that consisted of \$319 million in compensatory damages and \$595 million in disgorgement to ETP. The jury also found that ETP owed Enterprise approximately \$1 million under a reimbursement agreement. On July 29, 2014, the trial court entered a final judgment in favor of ETP and awarded ETP \$536 million, consisting of compensatory damages, disgorgement, and pre-judgment interest. The trial court also ordered that ETP shall be entitled to recover post-judgment interest and costs of court and that Enterprise is not entitled to any net recovery on its counterclaims. Enterprise has filed a notice of appeal. In accordance with GAAP, no amounts related to the original verdict or the July 29, 2014 final judgment will be recorded in our financial statements until the appeal process is completed.

Other Litigation and Contingencies

We or our subsidiaries are a party to various legal proceedings and/or regulatory proceedings incidental to our businesses. For each of these matters, we evaluate the merits of the case, our exposure to the matter, possible legal or settlement strategies, the likelihood of an unfavorable outcome and the availability of insurance coverage. If we determine that an unfavorable outcome of a particular matter is probable and can be estimated, we accrue the contingent obligation, as well as any expected insurance recoverable amounts related to the contingency. As of September 30, 2015 and December 31, 2014, accruals of approximately \$38 million and \$37 million, respectively, were reflected on our consolidated balance sheets related to these contingent obligations. As new information becomes available, our estimates may change. The impact of these changes may have a significant effect on our results of operations in a single period.

The outcome of these matters cannot be predicted with certainty and there can be no assurance that the outcome of a particular matter will not result in the payment of amounts that have not been accrued for the matter. Furthermore, we may revise accrual amounts prior to resolution of a particular contingency based on changes in facts and circumstances or changes in the expected outcome. Currently, we are not able to estimate possible losses or a range of possible losses in excess of amounts accrued.

No amounts have been recorded in our September 30, 2015 or December 31, 2014 consolidated balance sheets for contingencies and current litigation, other than amounts disclosed herein.

Attorney General of the Commonwealth of Massachusetts v. New England Gas Company.

On July 7, 2011, the Massachusetts Attorney General ("AG") filed a regulatory complaint with the Massachusetts Department of Public Utilities ("MDPU") against New England Gas Company with respect to certain environmental cost recoveries. The AG is seeking a refund to New England Gas Company customers for alleged "excessive and imprudently incurred costs" related to legal fees associated with Southern Union's environmental response activities. In the complaint, the AG requests that the MDPU initiate an investigation into the New England Gas Company's collection and reconciliation of recoverable environmental costs including: (i) the prudence of any and all legal fees, totaling approximately \$19 million, that were charged by the Kasowitz, Benson, Torres & Friedman firm and passed through the recovery mechanism since 2005, the year when a partner in the firm, the Southern Union former Vice Chairman, President and Chief Operating Officer, joined Southern Union's management team; (ii) the prudence of any and all legal fees that were charged by the Bishop, London & Dodds firm and passed through the recovery mechanism since 2005, the period during which a member of the firm served as Southern Union's Chief Ethics Officer; and (iii)

the propriety and allocation of certain legal fees charged that were passed through the recovery mechanism that the AG contends only qualify for a lesser, 50%, level of recovery. Southern Union has filed its answer denying the allegations and moved to dismiss the complaint, in part on a theory of collateral estoppel. The hearing officer has deferred consideration of Southern Union's motion to dismiss. The AG's motion to be reimbursed expert and consultant costs by Southern Union of up to \$150,000 was granted. By tariff, these costs are recoverable through rates charged to New England Gas Company customers. The hearing officer previously stayed discovery pending resolution of a dispute concerning the applicability of attorney-client privilege to legal billing invoices. The MDPU issued an interlocutory order on June 24, 2013 that lifted the stay, and discovery has resumed. Panhandle (as successor to Southern Union) believes it has complied with all

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applicable requirements regarding its filings for cost recovery and has not recorded any accrued liability; however, Panhandle will continue to assess its potential exposure for such cost recoveries as the matter progresses.

Environmental Matters

Our operations are subject to extensive federal, state and local environmental and safety laws and regulations that require expenditures to ensure compliance, including related to air emissions and wastewater discharges, at operating facilities and for remediation at current and former facilities as well as waste disposal sites. Although we believe our operations are in substantial compliance with applicable environmental laws and regulations, risks of additional costs and liabilities are inherent in the business of transporting, storing, gathering, treating, compressing, blending and processing natural gas, natural gas liquids and other products. As a result, there can be no assurance that significant costs and liabilities will not be incurred. Costs of planning, designing, constructing and operating pipelines, plants and other facilities must incorporate compliance with environmental laws and regulations and safety standards. Failure to comply with these laws and regulations may result in the assessment of administrative, civil and criminal penalties, the imposition of remedial obligations, the issuance of injunctions and the filing of federally authorized citizen suits. Contingent losses related to all significant known environmental matters have been accrued and/or separately disclosed. However, we may revise accrual amounts prior to resolution of a particular contingency based on changes in facts and circumstances or changes in the expected outcome.

Environmental exposures and liabilities are difficult to assess and estimate due to unknown factors such as the magnitude of possible contamination, the timing and extent of remediation, the determination of our liability in proportion to other parties, improvements in cleanup technologies and the extent to which environmental laws and regulations may change in the future. Although environmental costs may have a significant impact on the results of operations for any single period, we believe that such costs will not have a material adverse effect on our financial position.

Based on information available at this time and reviews undertaken to identify potential exposure, we believe the amount reserved for environmental matters is adequate to cover the potential exposure for cleanup costs.

Environmental Remediation

Our subsidiaries are responsible for environmental remediation at certain sites, including the following:

Certain of our interstate pipelines conduct soil and groundwater remediation related to contamination from past uses of PCBs. PCB assessments are ongoing and, in some cases, our subsidiaries could potentially be held responsible for contamination caused by other parties.

Certain gathering and processing systems are responsible for soil and groundwater remediation related to releases of hydrocarbons.

Currently operating Sunoco, Inc. retail sites.

Legacy sites related to Sunoco, Inc., that are subject to environmental assessments include formerly owned terminals and other logistics assets, retail sites that Sunoco, Inc. no longer operates, closed and/or sold refineries and other formerly owned sites.

Sunoco, Inc. is potentially subject to joint and several liability for the costs of remediation at sites at which it has been identified as a potentially responsible party ("PRP"). As of September 30, 2015, Sunoco, Inc. had been named as a PRP at approximately 52 identified or potentially identifiable "Superfund" sites under federal and/or comparable state law. Sunoco, Inc. is usually one of a number of companies identified as a PRP at a site.

- Sunoco, Inc. has reviewed the nature and extent of its involvement at each site and other relevant circumstances and, based upon Sunoco, Inc.'s purported nexus to the sites, believes that its potential liability associated with such sites will not be significant.

To the extent estimable, expected remediation costs are included in the amounts recorded for environmental matters in our consolidated balance sheets. In some circumstances, future costs cannot be reasonably estimated because remediation activities are undertaken as claims are made by customers and former customers. To the extent that an environmental remediation obligation is recorded by a subsidiary that applies regulatory accounting policies, amounts that are expected to be recoverable through tariffs or rates are recorded as regulatory assets on our consolidated balance sheets.

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The table below reflects the amounts of accrued liabilities recorded in our consolidated balance sheets related to environmental matters that are considered to be probable and reasonably estimable. Currently, we are not able to estimate possible losses or a range of possible losses in excess of amounts accrued. Except for matters discussed above, we do not have any material environmental matters assessed as reasonably possible that would require disclosure in our consolidated financial statements.

	September 30, 2015	December 31, 2014
Current	\$48	\$41
Non-current	327	360
Total environmental liabilities	\$375	\$401

In 2013, we established a wholly-owned captive insurance company to bear certain risks associated with environmental obligations related to certain sites that are no longer operating. The premiums paid to the captive insurance company include estimates for environmental claims that have been incurred but not reported, based on an actuarially determined fully developed claims expense estimate. In such cases, we accrue losses attributable to unasserted claims based on the discounted estimates that are used to develop the premiums paid to the captive insurance company.

During the three months ended September 30, 2015 and 2014, Sunoco, Inc. recorded \$9 million and \$10 million, respectively, of expenditures related to environmental cleanup programs. During the nine months ended September 30, 2015 and 2014, Sunoco, Inc. recorded \$27 million of expenditures related to environmental cleanup programs. On June 29, 2011, the U.S. Environmental Protection Agency finalized a rule under the Clean Air Act that revised the new source performance standards for manufacturers, owners and operators of new, modified and reconstructed stationary internal combustion engines. The rule became effective on August 29, 2011. The rule modifications may require us to undertake significant expenditures, including expenditures for purchasing, installing, monitoring and maintaining emissions control equipment, if we replace equipment or expand existing facilities in the future. At this point, we are not able to predict the cost to comply with the rule's requirements, because the rule applies only to changes we might make in the future.

Our pipeline operations are subject to regulation by the U.S. Department of Transportation under the PHMSA, pursuant to which the PHMSA has established requirements relating to the design, installation, testing, construction, operation, replacement and management of pipeline facilities. Moreover, the PHMSA, through the Office of Pipeline Safety, has promulgated a rule requiring pipeline operators to develop integrity management programs to comprehensively evaluate their pipelines, and take measures to protect pipeline segments located in what the rule refers to as "high consequence areas." Activities under these integrity management programs involve the performance of internal pipeline inspections, pressure testing or other effective means to assess the integrity of these regulated pipeline segments, and the regulations require prompt action to address integrity issues raised by the assessment and analysis. Integrity testing and assessment of all of these assets will continue, and the potential exists that results of such testing and assessment could cause us to incur future capital and operating expenditures for repairs or upgrades deemed necessary to ensure the continued safe and reliable operation of our pipelines; however, no estimate can be made at this time of the likely range of such expenditures.

Our operations are also subject to the requirements of the OSHA, and comparable state laws that regulate the protection of the health and safety of employees. In addition, OSHA's hazardous communication standard requires that information be maintained about hazardous materials used or produced in our operations and that this information be provided to employees, state and local government authorities and citizens. We believe that our operations are in substantial compliance with the OSHA requirements, including general industry standards, record keeping requirements, and monitoring of occupational exposure to regulated substances.

13. DERIVATIVE ASSETS AND LIABILITIES

Commodity Price Risk

We are exposed to market risks related to the volatility of commodity prices. To manage the impact of volatility from these prices, we utilize various exchange-traded and OTC commodity financial instrument contracts. These contracts consist primarily of futures, swaps and options and are recorded at fair value in our consolidated balance sheets.

We inject and hold natural gas in our Bammel storage facility to take advantage of contango markets (i.e., when the price of natural gas is higher in the future than the current spot price). We use financial derivatives to hedge the natural gas held in connection with these arbitrage opportunities. At the inception of the hedge, we lock in a margin by purchasing gas in the spot market or off peak season and entering into a financial contract to lock in the sale price. If we designate the related

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financial contract as a fair value hedge for accounting purposes, we value the hedged natural gas inventory at current spot market prices along with the financial derivative we use to hedge it. Changes in the spread between the forward natural gas prices designated as fair value hedges and the physical inventory spot price result in unrealized gains or losses until the underlying physical gas is withdrawn and the related designated derivatives are settled. Once the gas is withdrawn and the designated derivatives are settled, the previously unrealized gains or losses associated with these positions are realized. Unrealized margins represent the unrealized gains or losses from our derivative instruments using mark-to-market accounting, with changes in the fair value of our derivatives being recorded directly in earnings. These margins fluctuate based upon changes in the spreads between the physical spot price and forward natural gas prices. If the spread narrows between the physical and financial prices, we will record unrealized gains or lower unrealized losses. If the spread widens, we will record unrealized losses or lower unrealized gains. Typically, as we enter the winter months, the spread converges so that we recognize in earnings the original locked-in spread through either mark-to-market adjustments or the physical withdraw of natural gas.

We are also exposed to market risk on natural gas we retain for fees in our intrastate transportation and storage segment and operational gas sales on our interstate transportation and storage segment. We use financial derivatives to hedge the sales price of this gas, including futures, swaps and options. Certain contracts that qualify for hedge accounting are designated as cash flow hedges of the forecasted sale of natural gas. The change in value, to the extent the contracts are effective, remains in AOCI until the forecasted transaction occurs. When the forecasted transaction occurs, any gain or loss associated with the derivative is recorded in cost of products sold in the consolidated statements of operations.

We are also exposed to commodity price risk on NGLs and residue gas we retain for fees in our midstream segment whereby our subsidiaries generally gather and process natural gas on behalf of producers, sell the resulting residue gas and NGL volumes at market prices and remit to producers an agreed upon percentage of the proceeds based on an index price for the residue gas and NGLs. We use NGL and crude derivative swap contracts to hedge forecasted sales of NGL and condensate equity volumes. Certain contracts that qualify for hedge accounting are accounted for as cash flow hedges. The change in value, to the extent the contracts are effective, remains in AOCI until the forecasted transaction occurs. When the forecasted transaction occurs, any gain or loss associated with the derivative is recorded in cost of products sold in the consolidated statement of operations.

We may use derivatives in our liquids transportation and services segment to manage our storage facilities and the purchase and sale of purity NGLs.

Sunoco Logistics utilizes derivatives such as swaps, futures and other derivative instruments to mitigate the risk associated with market movements in the price of refined products, crude and NGLs. These derivative contracts act as a hedging mechanism against the volatility of prices by allowing Sunoco Logistics to transfer this price risk to counterparties who are able and willing to bear it. Sunoco Logistics does not designate any of its derivative contracts as hedges for accounting purposes. Therefore, all realized and unrealized gains and losses from these derivative contracts are recognized in the consolidated statements of operations during the current period.

We also use derivatives to hedge a variety of price risks in our retail marketing segment. Futures and swaps are used to achieve ratable pricing of crude oil purchases, to convert certain expected refined product sales to fixed or floating prices, to lock in margins for certain refined products and to lock in the price of a portion of natural gas purchases or sales and transportation costs. The derivatives used in our retail marketing segment represent economic hedges; however, we have elected not to designate any of these derivative contracts as hedges in this business segment. Therefore, all realized and unrealized gains and losses from these derivative contracts are recognized in the consolidated statements of operations during the current period.

Our trading activities include the use of financial commodity derivatives to take advantage of market opportunities. These trading activities are a complement to our transportation and storage segment's operations and are netted in cost of products sold in our consolidated statements of operations. Additionally, we also have trading and marketing activities related to power and natural gas in our all other segment which are also netted in cost of products sold. As a result of our trading activities and the use of derivative financial instruments in our transportation and storage segment, the degree of earnings volatility that can occur may be significant, favorably or unfavorably, from period to period. We attempt to manage this volatility through the use of daily position and profit and loss reports provided to

our risk oversight committee, which includes members of senior management, and the limits and authorizations set forth in our commodity risk management policy.

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The following table details our outstanding commodity-related derivatives:

	September 30, 2015		December 31, 2014	
	Notional Volume	Maturity	Notional Volume	Maturity
Mark-to-Market Derivatives (Trading)				
Natural Gas (MMBtu):				
Fixed Swaps/Futures	2,750,700	2015-2016	(232,500)	2015
Basis Swaps IFCR/NYMEX ⁽¹⁾	32,677,500	2015-2016	(13,907,500)	2015-2016
Options – Calls	—	—	5,000,000	2015
Power (Megawatt):				
Forwards	557,220	2015-2016	288,775	2015
Futures	(846,164)	2015-2016	(156,000)	2015
Options – Puts	(11,361)	2015	(72,000)	2015
Options – Calls	(55,618)	2015	198,556	2015
Crude (Bbls) – Futures	(140,000)	2015	—	—
(Non-Trading)				
Natural Gas (MMBtu):				
Basis Swaps IFCR/NYMEX	(6,872,500)	2015-2016	57,500	2015
Swing Swaps IFCR	73,757,500	2015-2016	46,150,000	2015
Fixed Swaps/Futures	(17,292,500)	2015-2016	(34,304,000)	2015-2016
Forward Physical Contracts	(1,537,218)	2015	(9,116,777)	2015
Natural Gas Liquid and Crude (Bbls) – Forwards/Swaps	(6,138,800)	2015-2016	(4,417,400)	2015-2016
Refined Products (Bbls) – Futures	(2,273,000)	2015-2016	13,745,755	2015
Fair Value Hedging Derivatives (Non-Trading)				
Natural Gas (MMBtu):				
Basis Swaps IFCR/NYMEX	(37,555,000)	2016	(39,287,500)	2015
Fixed Swaps/Futures	(37,555,000)	2016	(39,287,500)	2015
Hedged Item – Inventory	37,555,000	2016	39,287,500	2015

⁽¹⁾ Includes aggregate amounts for open positions related to Houston Ship Channel, Waha Hub, NGPL TexOk, West Louisiana Zone and Henry Hub locations.

Regency previously had swap contracts that settled against certain NGLs, condensate and natural gas market prices. In April 2015, in connection with the Regency Merger, Regency settled all outstanding swap contracts and received net proceeds of \$56 million.

Interest Rate Risk

We are exposed to market risk for changes in interest rates. To maintain a cost effective capital structure, we borrow funds using a mix of fixed rate debt and variable rate debt. We also manage our interest rate exposure by utilizing interest rate swaps to achieve a desired mix of fixed and variable rate debt. We also utilize forward starting interest rate swaps to lock in the rate on a portion of our anticipated debt issuances.

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The following table summarizes our interest rate swaps outstanding, none of which were designated as hedges for accounting purposes:

Term	Type ⁽¹⁾	Notional Amount Outstanding	
		September 30, 2015	December 31, 2014
July 2015 ⁽²⁾	Forward-starting to pay a fixed rate of 3.40% and receive a floating rate	\$—	\$200
July 2016 ⁽³⁾	Forward-starting to pay a fixed rate of 3.80% and receive a floating rate	200	200
July 2017 ⁽⁴⁾	Forward-starting to pay a fixed rate of 3.84% and receive a floating rate	300	300
July 2018 ⁽⁴⁾	Forward-starting to pay a fixed rate of 4.00% and receive a floating rate	200	200
July 2019 ⁽⁴⁾	Forward-starting to pay a fixed rate of 3.25% and receive a floating rate	200	300
December 2018	Pay a floating rate based on 3-month LIBOR and receive a fixed rate of 1.53%	1,200	—
March 2019	Pay a floating rate based on 3-month LIBOR and receive a fixed rate of 1.42%	300	—
February 2023	Pay a floating rate plus a spread of 1.73% and receive a fixed rate of 3.60%	—	200

⁽¹⁾ Floating rates are based on 3-month LIBOR.

⁽²⁾ Represents the effective date. These forward-starting swaps have terms of 10 years with a mandatory termination date the same as the effective date. These forward-starting swaps matured in July 2015.

⁽³⁾ Represents the effective date. These forward-starting swaps have terms of 10 and 30 years with a mandatory termination date the same as the effective date.

⁽⁴⁾ Represents the effective date. These forward-starting swaps have terms of 30 years with a mandatory termination date the same as the effective date.

Credit Risk

Credit risk refers to the risk that a counterparty may default on its contractual obligations resulting in a loss to the Partnership. Credit policies have been approved and implemented to govern the Partnership's portfolio of counterparties with the objective of mitigating credit losses. These policies establish guidelines, controls and limits to manage credit risk within approved tolerances by mandating an appropriate evaluation of the financial condition of existing and potential counterparties, monitoring agency credit ratings, and by implementing credit practices that limit exposure according to the risk profiles of the counterparties. Furthermore, the Partnership may at times require collateral under certain circumstances to mitigate credit risk as necessary. We also implement the use of industry standard commercial agreements which allow for the netting of positive and negative exposures associated with transactions executed under a single commercial agreement. Additionally, we utilize master netting agreements to offset credit exposure across multiple commercial agreements with a single counterparty or affiliated group of counterparties.

The Partnership's counterparties consist of a diverse portfolio of customers across the energy industry, including petrochemical companies, commercial and industrials, oil and gas producers, motor fuel distributors, municipalities, gas and electric utilities and midstream companies. Our overall exposure may be affected positively or negatively by macroeconomic factors or regulatory changes that impact our counterparties to one extent or another. Currently, management does not anticipate a material adverse effect in our financial position or results of operations as a consequence of counterparty non-performance.

We have maintenance margin deposits with certain counterparties in the OTC market, primarily independent system operators, and with clearing brokers. Payments on margin deposits are required when the value of a derivative exceeds our pre-established credit limit with the counterparty. Margin deposits are returned to us on or about the settlement

date for non-exchange traded derivatives, and we exchange margin calls on a daily basis for exchange traded transactions. Since the margin calls are made daily with the exchange brokers, the fair value of the financial derivative instruments are deemed current and netted in deposits paid to vendors within other current assets in the consolidated balance sheets.

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For financial instruments, failure of a counterparty to perform on a contract could result in our inability to realize amounts that have been recorded on our consolidated balance sheets and recognized in net income or other comprehensive income.

Derivative Summary

The following table provides a summary of our derivative assets and liabilities:

	Fair Value of Derivative Instruments			
	Asset Derivatives		Liability Derivatives	
	September 30, 2015	December 31, 2014	September 30, 2015	December 31, 2014
Derivatives designated as hedging instruments:				
Commodity derivatives (margin deposits)	\$18	\$43	\$(1) \$—
	18	43	(1) —
Derivatives not designated as hedging instruments:				
Commodity derivatives (margin deposits)	313	617	(243	) (577
Commodity derivatives	13	107	(12	) (23
Interest rate derivatives	22	3	(183	) (155
Embedded derivatives in ETP Preferred Units	—	—	(6	) (16
	348	727	(444	) (771
Total derivatives	\$366	\$770	\$(445	) \$(771

The following table presents the fair value of our recognized derivative assets and liabilities on a gross basis and amounts offset on the consolidated balance sheets that are subject to enforceable master netting arrangements or similar arrangements:

	Balance Sheet Location	Asset Derivatives		Liability Derivatives	
		September 30, 2015	December 31, 2014	September 30, 2015	December 31, 2014
Derivatives without offsetting agreements		\$22	\$3	\$(189	) \$(171
Derivatives in offsetting agreements:					
OTC contracts	Derivative assets (liabilities)	\$13	\$107	\$(12	) \$(23
Broker cleared derivative contracts	Other current assets	331	660	(244	) (577
Total gross derivatives		366	770	(445	) (771
Offsetting agreements:					
Counterparty netting	Derivative assets (liabilities)	(10	) (19	) 10	19
Counterparty netting	Other current assets	(244	) (577	) 244	577
Total net derivatives		\$112	\$174	\$(191	) \$(175

We disclose the non-exchange traded financial derivative instruments as price risk management assets and liabilities on our consolidated balance sheets at fair value with amounts classified as either current or long-term depending on the anticipated settlement date.

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The following tables summarize the amounts recognized with respect to our derivative financial instruments:

		Change in Value Recognized in OCI on Derivatives (Effective Portion)			
		Three Months Ended September 30,		Nine Months Ended September 30,	
		2015	2014	2015	2014
Derivatives in cash flow hedging relationships:					
Commodity derivatives		\$—	\$3	\$1	\$(3)
Total		\$—	\$3	\$1	\$(3)
	Location of Gain/(Loss) Reclassified from AOCI into Income (Effective Portion)	Amount of Gain/(Loss) Reclassified from AOCI into Income (Effective Portion)			
		Three Months Ended September 30,		Nine Months Ended September 30,	
		2015	2014	2015	2014
Derivatives in cash flow hedging relationships:					
Commodity derivatives	Cost of products sold	\$—	\$—	\$—	\$(6)
Total		\$—	\$—	\$—	\$(6)
	Location of Gain/(Loss) Recognized in Income on Derivatives	Amount of Gain/(Loss) Recognized in Income Representing Hedge Ineffectiveness and Amount Excluded from the Assessment of Effectiveness			
		Three Months Ended September 30,		Nine Months Ended September 30,	
		2015	2014	2015	2014
Derivatives in fair value hedging relationships (including hedged item):					
Commodity derivatives	Cost of products sold	\$(1)	\$1	\$7	\$(5)
Total		\$(1)	\$1	\$7	\$(5)
	Location of Gain/(Loss) Recognized in Income on Derivatives	Amount of Gain/(Loss) Recognized in Income on Derivatives			
		Three Months Ended September 30,		Nine Months Ended September 30,	
		2015	2014	2015	2014
Derivatives not designated as hedging instruments:					
Commodity derivatives – Trading	Cost of products sold	\$(2)	\$(4)	\$(10)	\$(2)
Commodity derivatives – Non-trading	Cost of products sold	48	52	—	9
Interest rate derivatives	Losses on interest rate derivatives	(64)	(25)	(14)	(73)
Embedded derivatives	Other expense	6	(1)	10	(11)

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14. RELATED PARTY TRANSACTIONS

ETE has agreements with subsidiaries to provide or receive various general and administrative services. ETE pays us to provide services on its behalf and on behalf of other subsidiaries of ETE, which includes the reimbursement of various operating and general and administrative expenses incurred by us on behalf of ETE and its subsidiaries. In connection with the Lake Charles LNG Transaction, ETP agreed to continue to provide management services for ETE through 2015 in relation to both Lake Charles LNG's regasification facility and the development of a liquefaction project at Lake Charles LNG's facility, for which ETE has agreed to pay incremental management fees to ETP of \$75 million per year for the years ending December 31, 2014 and 2015.

After the deconsolidation of Sunoco LP, ETP's transactions with Sunoco LP are now reflected as related party transactions. ETP purchased motor fuels from Sunoco LP totaling \$500 million for the three months ended September 30, 2015.

The Partnership also has related party transactions with several of its equity method investees. In addition to commercial transactions, these transactions include the provision of certain management services and leases of certain assets.

The following table summarizes the affiliate revenues on our consolidated statements of operations:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Affiliated revenues	\$94	\$262	\$300	\$951

The following table summarizes the related company balances on our consolidated balance sheets:

	September 30,	December 31,
	2015	2014
Accounts receivable from related companies:		
ETE	\$135	\$11
PES	12	6
FGT	77	9
Lake Charles LNG	4	3
Trans-Pecos Pipeline, LLC	50	—
Comanche Trail Pipeline, LLC	72	—
Other	78	110
Total accounts receivable from related companies:	\$428	\$139
Accounts payable to related companies:		
Sunoco LP	\$230	\$—
PES	5	—
FGT	—	2
Lake Charles LNG	3	2
Trans-Pecos Pipeline, LLC	4	—
Other	14	21
Total accounts payable to related companies:	\$256	\$25

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15. OTHER INFORMATION

The following tables present additional detail for certain balance sheet captions.

Other Current Assets

Other current assets consisted of the following:

	September 30, 2015	December 31, 2014
Deposits paid to vendors	\$99	\$65
Deferred income taxes	—	14
Income taxes receivable	99	17
Prepaid expenses and other	157	200
Total other current assets	\$355	\$296

Accrued and Other Current Liabilities

Accrued and other current liabilities consisted of the following:

	September 30, 2015	December 31, 2014
Interest payable	\$389	\$382
Customer advances and deposits	105	103
Accrued capital expenditures	821	673
Accrued wages and benefits	200	233
Taxes payable other than income taxes	202	236
Income taxes payable	—	54
Deferred income taxes	99	99
Other	284	319
Total accrued and other current liabilities	\$2,100	\$2,099

16. REPORTABLE SEGMENTS

Our financial statements currently reflect the following reportable segments, which conduct their business in the United States, as follows:

- intrastate transportation and storage;
- interstate transportation and storage;
- midstream;
- liquids transportation and services;
- investment in Sunoco Logistics;
- retail marketing; and
- all other.

Intersegment and intrasegment transactions are generally based on transactions made at market-related rates.

Consolidated revenues and expenses reflect the elimination of all material intercompany transactions.

Revenues from our intrastate transportation and storage segment are primarily reflected in natural gas sales and gathering, transportation and other fees. Revenues from our interstate transportation and storage segment are primarily reflected in gathering, transportation and other fees. Revenues from our midstream segment are primarily reflected in natural gas sales, NGL sales and gathering, transportation and other fees. Revenues from our liquids transportation and services segment are primarily reflected in NGL sales and gathering, transportation and other fees. Revenues from our investment in Sunoco

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Logistics segment are primarily reflected in crude sales. Revenues from our retail marketing segment are primarily reflected in refined product sales.

In connection with the Regency Merger, Regency's operations were aggregated into ETP's existing segments. Regency's gathering and processing operations were aggregated into our midstream segment. Regency's natural gas transportation operations were aggregated into our intrastate transportation and storage and interstate transportation and storage segments. Regency's contract services and natural resources operations were aggregated into our all other segment. Additionally, in June 2015 Regency's 30% equity interest in Lone Star was transferred to ETC OLP. We report Segment Adjusted EBITDA as a measure of segment performance. We define Segment Adjusted EBITDA as earnings before interest, taxes, depreciation, depletion, amortization and other non-cash items, such as non-cash compensation expense, gains and losses on disposals of assets, the allowance for equity funds used during construction, unrealized gains and losses on commodity risk management activities, non-cash impairment charges, losses on extinguishments of debt, gain on deconsolidation and other non-operating income or expense items. Unrealized gains and losses on commodity risk management activities include unrealized gains and losses on commodity derivatives and inventory fair value adjustments (excluding lower of cost or market adjustments). Segment Adjusted EBITDA reflects amounts for unconsolidated affiliates based on the Partnership's proportionate ownership.

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The following tables present financial information by segment:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenues:				
Intrastate transportation and storage:				
Revenues from external customers	\$477	\$557	\$1,504	\$2,069
Intersegment revenues	115	44	243	178
	592	601	1,747	2,247
Interstate transportation and storage:				
Revenues from external customers	245	254	755	794
Intersegment revenues	3	4	12	11
	248	258	767	805
Midstream:				
Revenues from external customers	543	1,358	2,067	3,707
Intersegment revenues	840	609	1,715	1,517
	1,383	1,967	3,782	5,224
Liquids transportation and services:				
Revenues from external customers	779	1,148	2,366	2,807
Intersegment revenues	75	48	143	122
	854	1,196	2,509	2,929
Investment in Sunoco Logistics:				
Revenues from external customers	2,379	4,862	8,026	14,080
Intersegment revenues	27	53	155	133
	2,406	4,915	8,181	14,213
Retail marketing:				
Revenues from external customers	1,362	5,985	11,701	16,561
Intersegment revenues	1	3	4	6
	1,363	5,988	11,705	16,567
All other:				
Revenues from external customers	816	769	2,048	2,030
Intersegment revenues	160	128	391	352
	976	897	2,439	2,382
Eliminations	(1,221) (889) (2,663) (2,319
Total revenues	\$6,601	\$14,933	\$28,467	\$42,048

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	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Segment Adjusted EBITDA:				
Intrastate transportation and storage	\$ 127	\$ 124	\$ 421	\$ 439
Interstate transportation and storage	286	288	872	905
Midstream	318	379	986	958
Liquids transportation and services	192	163	509	432
Investment in Sunoco Logistics	289	246	836	734
Retail marketing	195	191	464	436
All other	93	60	266	278
Total	1,500	1,451	4,354	4,182
Depreciation, depletion and amortization	(471	) (410	) (1,451	) (1,206
Interest expense, net of interest capitalized	(333	) (299	) (979	) (868
Gain on sale of AmeriGas common units	—	14	—	177
Losses on interest rate derivatives	(64	) (25	) (14	) (73
Non-cash unit-based compensation expense	(16	) (18	) (59	) (50
Unrealized gains (losses) on commodity risk management activities	47	32	(72	) (1
Inventory valuation adjustments	(134	) (51	) 16	(17
Losses on extinguishments of debt	(10	) —	(43) —
Adjusted EBITDA related to discontinued operations	—	—	—	(27
Adjusted EBITDA related to unconsolidated affiliates	(350	) (184	) (711	) (584
Equity in earnings of unconsolidated affiliates	214	84	388	265
Other, net	32	(25	) 51	(49
Income from continuing operations before income tax expense	\$ 415	\$ 569	\$ 1,480	\$ 1,749
			September 30,	December 31,
			2015	2014
Assets:				
Intrastate transportation and storage			\$ 4,889	\$ 4,984
Interstate transportation and storage			10,518	10,779
Midstream			16,886	15,562
Liquids transportation and services			7,030	4,568
Investment in Sunoco Logistics			14,586	13,619
Retail marketing			3,173	8,930
All other			7,063	4,232
Total assets			\$ 64,145	\$ 62,674

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17. CONSOLIDATING GUARANTOR FINANCIAL INFORMATION

On August 10, 2015, ETP entered into various supplemental indentures pursuant to which ETP has agreed to assume all of the obligations of Regency under the outstanding senior notes of Regency and Regency Energy Finance Corp., of which ETP was previously a co-obligor or parent guarantor.

ELG, Aqua – PVR and ORS do not fully and unconditionally guarantee, on a joint and several basis, the Regency senior notes. Included in the Parent financial statements are the Partnership's intercompany investments in all consolidated subsidiaries. Included in the Issuer financial statements are Regency's intercompany investments in all consolidated subsidiaries and Regency's investments in unconsolidated affiliates. ELG, Aqua – PVR and ORS are included in the non-guarantor subsidiaries, as well as the unconsolidated subsidiaries of ETP.

The consolidating financial information for the Parent, Issuer, Guarantor Subsidiaries, and Non-Guarantor Subsidiaries are as follows:

	September 30, 2015					
	Parent	Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated Partnership
Cash and cash equivalents	\$(1)	\$—	\$(14)	\$ 880	\$(7)	\$858
All other current assets	4,243	—	541	(317)	—	4,467
Property, plant, and equipment, net	171	—	9,402	33,328	(80)	42,821
Investments in subsidiaries	40,498	—	682	—	(41,180)	—
Investments in unconsolidated affiliates	23	—	979	3,865	252	5,119
All other assets	2,335	—	4,529	4,016	—	10,880
Total assets	\$47,269	\$—	\$16,119	\$ 41,772	\$(41,015)	\$64,145
Current liabilities	395	—	1,113	2,979	(4)	4,483
Non-current liabilities	20,889	—	63	11,646	—	32,598
Noncontrolling interest	—	—	—	5,782	208	5,990
Total partners' capital	25,985	—	14,943	21,365	(41,219)	21,074
Total liabilities and equity	\$47,269	\$—	\$16,119	\$ 41,772	\$(41,015)	\$64,145

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	December 31, 2014					
	Parent	Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated Partnership
Cash and cash equivalents	\$17	\$—	\$—	\$ 654	\$(8)	\$663
All other current assets	273	—	667	4,587	(147)	5,380
Property, plant, and equipment, net	103	—	8,948	30,094	(238)	38,907
Investments in subsidiaries	24,361	19,829	—	6,755	(50,945)	—
Investments in unconsolidated affiliates	63	—	2,252	2,441	(996)	3,760
All other assets	3,826	—	4,765	10,047	(4,674)	13,964
Total assets	\$28,643	\$19,829	\$16,632	\$ 54,578	\$(57,008)	\$62,674
Current liabilities	1,117	—	723	5,073	(229)	6,684
Non-current liabilities	11,561	5,185	1,575	16,952	(4,594)	30,679
Noncontrolling interest	—	—	—	60	5,093	5,153
Predecessor equity	—	14,644	14,334	358	(21,248)	8,088
Total partners' capital	15,965	—	—	32,135	(36,030)	12,070
Total liabilities and equity	\$28,643	\$19,829	\$16,632	\$ 54,578	\$(57,008)	\$62,674

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	Three Months Ended September 30, 2015						
	Parent	Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated Partnership	
Revenues	\$—	\$—	\$909	\$ 5,682	\$10	\$6,601	
Operating costs, expenses, and other	(6	) —	894	5,129	8	6,025
Operating income	6	—	15	553	2	576	
Interest expense, net	(264) (23) 6	(91) 39	(333)
Equity in earnings of unconsolidated affiliates	504	—	25	128	(443	) 214
Losses on extinguishments of debt	(9) (1) —	—	—	(10)
Losses on interest rate derivatives	(64) —	—	—	—	(64)
Other, net	251	—	1	(182	) (38	) 32
Income (loss) before income taxes	424	(24	) 47	408	(440	) 415
Income tax expense (benefit)	7	(1	) —	16	—	22
Income (loss) from continuing operations	417	(23	) 47	392	(440	) 393
Net income (loss)	417	(23	) 47	392	(440	) 393
Less: Net loss attributable to noncontrolling interest	—	—	—	(40) 16	(24)
Net income (loss) attributable to partners	\$417	\$(23	) \$47	\$ 432	\$(456	) \$417
Other comprehensive income	\$—	\$—	\$—	\$ 84	\$(84) \$—	
Comprehensive income (loss)	417	(23	) 47	476	(524	) 393
Comprehensive loss attributable to noncontrolling interest	—	—	—	(40) 16	(24)
Comprehensive income (loss) attributable to partners	\$417	\$(23) \$47	\$ 516	\$(540) \$417	

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	Three Months Ended September 30, 2014					
	Parent	Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated Partnership
Revenues	\$—	\$—	\$1,467	\$ 13,468	\$(2)	\$14,933
Operating costs, expenses, and other	(17)	—	1,334	12,810	(4)	14,123
Operating income	17	—	133	658	2	810
Interest expense, net	(172)	(85)	(1)	(95)	54	(299)
Equity in earnings (losses) of unconsolidated affiliates	474	327	20	(139)	(598)	84
Gain on sale of AmeriGas common units	14	—	—	—	—	14
Losses on interest rate derivatives	(25)	—	—	—	—	(25)
Other, net	42	1	—	(5)	(53)	(15)
Income before income taxes	350	243	152	419	(595)	569
Income tax expense	10	2	2	41	—	55
Income from continuing operations	340	241	150	378	(595)	514
Income from discontinued operations	—	—	32	—	(32)	—
Net income	340	241	182	378	(627)	514
Less: Net income attributable to noncontrolling interest	—	—	—	74	4	78
Less: Net loss attributable to predecessor	—	—	—	94	—	94
Net income attributable to partners	\$340	\$241	\$182	\$ 210	\$(631)	\$342
Other comprehensive income (loss)	\$2	\$—	\$—	\$(16)	\$16	\$2
Comprehensive income	342	241	182	362	(611)	516
Comprehensive income attributable to noncontrolling interest	—	—	—	74	4	78
Comprehensive income attributable to predecessor	—	—	—	94	—	94
Comprehensive income attributable to partners	\$342	\$241	\$182	\$ 194	\$(615)	\$344

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	Nine Months Ended September 30, 2015					
	Parent	Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated Partnership
Revenues	\$—	\$—	\$2,778	\$ 25,691	\$(2)	\$28,467
Operating costs, expenses, and other	(25)	1	2,758	23,666	(5)	26,395
Operating income (loss)	25	(1)	20	2,025	3	2,072
Interest expense, net	(622)	(173)	7	(331)	140	(979)
Equity in earnings of unconsolidated affiliates	1,245	106	69	408	(1,440)	388
Losses on extinguishments of debt	(9)	(22)	(12)	—	—	(43)
Losses on interest rate derivatives	(14)	—	—	—	—	(14)
Other, net	731	2	2	(540)	(139)	56
Income (loss) before income taxes	1,356	(88)	86	1,562	(1,436)	1,480
Income tax expense (benefit)	4	(4)	—	(20)	—	(20)
Income (loss) from continuing operations	1,352	(84)	86	1,582	(1,436)	1,500
Income from discontinued operations	—	—	48	—	(48)	—
Net income (loss)	1,352	(84)	134	1,582	(1,484)	1,500
Less: Net income attributable to noncontrolling interest	—	—	—	170	12	182
Less: Net loss attributable to predecessor	—	—	—	(34)	—	(34)
Net income (loss) attributable to partners	\$ 1,352	\$(84)	\$134	\$ 1,446	\$(1,496)	\$1,352
Other comprehensive income	\$42	\$—	\$—	\$ 42	\$(42)	\$42
Comprehensive income (loss)	1,394	(84)	134	1,624	(1,526)	1,542
Comprehensive income attributable to noncontrolling interest	—	—	—	170	12	182
Comprehensive loss attributable to predecessor	—	—	—	(34)	—	(34)
Comprehensive income (loss) attributable to partners	\$ 1,394	\$(84)	\$134	\$ 1,488	\$(1,538)	\$1,394

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	Nine Months Ended September 30, 2014					
	Parent	Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated Partnership
Revenues	\$—	\$—	\$3,478	\$ 38,573	\$(3)	\$42,048
Operating costs, expenses, and other	(53)	—	3,306	36,518	(7)	39,764
Operating income	53	—	172	2,055	4	2,284
Interest expense, net	(521)	(206)	(14)	(276)	149	(868)
Equity in earnings of unconsolidated affiliates	1,459	327	60	181	(1,762)	265
Gain on sale of AmeriGas common units	177	—	—	—	—	