

Edgar Filing: Delek Logistics Partners, LP - Form 10-Q

Delek Logistics Partners, LP  
Form 10-Q  
November 06, 2015  
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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number 001-35721

DELEK LOGISTICS PARTNERS, LP  
(Exact name of registrant as specified in its charter)  
Delaware  
(State or other jurisdiction of incorporation or organization)

45-5379027  
(I.R.S. Employer Identification No.)

7102 Commerce Way  
Brentwood, Tennessee  
(Address of principal executive offices)  
(615) 771-6701  
(Registrant's telephone number, including area code)

37027  
(Zip Code)

Not Applicable  
(Former name, former address and former fiscal year, 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 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  Smaller reporting company   
(Do not check if a 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, there were 12,250,847 common units, 11,999,258 subordinated units, and 494,900 general partner units outstanding.

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Part I.  
FINANCIAL INFORMATION

Item 1. Financial Statements  
Delek Logistics Partners, LP  
Condensed Consolidated Balance Sheets (Unaudited)

	September 30, 2015	December 31, 2014 <sup>(1)</sup>
	(In thousands)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$—	\$1,861
Accounts receivable	37,088	27,986
Inventory	5,018	10,316
Deferred tax assets	28	28
Other current assets	421	768
Total current assets	42,555	40,959
Property, plant and equipment:		
Property, plant and equipment	321,394	308,088
Less: accumulated depreciation	(66,237	) (53,309
Property, plant and equipment, net	255,157	254,779
Equity method investments	30,459	—
Goodwill	11,654	11,654
Intangible assets, net	15,723	16,520
Other non-current assets	6,255	7,374
Total assets	\$361,803	\$331,286
<b>LIABILITIES AND EQUITY (DEFICIT)</b>		
Current liabilities:		
Accounts payable	\$12,437	\$17,929
Accounts payable to related parties	9,559	628
Excise and other taxes payable	5,114	5,443
Tank inspection liabilities	2,541	2,829
Pipeline release liabilities	2,429	1,899
Accrued expenses and other current liabilities	2,249	1,588
Total current liabilities	34,329	30,316
Non-current liabilities:		
Revolving credit facility	325,150	251,750
Asset retirement obligations	3,442	3,319
Deferred tax liabilities	254	231
Other non-current liabilities	10,286	5,889
Total non-current liabilities	339,132	261,189
Equity (Deficit):		
Predecessor division equity	—	19,726
Common unitholders - public; 9,451,589 units issued and outstanding at September 30, 2015 (9,417,189 at December 31, 2014)	198,527	194,737
Common unitholders - Delek; 2,799,258 units issued and outstanding at September 30, 2015 (2,799,258 at December 31, 2014)	(281,357	) (241,112
Subordinated unitholders - Delek; 11,999,258 units issued and outstanding at September 30, 2015 (11,999,258 at December 31, 2014)	78,558	73,515
General partner - Delek; 494,900 units issued and outstanding at September 30, 2015 (494,197 at December 31, 2014)	(7,386	) (7,085

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Total (deficit) equity	(11,658	) 39,781
Total liabilities and (deficit) equity	\$361,803	\$331,286

(1) Adjusted to include the historical balances of the Logistics Assets Predecessor. See Notes 1 and 2 for further discussion.

See accompanying notes to condensed consolidated financial statements

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Delek Logistics Partners, LP

Condensed Consolidated Statements of Income and Comprehensive Income (Unaudited)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014 <sup>(1)</sup>	2015 <sup>(2)</sup>	2014 <sup>(1)</sup>
	(In thousands, except unit and per unit data)			
Net sales:				
Affiliate	\$41,824	\$29,682	\$113,975	\$83,855
Third-Party	123,268	198,354	366,763	584,051
Net sales	165,092	228,036	480,738	667,906
Operating costs and expenses:				
Cost of goods sold	124,385	194,133	365,286	562,916
Operating expenses	11,616	10,361	33,191	29,576
General and administrative expenses	2,703	2,453	9,094	7,358
Depreciation and amortization	4,541	3,847	13,785	10,947
(Gain) loss on asset disposals	—	—	(18	) 74
Total operating costs and expenses	143,245	210,794	421,338	610,871
Operating income	21,847	17,242	59,400	57,035
Interest expense, net	2,843	2,226	7,616	6,551
Loss on equity method investments	293	—	442	—
Total non-operating expenses	3,136	2,226	8,058	6,551
Income before income tax expense	18,711	15,016	51,342	50,484
Income tax expense	109	177	426	605
Net income	18,602	14,839	50,916	49,879
Less: loss attributable to Predecessors	—	(246	) (637	) (1,632
Net income attributable to partners	\$18,602	\$15,085	\$51,553	\$51,511
Comprehensive income attributable to partners	\$18,602	\$15,085	\$51,553	\$51,511
Less: General partner's interest in net income, including incentive distribution rights	1,383	598	3,379	1,511
Limited partners' interest in net income	\$17,219	\$14,487	\$48,174	\$50,000
Net income per limited partner unit:				
Common units - (basic)	\$0.71	\$0.60	\$1.99	\$2.07
Common units - (diluted)	\$0.70	\$0.59	\$1.97	\$2.05
Subordinated units - Delek (basic and diluted)	\$0.71	\$0.60	\$1.99	\$2.07
Weighted average limited partner units outstanding:				
Common units - (basic)	12,250,847	12,183,847	12,230,560	12,165,474
Common units - (diluted)	12,369,777	12,327,321	12,362,340	12,299,963
Subordinated units - Delek (basic and diluted)	11,999,258	11,999,258	11,999,258	11,999,258
Cash distributions per limited partner unit	\$0.570	\$0.490	\$1.650	\$1.390

<sup>(1)</sup> Adjusted to include the historical results of the Logistics Assets Predecessor. See Notes 1 and 2 for further discussion.

<sup>(2)</sup> The information presented includes the results of operations of the Logistics Assets Predecessor. See Notes 1 and 2 for further discussion.

See accompanying notes to condensed consolidated financial statements



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Delek Logistics Partners, LP

Condensed Consolidated Statements of Cash Flows (Unaudited)

	Nine Months Ended September 30,	
	2015 <sup>(1)</sup>	2014 <sup>(2)</sup>
	(In thousands)	
Cash flows from operating activities:		
Net income	\$50,916	\$49,879
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	13,785	10,947
Amortization of unfavorable contract liability to revenue	—	(2,002)
Amortization of deferred financing costs	1,095	951
Accretion of asset retirement obligations	187	267
Deferred income taxes	23	81
Loss on equity method investments	442	—
(Gain) loss on asset disposals	(18)	) 74
Unit-based compensation expense	298	196
Changes in assets and liabilities, net of acquisitions:		
Accounts receivable	(9,102)	) (10,558)
Inventories and other current assets	5,645	7,328
Accounts payable and other current liabilities	(5,050)	) 137
Accounts payable to related parties	9,046	7,973
Non-current assets and liabilities, net	(505)	) (844)
Net cash provided by operating activities	66,762	64,429
Cash flows from investing activities:		
Business combinations	(400)	) —
Purchases of property, plant and equipment	(17,598)	) (4,930)
Proceeds from sales of property, plant and equipment	1,189	—
Equity method investments	(27,069)	) —
Net cash used in investing activities	(43,878)	) (4,930)
Cash flows from financing activities:		
Proceeds from issuance of additional units to maintain 2% General Partner interest	31	22
Distributions to general partner	(2,605)	) (837)
Distributions to common unitholders - public	(15,193)	) (12,391)
Distributions to common unitholders - Delek	(4,450)	) (3,681)
Distributions to subordinated unitholders	(19,079)	) (15,779)
Distributions to Delek for acquisitions	(61,890)	) (95,900)
Proceeds from revolving credit facility	302,064	395,900
Payments of revolving credit facility	(228,664)	) (330,700)
Predecessor division equity contribution	115	3,676
Reimbursement of capital expenditures by Sponsor	4,926	—
Net cash used in financing activities	(24,745)	) (59,690)
Net decrease in cash and cash equivalents	(1,861)	) (191)
Cash and cash equivalents at the beginning of the period	1,861	924
Cash and cash equivalents at the end of the period	\$—	\$733
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	\$6,289	\$5,799
Income taxes	\$5	\$18
Non-cash investing activities:		

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Equity method investments	\$3,832	\$—
Increases in accrued capital expenditures	\$132	\$—
Non-cash financing activities:		
Sponsor contribution of fixed assets	\$418	\$873

(1) Includes the historical cash flows of the Logistics Assets Predecessor. See Notes 1 and 2 for further discussion.

(2) Adjusted to include the historical cash flows of the Logistics Assets Predecessor. See Notes 1 and 2 for further discussion.

See accompanying notes to condensed consolidated financial statements

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Delek Logistics Partners, LP

Notes to Condensed Consolidated Financial Statements (Unaudited)

## 1. Organization and Basis of Presentation

As used in this report, the terms "Delek Logistics Partners, LP," the "Partnership," "we," "us," or "our" may refer to Delek Logistics Partners, LP, one or more of its consolidated subsidiaries or all of them taken as a whole. References in this report to "Delek" refer collectively to Delek US Holdings, Inc. and any of its subsidiaries, other than (a) Delek Logistics Partners, LP and its subsidiaries and (b) its general partner (as hereinafter defined).

The Partnership is a Delaware limited partnership formed in April 2012 by Delek Logistics GP, LLC, a subsidiary of Delek and our general partner (our "general partner").

On February 10, 2014, the Partnership, through its wholly owned subsidiary Delek Logistics Operating, LLC ("OpCo"), acquired from Delek (i) the refined products terminal (the "El Dorado Terminal") located at Delek's El Dorado, Arkansas refinery (the "El Dorado Refinery") and (ii) 158 storage tanks and certain ancillary assets (the "El Dorado Tank Assets" and together with the El Dorado Terminal, the "El Dorado Terminal and Tank Assets") at and adjacent to the El Dorado Refinery (such transaction, the "El Dorado Acquisition").

On March 31, 2015, the Partnership, through OpCo, acquired from Delek two crude oil rail offloading racks, which are designed to receive up to 25,000 barrels per day ("bpd") of light crude oil or 12,000 bpd of heavy crude oil, or any combination of the two, delivered by rail to the El Dorado Refinery and related ancillary assets (the "El Dorado Assets") (such transaction, the "El Dorado Offloading Racks Acquisition").

On March 31, 2015, the Partnership, through its wholly owned subsidiary Delek Marketing & Supply, LP, acquired from Delek a crude oil storage tank located adjacent to the Tyler Refinery (the "Tyler Crude Tank") and certain ancillary assets (collectively, with the Tyler Crude Tank, the "Tyler Assets") (such transaction, the "Tyler Crude Tank Acquisition"). The Tyler Crude Tank has approximately 350,000 barrels of shell capacity and is expected to primarily support Delek's Tyler, Texas refinery (the "Tyler Refinery"). The Tyler Assets, together with the El Dorado Assets, are hereinafter collectively referred to as the "Logistics Assets."

The El Dorado Acquisition, the El Dorado Offloading Racks Acquisition and the Tyler Crude Tank Acquisition were accounted for as transfers between entities under common control. As entities under common control with Delek, we record the assets that Delek has contributed to us on our balance sheet at Delek's historical basis instead of fair value. Transfers between entities under common control are accounted for as if the transfer occurred at the beginning of the period, and prior years are retrospectively adjusted to furnish comparative information. Accordingly, the accompanying financial statements and related notes of the Partnership have been retrospectively adjusted to include (i) the historical results of the El Dorado Terminal and Tank Assets, as owned and operated by Delek, for all periods presented through February 10, 2014 (the "El Dorado Predecessor"), (ii) the historical results of the El Dorado Assets, as owned and operated by Delek, for all periods presented through March 31, 2015 (the "El Dorado Assets Predecessor") and (iii) the historical results of the Tyler Assets, as owned and operated by Delek, for all periods through March 31, 2015 (the "Tyler Assets Predecessor"). The El Dorado Assets Predecessor, together with the Tyler Assets Predecessor, are hereinafter collectively referred to as the "Logistics Assets Predecessor." We refer to the historical results of the El Dorado Predecessor, the El Dorado Assets Predecessor and the Tyler Assets Predecessor collectively as our "Predecessors." See Note 2 for further information regarding the El Dorado Acquisition, the El Dorado Offloading Racks Acquisition and the Tyler Crude Tank Acquisition.

The accompanying unaudited condensed consolidated financial statements and related notes for the three and nine months ended September 30, 2015 and 2014 include the consolidated financial position, results of operations, cash

flows and division equity of our Predecessors as appropriate. The financial statements of our Predecessors have been prepared from the separate records maintained by Delek and may not necessarily be indicative of the conditions that would have existed or the results of operations if our Predecessors had been operated as unaffiliated entities. For example, our Predecessors did not record revenues for intercompany terminalling, throughput, storage or other services.

Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") have been condensed or omitted, although management believes that the disclosures herein are adequate to make the financial information presented not misleading. Our unaudited condensed consolidated financial statements have been prepared in conformity with U.S. GAAP applied on a consistent basis with those of the annual audited financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2014 (our

"Annual Report on Form 10-K"), filed with the Securities and Exchange Commission (the "SEC") on February 26, 2015. These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2014 included in our Annual Report on Form 10-K.

In the opinion of management, all adjustments necessary for a fair presentation of the financial position and the results of operations for the interim periods presented have been included. All significant intercompany transactions and account balances have been eliminated in the consolidation. Such intercompany transactions do not include those with Delek or our general partner. All adjustments are of a normal, recurring nature. Operating results for the interim period should not be viewed as representative of results that may be expected for any future interim period or for the full year.

Certain prior period amounts have been reclassified in order to conform to the current year presentation. These reclassifications had no effect on net income or shareholders' equity as previously reported.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### New Accounting Pronouncements

In September 2015, the Financial Accounting Standards Board (the "FASB") issued guidance that eliminates the requirement for an acquirer in a business combination to account for measurement-period adjustments retrospectively. Instead, acquirers must recognize measurement-period adjustments during the period in which they determine the amounts, including the effect on earnings of any amounts they would have recorded in previous periods if the accounting had been completed at the acquisition date. The guidance is effective for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years and can be early adopted for any interim or annual financial statements that have not yet been issued. We expect to adopt this guidance on or before the effective date, and we do not anticipate that the adoption of this guidance will have a material impact on our business, financial position or results of operations.

In July 2015, the FASB issued guidance requiring entities to measure first-in, first-out ("FIFO") or average cost inventory at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. This guidance does not change the measurement of inventory measured using last-in, first-out or the retail inventory method. This guidance is effective for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years and can be early adopted at the beginning of any interim or annual period for which financial statements have not yet been issued. We expect to adopt this guidance on or before the effective date, and we do not anticipate that the adoption will have a material impact on our business, financial position or results of operations.

In April 2015, the FASB issued guidance which requires that all costs incurred to issue debt be presented in the balance sheet as a direct deduction from the carrying value of the debt. Prior to the issuance of this guidance, debt issuance costs were required to be presented in the balance sheet as an asset. In August 2015, the FASB issued further clarification regarding an SEC staff announcement related to this guidance which permits entities to defer and present debt issuance costs associated with line-of-credit arrangements as an asset and subsequently amortize the deferred debt issuance costs ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. Upon adoption, the guidance requires prior period financial statements to be retrospectively adjusted. This guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2015, with early adoption permitted in certain circumstances. We expect to adopt this guidance on or before the effective date, and we do not anticipate that the adoption will have a material impact on

our business, financial position or results of operations.

## 2. Acquisitions

Acquisitions from Delek

### El Dorado Offloading Racks Acquisition

On March 31, 2015, the Partnership completed the El Dorado Offloading Racks Acquisition and acquired the El Dorado Assets. The purchase price paid for the El Dorado Assets was \$42.5 million in cash financed with borrowings under the Partnership's amended and restated senior secured revolving credit facility.

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### Tyler Crude Tank Acquisition

On March 31, 2015, the Partnership completed the Tyler Crude Tank Acquisition and acquired the Tyler Assets, including the Tyler Crude Tank. The purchase price paid for the Tyler Assets was \$19.4 million in cash financed with borrowings under the Partnership's amended and restated senior secured revolving credit facility.

### El Dorado Acquisition

On February 10, 2014, the Partnership completed the El Dorado Acquisition and acquired the El Dorado Terminal and Tank Assets. The purchase price paid for these assets was approximately \$95.9 million in cash.

### Financial Results of the El Dorado Assets, the Tyler Assets and the El Dorado Terminal and Tank Assets

The acquisitions of the El Dorado Assets, the Tyler Assets and the El Dorado Terminal and Tank Assets, were considered transfers of businesses between entities under common control. Accordingly, the El Dorado Offloading Racks Acquisition, the Tyler Crude Tank Acquisition and the El Dorado Acquisition, were recorded at amounts based on Delek's historical carrying values as of each respective acquisition date, which were \$7.6 million as of March 31, 2015, \$11.6 million as of March 31, 2015 and \$25.2 million as of February 10, 2014, respectively. Our historical financial statements have been retrospectively adjusted to reflect the results of operations, financial position, cash flows and equity attributable to the El Dorado Assets, the Tyler Assets and the El Dorado Terminal and Tank Assets, as if we owned the assets for all periods presented. The results of the El Dorado Terminal are included in the wholesale marketing and terminalling segment, and the results of the El Dorado Assets, the Tyler Assets and the El Dorado Tank Assets, are included in the pipelines and transportation segment.

The results of the El Dorado Assets' and the Tyler Assets' operations prior to the completion of the El Dorado Offloading Racks Acquisition and the Tyler Crude Tank Acquisition on March 31, 2015 have been included in the El Dorado Assets Predecessor results and the Tyler Assets Predecessor results in the tables below. The results of the El Dorado Assets' and Tyler Assets' operations subsequent to March 31, 2015, have been included in the Partnership's results. The results of the El Dorado Terminal and Tank Assets' operations prior to the completion of the El Dorado Acquisition on February 10, 2014 have been included in the El Dorado Predecessor results in the tables below. The results of the El Dorado Terminal and Tank Assets' operations subsequent to February 10, 2014, have been included in the Partnership's results.

The tables on the following pages present our results of operations, the effect of including the results of the Logistics Assets and the El Dorado Terminal and Tank Assets and the adjusted total amounts included in our condensed consolidated financial statements.

## Condensed Combined Balance Sheet

	Delek Logistics Partners, LP	El Dorado Assets (El Dorado Assets Predecessor)	Tyler Assets (Tyler Assets Predecessor)	December 31, 2014
	(In thousands)			
<b>ASSETS</b>				
Current Assets:				
Cash and cash equivalents	\$ 1,861	\$—	\$—	\$ 1,861
Accounts receivable	27,986	—	—	27,986
Inventory	10,316	—	—	10,316
Deferred tax assets	28	—	—	28
Other current assets	768	—	—	768
Total current assets	40,959	—	—	40,959
Property, plant and equipment:				
Property, plant and equipment	288,045	8,267	11,776	308,088
Less: accumulated depreciation	(52,992	) (317	) —	(53,309
Property, plant and equipment, net	235,053	7,950	11,776	254,779
Goodwill	11,654	—	—	11,654
Intangible assets, net	16,520	—	—	16,520
Other non-current assets	7,374	—	—	7,374
Total assets	\$311,560	\$7,950	\$11,776	\$331,286
<b>LIABILITIES AND EQUITY</b>				
Current liabilities:				
Accounts payable	\$ 17,929	\$—	\$—	\$ 17,929
Accounts payable to related parties	628	—	—	628
Excise and other taxes payable	5,443	—	—	5,443
Tank inspection liabilities	2,829	—	—	2,829
Pipeline release liabilities	1,899	—	—	1,899
Accrued expenses and other current liabilities	1,588	—	—	1,588
Total current liabilities	30,316	—	—	30,316
Non-current liabilities:				
Revolving credit facility	251,750	—	—	251,750
Asset retirement obligations	3,319	—	—	3,319
Deferred tax liabilities	231	—	—	231
Other non-current liabilities	5,889	—	—	5,889
Total non-current liabilities	261,189	—	—	261,189
Equity:				
Predecessors division equity	—	7,950	11,776	19,726
Common unitholders - public (9,417,189 units issued and outstanding)	194,737	—	—	194,737
Common unitholders - Delek (2,799,258 units issued and outstanding)	(241,112	) —	—	(241,112
Subordinated unitholders - Delek (11,999,258 units issued and outstanding)	73,515	—	—	73,515
	(7,085	) —	—	(7,085

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General Partner unitholders - Delek  
(494,197 units issued and outstanding)

Total equity	20,055	7,950	11,776	39,781
Total liabilities and equity	\$311,560	\$7,950	\$11,776	\$331,286

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## Condensed Combined Statements of Operations

	Delek Logistics Partners, LP	El Dorado Assets (El Dorado Assets Predecessor)	Tyler Assets (Tyler Assets Predecessor)	Nine Months Ended September 30, 2015
	(In thousands)			
Net Sales	\$480,738	\$—	\$—	\$480,738
Operating costs and expenses:				
Cost of goods sold	365,286	—	—	365,286
Operating expenses	33,024	167	—	33,191
General and administrative expenses	9,094	—	—	9,094
Depreciation and amortization	13,315	372	98	13,785
Gain on asset disposals	(18	) —	—	(18
Total operating costs and expenses	420,701	539	98	421,338
Operating income (loss)	60,037	(539	) (98	) 59,400
Interest expense, net	7,616	—	—	7,616
Loss on equity method investments	442	—	—	442
Total non-operating costs and expenses	8,058	—	—	8,058
Net income (loss) before income tax expense	51,979	(539	) (98	) 51,342
Income tax expense	426	—	—	426
Net income (loss)	51,553	(539	) (98	) 50,916
Less: loss attributable to Predecessors	—	(539	) (98	) (637
Net income attributable to partners	\$51,553	\$—	\$—	\$51,553
	Delek Logistics Partners, LP	El Dorado Assets (El Dorado Assets Predecessor)	Three Months Ended September 30, 2014 (1)	
	(In thousands)			
Net Sales	\$228,036	\$—	\$228,036	
Operating costs and expenses:				
Cost of goods sold	194,133	—	194,133	
Operating expenses	10,213	148	10,361	
General and administrative expenses	2,453	—	2,453	
Depreciation and amortization	3,749	98	3,847	
Total operating costs and expenses	210,548	246	210,794	
Operating income (loss)	17,488	(246	) 17,242	
Interest expense, net	2,226	—	2,226	
Net income (loss) before income tax expense	15,262	(246	) 15,016	
Income tax expense	177	—	177	
Net income (loss)	15,085	(246	) 14,839	
Less: loss attributable to Predecessors	—	(246	) (246	)
Net income attributable to partners	\$15,085	\$—	\$15,085	



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	Delek Logistics Partners, LP	El Dorado Assets (El Dorado Assets Predecessor)	El Dorado Terminal and Tank Assets (El Dorado Predecessor)	Nine Months Ended September 30, 2014 <sup>(1)</sup>
	(In thousands)			
Net Sales	\$667,906	\$—	\$—	\$667,906
Operating costs and expenses:				
Cost of goods sold	562,916	—	—	562,916
Operating expenses	28,293	500	783	29,576
General and administrative expenses	7,312	—	46	7,358
Depreciation and amortization	10,644	189	114	10,947
Loss on asset disposals	74	—	—	74
Total operating costs and expenses	609,239	689	943	610,871
Operating income (loss)	58,667	(689)	(943)	57,035
Interest expense, net	6,551	—	—	6,551
Net income (loss) before income tax expense	52,116	(689)	(943)	50,484
Income tax expense	605	—	—	605
Net income (loss)	51,511	(689)	(943)	49,879
Less: loss attributable to Predecessors	—	(689)	(943)	(1,632)
Net income attributable to partners	\$51,511	\$—	\$—	\$51,511

<sup>(1)</sup> There were no expenses associated with the Tyler Assets Predecessor included in our condensed consolidated financial statements for the three and nine months ended September 30, 2014, as the Tyler Assets were not fully constructed and were not placed into service until January 2015.

#### Acquisitions from Third Parties

##### Trucking Assets Acquisition

On December 17, 2014, through a new subsidiary, DKL Transportation, LLC, we completed the purchase of substantially all of the assets of Frank Thompson Transport, Inc. ("FTT"), a company that primarily hauled crude oil and asphalt products by transport truck, to complement our existing assets and increase our overall third party business. The assets purchased from FTT include approximately 131 trucks and 204 trailers (the "FTT Assets").

##### Terminal and Pipeline Acquisition

On October 1, 2014, we completed the purchase from an affiliate of Magellan Midstream Partners, LP of (i) a light products terminal in Mount Pleasant, Texas (the "Mount Pleasant Terminal"), (ii) a light products storage facility in Greenville, Texas (the "Greenville Storage Facility"), (iii) a 76-mile pipeline connecting the locations (the "Greenville-Mount Pleasant Pipeline") and (iv) finished product and other related inventory. The Mount Pleasant Terminal, the Greenville Storage Facility and the Greenville-Mount Pleasant Pipeline are hereinafter collectively referred to as the "Greenville-Mount Pleasant Assets." The Mount Pleasant Terminal has approximately 200,000 barrels of light product storage capacity, three truck loading lanes and ethanol blending capability. The Greenville Storage Facility has approximately 325,000 barrels of storage capacity and is connected to the Explorer Pipeline System, which is a common carrier pipeline owned by a third party. We acquired the Greenville-Mount Pleasant Assets to complement our existing assets and provide enhanced logistical capabilities.



## Purchase Price Allocations - Acquisitions from Third Parties

The following table summarizes the allocation of the aggregate purchase price for each of the third party acquisitions described above (in thousands):

	FTT Assets <sup>(1)</sup>	Greenville-Mount Pleasant Assets <sup>(2)</sup>
Property, plant and equipment	\$ 11,145	\$ 4,829
Intangible assets	—	5,171
Inventory	—	1,125
Accounts receivable	1,901	—
Accounts payable	(1,121	) —
Total	\$ 11,925	\$ 11,125

(1) During the nine months ended September 30, 2015, we adjusted our previously disclosed purchase price allocation and certain of the acquisition date fair values in connection with working capital adjustments and an additional \$0.4 million of consideration paid for additional assets. The property, plant and equipment, accounts receivable and accounts payable valuation are subject to change during the purchase price allocation period.

(2) During the nine months ended September 30, 2015, we finalized our purchase price allocation and adjusted certain of the acquisition date fair values previously disclosed.

## Pro Forma Financial Information - Acquisitions from Third Parties

Below are the unaudited pro forma consolidated results of operations of the Partnership for the three and nine months ended September 30, 2014, as if these acquisitions had independently occurred on January 1, 2014 (in thousands):

	Three Months Ended September 30, 2014	Nine Months Ended September 30, 2014
FTT Assets:		
Net sales	\$ 231,699	\$ 678,331
Net income	\$ 15,070	\$ 50,488
Greenville-Mount Pleasant Assets:		
Net sales	\$ 228,208	\$ 668,423
Net income	\$ 14,729	\$ 49,551

## 3. Related Party Transactions

## Commercial Agreements

The Partnership has various agreements with Delek, the majority of which are long-term, fee-based commercial agreements under which we provide crude oil gathering and crude oil, intermediate and refined products transportation and storage services, and marketing, terminalling and offloading services to Delek. These agreements typically include minimum quarterly volume, revenue or throughput commitments. Fees under each agreement are payable to us monthly by Delek or certain third parties to whom Delek has assigned certain of its rights. In most circumstances, if Delek or the applicable third party assignee fails to meet or exceed the minimum volume, throughput or other commitment during any calendar quarter, Delek, and not any third party assignee, will be required to make a quarterly shortfall payment to us equal to the volume or amount of the shortfall multiplied or increased by the applicable fee.



The tariffs and throughput and storage fees under our agreements with Delek are subject to increase or decrease annually, by the amount of any change in various inflation-based indices, including the Federal Energy Regulatory Commission (the "FERC") oil pipeline index, the consumer price index and the producer price index; provided, however, that in no event will the fees be adjusted below the amount initially set forth in the applicable agreement.

See our Annual Report on Form 10-K for a description of certain of our commercial agreements and other agreements with Delek. During the nine months ended September 30, 2015, we entered into the following material commercial agreements with Delek:

Asset/Operation	Initiation Date	Initial/Maximum Term (years) <sup>(1)</sup>	Service	Minimum Throughput Commitment (bpd)	Fee (/bbl)
El Dorado Assets Throughput:					
Light Crude Throughput:	March 2015	9 / 15	Dedicated offloading services	N/A <sup>(2)</sup>	\$1.00 <sup>(3)</sup>
Heavy Crude Throughput:	March 2015	9 / 15	Dedicated offloading services	N/A <sup>(2)</sup>	\$2.25 <sup>(3)</sup>

<sup>(1)</sup> Maximum term gives effect to the extension of the commercial agreement pursuant to the terms thereof.

<sup>(2)</sup> The Throughput Agreement provides for a minimum throughput fee of \$1.5 million per quarter for throughput of a combination of light and heavy crude.

<sup>(3)</sup> Fees payable to the Partnership by Delek.

El Dorado Assets Throughput Agreement. On March 31, 2015, in connection with the El Dorado Offloading Racks Acquisition, we and Delek entered into the Throughput Agreement (El Dorado Rail Offloading Facility) (the "Throughput Agreement") with respect to the El Dorado Assets. Under the Throughput Agreement, we will provide Delek with rail offloading services in return for throughput fees. The fees under the Throughput Agreement are indexed annually for inflation. The initial term of the Throughput Agreement is nine years and Delek, at its sole option, may extend the term for two renewal terms of three years each.

Omnibus Agreement. The second amended and restated omnibus agreement between the Partnership, Delek and the general partner was amended and restated on March 31, 2015. This amendment and restatement provided for the following: (i) revisions of the schedules to include the El Dorado Assets and the Tyler Assets, (ii) revisions of certain provisions and schedules with respect to certain environmental matters, (iii) the addition of DKL Transportation, LLC as a party to the agreement, (iv) the elimination of certain provisions under the Omnibus Agreement that had expired, and (v) updating the annual administrative fee payable by us to Delek for general corporate and administrative services that Delek and its affiliates provide to us to reflect the inflationary increase provided under the Omnibus Agreement, from \$3.3 million to \$3.4 million, which is prorated and payable monthly. The Partnership entered into an amendment to the third amended and restated omnibus agreement on August 3, 2015, with an effective date of April 1, 2015 (the third amended and restated omnibus agreement between the Partnership, Delek and the general partner, as amended, is referred to as the "Third Restated Omnibus Agreement"). This amendment eliminated a \$1.0 million per event deductible that applied to certain asset failures before Delek was required to reimburse the Partnership.

#### Agreements Governing Certain Indebtedness of Delek

Although we are not contractually bound by and are not liable for Delek's debt under its credit arrangements, we are indirectly affected by certain prohibitions and limitations contained therein. Specifically, under the terms of certain of

Delek's credit arrangements, we expect that Delek will be in default if we incur any indebtedness for borrowed money in excess of \$300.0 million at any time outstanding, which amount is subject to and has been increased for (i) certain acquisitions of additional or newly constructed assets and for growth capital expenditures, in each case, net of asset sales, and for (ii) certain types of debt, such as debt obligations owed under hedge agreements, intercompany debt of the Partnership and our subsidiaries and debt under certain types of contingent obligations. These arrangements also require that Delek meets certain minimum levels for (i) consolidated shareholders' equity and (ii) a ratio of consolidated shareholders' equity to adjusted total assets. We cannot assure you that such covenants will not impact our ability to use the full capacity available under our revolving credit facility in the future. Delek, due

to its majority ownership and control of our general partner, has the ability to prevent us from taking actions that would cause Delek to violate any covenant in its credit arrangements or otherwise be in default under any of its credit arrangements.

#### Predecessors' Transactions

Related-party transactions of the Predecessors were settled through division equity. Costs related specifically to us have been identified and included in the accompanying consolidated statements of income and comprehensive income. Prior to the El Dorado Acquisition, the El Dorado Offloading Racks Acquisition and the Tyler Crude Tank Acquisition, we were not allocated certain corporate costs. These costs were primarily allocated based on a percentage of salaries expense and property, plant and equipment costs. In the opinion of management, the methods for allocating these costs are reasonable. It is not practicable to estimate the costs that would have been incurred by us if the Predecessors had been operated on a stand-alone basis.

#### Summary of Transactions

Revenues from affiliates consist of revenues from gathering, pipeline transportation, storage, wholesale marketing and products terminalling services provided primarily to Delek and its affiliates based on regulated tariff rates or contractually based fees, as well as product sales to Alon USA Energy, Inc., an equity method investee of Delek. Affiliate operating expenses are primarily comprised of amounts we reimburse Delek, or our general partner, as the case may be, for the services provided to us under our partnership agreement. These expenses could also include reimbursement and indemnification amounts from Delek, as provided under the Third Restated Omnibus Agreement. Additionally, the Partnership is required to reimburse Delek for direct or allocated costs and expenses incurred by Delek on behalf of the Partnership and for charges Delek incurred for the management and operation of our logistics assets, including an annual fee for various centralized corporate services, which are included in general and administrative services. In addition to these transactions, we purchase finished products and bulk biofuels from Delek, the costs of which are included in cost of goods sold.

A summary of revenue and expense transactions with Delek and its affiliates, including expenses directly charged and allocated to our Predecessors, are as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenues	\$41,824	\$29,682	\$113,975	\$83,855
Cost of goods sold	\$43,100	\$24,841	\$86,849	\$45,403
Operating and maintenance expenses <sup>(1)</sup>	\$8,059	\$5,658	\$22,834	\$16,563
General and administrative expenses <sup>(2)</sup>	\$1,788	\$1,335	\$4,907	\$3,799

Operating and maintenance expenses include costs allocated to the Predecessors for operating support provided to the Predecessors by Delek, including certain labor related costs, property and liability insurance costs and certain

<sup>(1)</sup> other operating expenses. With respect to the El Dorado Predecessor, the costs that were allocated to us by Delek were \$0.4 million for the nine months ended September 30, 2014. With respect to the Logistics Assets Predecessor, the costs that were allocated to us by Delek were \$0.2 million for the nine months ended September 30, 2015 and \$0.1 million and \$0.5 million for the three and nine months ended September 30, 2014, respectively.

<sup>(2)</sup> General and administrative expenses include costs allocated to the El Dorado Predecessor for general and administrative support provided to the El Dorado Predecessor by Delek, including services such as corporate management, risk management, accounting and human resources. With respect to the El Dorado Predecessor, the

costs that were allocated to us by Delek were \$0.1 million for the nine months ended September 30, 2014. No costs were allocated to the Logistics Assets Predecessor to us by Delek for the nine months ended September 30, 2015 or for the three and nine months ended September 30, 2014.

Our common, subordinated, general partner unitholders and the holders of incentive distribution rights ("IDRs") are entitled to receive quarterly distributions of available cash in accordance with the terms and provisions of our partnership agreement. In February, May and August 2015, we paid quarterly cash distributions, of which \$7.8 million, \$8.7 million and \$9.2 million, respectively, were paid to Delek and our general partner. On October 27, 2015, our general partner's board of directors declared



a quarterly cash distribution totaling \$15.1 million, based on the available cash as of the date of determination for the end of the third quarter of 2015, of which \$9.7 million is expected to be paid to both Delek and our general partner, including IDRs.

#### 4. Inventory

Inventories consisted of \$5.0 million and \$10.3 million of refined petroleum products as of September 30, 2015 and December 31, 2014, respectively. Cost of inventory is stated at the lower of cost or market, determined on a FIFO basis.

#### 5. Second Amended and Restated Credit Agreement

We entered into a senior secured revolving credit agreement on November 7, 2012, with Fifth Third Bank, as administrative agent, and a syndicate of lenders. The agreement was amended and restated on July 9, 2013 (the "Amended and Restated Credit Agreement") and was most recently amended and restated on December 30, 2014 (the "Second Amended and Restated Credit Agreement"). Under the terms of the Second Amended and Restated Credit Agreement, the lender commitments were increased from \$400.0 million to \$700.0 million. The Second Amended and Restated Credit Agreement also contains an accordion feature whereby the Partnership can increase the size of the credit facility to an aggregate of \$800.0 million, subject to receiving increased or new commitments from lenders and the satisfaction of certain other conditions precedent. The Second Amended and Restated Credit Agreement matures on December 30, 2019. While the majority of the terms of the Second Amended and Restated Credit Agreement are substantially unchanged from the predecessor facility, among other things, changes were made to certain negative covenants, the financial covenants and the interest rate pricing grid. The Second Amended and Restated Credit Agreement contains an option for Canadian dollar denominated borrowings.

Borrowings denominated in U.S. dollars bear interest at either a U.S. dollar prime rate, plus an applicable margin, or the London Interbank Offered Rate ("LIBOR"), plus an applicable margin, at the election of the borrowers.

Borrowings denominated in Canadian dollars bear interest at either a Canadian dollar prime rate, plus an applicable margin, or the Canadian Dealer Offered Rate, plus an applicable margin, at the election of the borrowers. The applicable margin in each case varies based upon the Partnership's most recent leverage ratio calculation delivered to the lenders, as called for and defined under the terms of the credit facility. At September 30, 2015, the weighted average interest rate for our borrowings under the facility was approximately 2.5%. Additionally, the Second Amended and Restated Credit Agreement requires us to pay a leverage ratio dependent quarterly fee on the average unused revolving commitment. As of September 30, 2015, this fee was 0.4% per year.

The obligations under the Second Amended and Restated Credit Agreement remain secured by first priority liens on substantially all of the Partnership's and its subsidiaries' tangible and intangible assets. Additionally, Delek Marketing & Supply, LLC ("Delek Marketing"), a direct wholly owned subsidiary of Delek, continues to provide a limited guaranty of the Partnership's obligations under the Second Amended and Restated Credit Agreement. Delek Marketing's guaranty is (i) limited to an amount equal to the principal amount, plus unpaid and accrued interest, of a promissory note made by Delek in favor of Delek Marketing (the "Holdings Note"), and (ii) secured by Delek Marketing's pledge of the Holdings Note to our lenders under the Second Amended and Restated Credit Agreement. As of September 30, 2015, the principal amount of the Holdings Note was \$102.0 million, plus unpaid interest accrued since the issuance date.

As of September 30, 2015, we had approximately \$325.2 million of outstanding borrowings under the Second Amended and Restated Credit Agreement. Additionally, we had in place letters of credit totaling approximately \$2.5 million, primarily securing obligations with respect to gasoline and diesel purchases. No amounts were drawn under these letters of credit at September 30, 2015. Amounts available under the Second Amended and Restated Credit Agreement as of September 30, 2015 were approximately \$372.3 million. For a discussion of a potential indirect limitation on our ability to use the full capacity available under our revolving credit facility in the future, see Note 3.

## 6. Income Taxes

For tax purposes, each partner of the Partnership is required to take into account its share of income, gain, loss and deduction in computing its federal and state income tax liabilities, regardless of whether cash distributions are made to such partner by the Partnership. The taxable income reportable to each partner takes into account differences between the tax basis and fair market value of our assets, the acquisition price of such partner's units and the taxable income allocation requirements under our partnership agreement.

## 7. Net Income Per Unit

We use the two-class method when calculating the net income per unit applicable to limited partners because we have more than one participating class of securities. Our participating securities consist of common units, subordinated units, general partner units and IDRs. The two-class method is based on the weighted-average number of common units outstanding during the period. Basic net income per unit applicable to limited partners (including subordinated unitholders) is computed by dividing limited partners' interest in net income, after deducting our general partner's 2% interest and IDRs, by the weighted-average number of outstanding common and subordinated units. Our net income is allocated to our general partner and limited partners in accordance with their respective partnership percentages after giving effect to priority income allocations for IDRs to our general partner, which is the holder of the IDRs pursuant to our partnership agreement, which are paid following the close of each quarter.

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Earnings in excess of distributions are allocated to our general partner and limited partners based on their respective ownership interests. Payments made to our unitholders are determined in relation to actual distributions declared and are not based on the net income allocations used in the calculation of net income per unit.

Diluted net income per unit applicable to common limited partners includes the effects of potentially dilutive units on our common units. At present, the only potentially dilutive units outstanding consist of unvested phantom unit awards under the Delek Logistics GP, LLC 2012 Long-Term Incentive Plan (the "LTIP"). Basic and diluted net income per unit applicable to subordinated limited partners are the same because there are no potentially dilutive subordinated units outstanding.

Our distributions earned with respect to a given period are declared subsequent to quarter end. Therefore, the table below represents total cash distributions applicable to the period in which the distributions are earned. The expected date of distribution for the distributions earned during the period ended September 30, 2015 is November 13, 2015. The calculation of net income per unit is as follows (in thousands, except units and per unit amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net income attributable to partners	\$18,602	\$15,085	\$51,553	\$51,511
Less: General partner's distribution (including IDRs) <sup>(1)</sup>	1,314	544	3,212	1,177
Less: Limited partners' distribution	6,983	5,970	20,196	16,922
Less: Subordinated partner's distribution	6,839	5,880	19,798	16,679
Earnings in excess of distributions	\$3,466	\$2,691	\$8,347	\$16,733
General partner's earnings:				
Distributions (including IDRs) <sup>(1)</sup>	\$1,314	\$544	\$3,212	\$1,177
Allocation of earnings in excess of distributions	69	54	167	334
Total general partner's earnings	\$1,383	\$598	\$3,379	\$1,511
Limited partners' earnings on common units:				
Distributions	\$6,983	\$5,970	\$20,196	\$16,922
Allocation of earnings in excess of distributions	1,716	1,328	4,131	8,259
Total limited partners' earnings on common units	\$8,699	\$7,298	\$24,327	\$25,181
Limited partners' earnings on subordinated units:				
Distributions	\$6,839	\$5,880	\$19,798	\$16,679
Allocation of earnings in excess of distributions	1,681	1,309	4,049	8,140
Total limited partner's earnings on subordinated units	\$8,520	\$7,189	\$23,847	\$24,819
Weighted average limited partner units outstanding:				
Common units - (basic)	12,250,847	12,183,847	12,230,560	12,165,474
Common units - (diluted)	12,360,519	12,327,321	12,350,621	12,299,963
Subordinated units - Delek (basic and diluted)	11,999,258	11,999,258	11,999,258	11,999,258
Net income per limited partner unit:				
Common units - (basic)	\$0.71	\$0.60	\$1.99	\$2.07
Common units - (diluted)	\$0.70	\$0.59	\$1.97	\$2.05
Subordinated units - Delek (basic and diluted)	\$0.71	\$0.60	\$1.99	\$2.07



(1) General partner distributions (including IDRs) consist of the 2% general partner interest and IDRs, which represent the right of the general partner to receive increasing percentages of quarterly distributions of available cash from operating surplus in excess of \$0.43125 per unit per quarter. See Note 8 for further discussion related to IDRs.

## 8. Equity

We had 9,451,589 common limited partner units held by the public outstanding as of September 30, 2015. Additionally, as of September 30, 2015, Delek owned a 59.8% limited partner interest in us, consisting of 2,799,258 common limited partner units and 11,999,258 subordinated limited partner units as well as a 95.6% interest in our general partner, which owns the entire 2.0% general partner interest consisting of 494,900 general partner units. Affiliates own the remaining 4.4% interest in our general partner. In accordance with our partnership agreement, Delek's subordinated units may convert to common units once specified distribution targets and other requirements have been met.

### Equity Activity

The summarized changes in the carrying amount of our equity are as follows (in thousands):

	Equity of Predecessors	Common - Public	Common - Delek <sup>(1)</sup>	Subordinated - Delek	General Partner <sup>(1)</sup>	Total
Balance at December 31, 2014	\$19,726	\$194,737	\$(241,112)	\$73,515	\$(7,085)	\$39,781
Sponsor contributions of equity to the Logistics Assets Predecessor	115	—	—	—	—	115
Loss attributable to the Logistics Assets Predecessor	(637)	—	—	—	—	(637)
Allocation of net assets acquired by the unitholders	(19,204)	—	18,820	—	384	—
Cash distributions	—	(15,193)	(65,102)	(19,079)	(3,843)	(103,217)
Sponsor contribution of fixed assets	—	—	410	—	8	418
Net income attributable to partners	—	18,764	5,563	23,847	3,379	51,553
Unit-based compensation	—	578	172	735	(1,187)	298
Other	—	(359)	(108)	(460)	958	31
Balance at September 30, 2015	\$—	\$198,527	\$(281,357)	\$78,558	\$(7,386)	\$(11,658)

(1) Cash distributions include \$61.9 million in cash payments for the El Dorado Offloading Racks Acquisition and the Tyler Crude Tank Acquisition. As an entity under common control with Delek, we record the assets that we acquire from Delek on our balance sheet at Delek's historical book basis instead of fair value. Additionally, any excess of cash paid over the historical book basis of the assets acquired from Delek is recorded within equity. As a result of the El Dorado Offloading Racks Acquisition and the Tyler Crude Tank Acquisition, our equity balance decreased \$42.7 million during the nine months ended September 30, 2015. Distributions also include \$0.2 million related to distribution equivalents on vested phantom units.

### Allocations of Net Income

Our partnership agreement contains provisions for the allocation of net income and loss to our unitholders and our general partner. For purposes of maintaining partner capital accounts, the partnership agreement specifies that items of

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income and loss shall be allocated among the partners in accordance with their respective percentage interests. Normal allocations according to percentage interests are made after giving effect to priority income allocations, if any, in an amount equal to incentive cash distributions allocated 100% to our general partner.

The following table presents the allocation of the general partner's interest in net income (in thousands, except percentage of ownership interest):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net income attributable to partners	\$18,602	\$15,085	\$51,553	\$51,511
Less: General partner's IDRs	(1,032 )	(302 )	(2,396 )	(491 )
Net income available to partners	\$17,570	\$14,783	\$49,157	\$51,020
General partner's ownership interest	2.0 %	2.0 %	2.0 %	2.0 %
General partner's allocated interest in net income	\$351	\$296	\$983	\$1,020
General partner's IDRs	1,032	302	2,396	491
Total general partner's interest in net income	\$1,383	\$598	\$3,379	\$1,511

### Incentive Distribution Rights

The following table illustrates the percentage allocations of available cash from operating surplus between our unitholders and our general partner based on the specified target distribution levels. The amounts set forth under "Marginal Percentage Interest in Distributions" are the percentage interests of our general partner and our unitholders in any available cash from operating surplus that we distribute up to and including the corresponding amount in the column "Total Quarterly Distribution per Unit Target Amount." The percentage interests shown for our unitholders and our general partner for the minimum quarterly distribution are also applicable to quarterly distribution amounts that are less than the minimum quarterly distribution. The percentage interests set forth below for our general partner include its 2.0% general partner interest and assume that (i) our general partner has contributed any additional capital necessary to maintain its 2.0% general partner interest, (ii) our general partner has not transferred its IDRs, and (iii) there are no arrearages on common units.

		Target Quarterly Distribution per Unit Target Amount	Marginal Percentage Interest in Distributions	Unitholders	General Partner
Minimum Quarterly Distribution		\$0.37500		98.0 %	2.0 %
First Target Distribution	above	\$0.37500		98.0 %	2.0 %
	up to	\$0.43125			
Second Target Distribution	above	\$0.43125		85.0 %	15.0 %
	up to	\$0.46875			
Third Target Distribution	above	\$0.46875		75.0 %	25.0 %
	up to	\$0.56250			
Thereafter	thereafter	\$0.56250		50.0 %	50.0 %

## Cash Distributions

Our partnership agreement sets forth the calculation to be used to determine the amount and priority of cash distributions that our common and subordinated unitholders and general partner will receive. Our distributions earned with respect to a given period are declared subsequent to quarter end. The table below summarizes the quarterly distributions related to our quarterly financial results:

Quarter Ended	Total Quarterly Distribution Per Limited Partner Unit	Total Quarterly Distribution Per Limited Partner Unit, Annualized	Total Cash Distribution, including general partner IDRs (in thousands)	Date of Distribution	Unitholders Record Date
December 31, 2013	\$0.415	\$1.66	\$10,228	February 13, 2014	February 4, 2014
March 31, 2014	\$0.425	\$1.70	\$10,474	May 14, 2014	May 6, 2014
June 30, 2014	\$0.475	\$1.90	\$11,910	August 14, 2014	August 7, 2014
September 30, 2014	\$0.490	\$1.96	\$12,394	November 14, 2014	November 6, 2014
December 31, 2014	\$0.510	\$2.04	\$13,056	February 13, 2015	February 6, 2015
March 31, 2015	\$0.530	\$2.12	\$13,702	May 14, 2015	May 4, 2015
June 30, 2015	\$0.550	\$2.20	\$14,368	August 14, 2015	August 6, 2015
September 30, 2015	\$0.570	\$2.28	\$15,136	November 13, 2015 <sup>(1)</sup>	November 6, 2015

<sup>(1)</sup> Expected date of distribution.

The allocation of total quarterly cash distributions expected to be made on November 13, 2015 to general and limited partners for the three and nine months ended September 30, 2015 is set forth in the table below. Distributions earned with respect to a given period are declared subsequent to quarter end. Therefore, the table below presents total cash distributions applicable to the period in which the distributions are earned (in thousands, except per unit amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
General partner's distributions:				
General partner's distributions	\$282	\$242	\$816	\$686
General partner's IDRs	1,032	302	2,396	491
Total general partner's distributions	1,314	544	3,212	1,177
Limited partners' distributions:				
Common	6,983	5,970	20,196	16,922
Subordinated	6,839	5,880	19,798	16,679
Total limited partners' distributions	13,822	11,850	39,994	33,601
Total cash distributions	\$15,136	\$12,394	\$43,206	\$34,778
Cash distributions per limited partner unit	\$0.570	\$0.490	\$1.650	\$1.390

## 9. Equity Based Compensation

We incurred \$0.1 million and \$0.3 million of unit-based compensation expense related to the Partnership during the three and nine months ended September 30, 2015, respectively, and \$0.1 million and \$0.2 million during the three and nine months ended September 30, 2014, respectively. These amounts are included in general and administrative expenses in the accompanying condensed consolidated statements of income. The fair value of phantom unit awards

under the LTIP is determined based on the closing price of our common limited partner units on the grant date. The estimated fair value of our phantom units is amortized

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over the vesting period using the straight line method. All awards made through June 9, 2015 vest over a five-year service period unless such awards are amended in accordance with the LTIP. Beginning June 10, 2015, all awards made to only non-employee directors vest over a three-year service period unless such awards are amended in accordance with the LTIP. As of September 30, 2015, there was \$1.0 million of total unrecognized compensation cost related to non-vested equity-based compensation arrangements, which is expected to be recognized over a weighted-average period of 2.2 years.

#### 10. Equity Method Investments

In March 2015, the Partnership, through its indirect wholly owned subsidiary DKL Caddo, LLC ("DKL Caddo") became a member of Caddo Pipeline, LLC ("CP LLC") by entering into an amended and restated limited liability company agreement (the "Caddo LLC Agreement") with Plains Pipeline, L.P., an affiliate of Plains All American Pipeline, L.P. ("Plains"). CP LLC was formed to plan, develop, construct, own, operate and maintain a pipeline system and ancillary assets originating near Longview, Texas and extending to Shreveport, Louisiana (the "Caddo Pipeline System"). Pursuant to the terms of the Caddo LLC Agreement, DKL Caddo and Plains each own a 50% membership interest in CP LLC. Pursuant to separate agreements, Plains will have primary responsibility for the construction of the Caddo Pipeline System, and, upon its completion, Plains will also have primary day-to-day responsibility for its operations.

In March 2015, the Partnership, through its indirect wholly owned subsidiary, DKL RIO, LLC ("DKL RIO"), became a member of Rangeland RIO Pipeline, LLC ("Rangeland RIO") by entering into an amended and restated limited liability company agreement (the "Rangeland LLC Agreement") with Rangeland Energy II, LLC ("Rangeland"). Rangeland RIO was formed to develop, construct, operate and maintain a crude oil pipeline extending from Loving County, Texas, to Midland, Texas (the "RIO Pipeline"). Pursuant to the terms of the Rangeland LLC Agreement, DKL RIO owns 33% of Rangeland RIO, and Rangeland owns 67%. Rangeland will have primary responsibility for the construction of the RIO Pipeline, and, upon its completion, Rangeland will also have primary day-to-day responsibility for its operations.

The total projected investment in these two entities is approximately \$96.0 million and is expected be financed through a combination of cash from operations and borrowings under the Second Amended and Restated Credit Agreement. As of September 30, 2015, we have invested \$30.9 million in these joint ventures, which are accounted for using the equity method.

#### 11. Segment Data

We report our assets and operating results in two reportable segments: (i) pipelines and transportation and (ii) wholesale marketing and terminalling:

The assets and investments reported in the pipelines and transportation segment provide crude oil gathering and crude oil, intermediate and refined products transportation and storage services to Delek's refining operations and independent third parties.

The assets in the wholesale marketing and terminalling segment provide marketing and terminalling services to Delek's refining operations and independent third parties.

Our operating segments adhere to the same accounting policies used for our consolidated financial statements. Our operating segments are managed separately because each segment requires different industry knowledge, technology and marketing strategies. Decisions concerning the allocation of resources and assessment of operating performance are made based on this segmentation. Management measures the operating performance of each reportable segment

based on segment contribution margin. Segment contribution margin is defined as net sales less cost of sales and operating expenses, excluding depreciation and amortization.

On February 10, 2014 and March 31, 2015, we acquired the El Dorado Terminal and Tank Assets and the Logistics Assets, respectively, from Delek. Our historical financial statements have been retrospectively adjusted to reflect the results of operations attributable to the El Dorado Terminal and Tank Assets and the Logistics Assets as if we owned the assets for all periods presented. The results of the El Dorado Terminal are included in the wholesale marketing and terminalling segment. The results of the El Dorado Tank Assets and the Logistics Assets are included in the pipelines and transportation segment.

The following is a summary of business segment operating performance as measured by contribution margin for the periods indicated (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
<b>Pipelines and Transportation</b>				
Net Sales:				
Affiliate	\$26,358	\$21,008	\$76,436	\$58,753
Third-Party	7,581	2,759	22,239	7,204
Total Pipelines and Transportation	33,939	23,767	98,675	65,957
Operating costs and expenses:				
Cost of goods sold	5,211	1,011	15,126	3,267
Operating expenses <sup>(1) (2)</sup>	8,368	8,234	23,031	23,718
Segment contribution margin	\$20,360	\$14,522	\$60,518	\$38,972
Capital spending (excluding business combinations) <sup>(1) (2)</sup>	\$2,872	\$408	\$12,627	\$3,824
<b>Wholesale Marketing and Terminalling</b>				
Net Sales:				
Affiliate	\$15,466	\$8,674	\$37,539	\$25,102
Third-Party	115,687	195,595	344,524	576,847
Total Wholesale Marketing and Terminalling	131,153	204,269	382,063	601,949
Operating costs and expenses:				
Cost of goods sold	119,174	193,122	350,160	559,649
Operating expenses	3,248	2,127	10,160	5,858
Segment contribution margin	\$8,731	\$9,020	\$21,743	\$36,442
Capital spending (excluding business combinations)	\$1,323	\$323	\$5,103	\$1,106
<b>Consolidated</b>				
Net Sales:				
Affiliate	\$41,824	\$29,682	\$113,975	\$83,855
Third-Party	123,268	198,354	366,763	584,051
Net sales	165,092	228,036	480,738	667,906
Operating costs and expenses:				
Cost of goods sold	124,385	194,133	365,286	562,916
Operating expenses <sup>(1) (2)</sup>	11,616	10,361	33,191	29,576
Contribution margin	29,091	23,542	82,261	75,414
General and administrative expenses	2,703	2,453	9,094	7,358
Depreciation and amortization	4,541	3,847	13,785	10,947
(Gain) loss on asset disposals	—	—	(18	) 74
Operating income	\$21,847	\$17,242	\$59,400	\$57,035
Capital spending (excluding business combinations) <sup>(1) (2)</sup>	\$4,195	\$731	\$17,730	\$4,930

<sup>(1)</sup> Includes operating expenses and capital spending expenditures incurred in connection with the El Dorado Offloading Racks Acquisition and the Tyler Crude Tank Acquisition for the nine months ended September 30, 2015.

(2) Adjusted to include operating expenses and capital spending expenditures incurred in connection with the assets acquired in the El Dorado Offloading Racks Acquisition and the Tyler Crude Tank Acquisition for the three and nine months ended September 30, 2014.

The following table summarizes the total assets for each segment as of September 30, 2015 and December 31, 2014 (in thousands).

	September 30, 2015	December 31, 2014
Pipelines and Transportation	\$274,336	\$230,293
Wholesale Marketing and Terminalling	87,467	100,993
Total Assets	\$361,803	\$331,286

Property, plant and equipment and accumulated depreciation as of September 30, 2015 and depreciation expense by reporting segment as of and for the three and nine months ended September 30, 2015 were as follows (in thousands):

	Pipelines and Transportation	Wholesale Marketing and Terminalling	Consolidated
Property, plant and equipment	\$262,853	\$58,541	\$321,394
Less: accumulated depreciation	(45,690	) (20,547	) (66,237
Property, plant and equipment, net	\$217,163	\$37,994	\$255,157
Depreciation expense for the three months ended September 30, 2015	\$3,373	\$902	\$4,275
Depreciation expense for the nine months ended September 30, 2015	\$10,296	\$2,692	\$12,988

In accordance with ASC 360, Property, Plant & Equipment, we evaluate the realizability of property, plant and equipment as events occur that might indicate potential impairment.

## 12. Fair Value Measurements

The fair values of financial instruments are estimated based upon current market conditions and quoted market prices for the same or similar instruments. Management estimates that the carrying value approximates fair value for all of our assets and liabilities that fall under the scope of ASC 825, Financial Instruments.

We apply the provisions of ASC 820, Fair Value Measurements ("ASC 820"), which defines fair value, establishes a framework for its measurement and expands disclosures about fair value measurements. ASC 820 applies to our interest rate and commodity derivatives that are measured at fair value on a recurring basis. The standard also requires that we assess the impact of nonperformance risk on our derivatives. Nonperformance risk is not considered material at this time.

ASC 820 requires disclosures that categorize assets and liabilities measured at fair value into one of three different levels depending on the observability of the inputs employed in the measurement. Level 1 inputs are quoted prices in active markets for identical assets or liabilities. Level 2 inputs are observable inputs other than quoted prices included within Level 1 for the asset or liability, either directly or indirectly through market-corroborated inputs. Level 3 inputs are unobservable inputs for the asset or liability reflecting our assumptions about pricing by market participants.

Over the counter commodity swaps, interest rate swaps and caps are generally valued using industry-standard models that consider various assumptions, including quoted forward prices, spot prices, interest rates, time value, volatility factors and contractual prices for the underlying instruments, as well as other relevant economic measures. The degree to which these inputs are observable in the forward markets determines the classification as Level 2 or 3. Our

contracts are valued using quotations provided by brokers based on exchange pricing and/or price index developers such as Platts or Argus and are, therefore, classified as Level 2.

The fair value hierarchy for our financial assets accounted for at fair value on a recurring basis at September 30, 2015 and December 31, 2014 was as follows (in thousands):

	As of September 30, 2015			
	Level 1	Level 2	Level 3	Total
<b>Assets</b>				
Interest rate derivatives	\$—	\$—	\$—	\$—
Commodity derivatives	—	6	—	6
Total assets	—	6	—	6
<b>Liabilities</b>				
Commodity derivatives	—	(9	) —	(9 )
Net liabilities	\$—	\$(3	) \$—	\$(3 )
	As of December 31, 2014			
	Level 1	Level 2	Level 3	Total
<b>Assets</b>				
Interest rate derivatives	\$—	\$24	\$—	\$24
Commodity derivatives	—	456	—	456
Total assets	—	480	—	480
<b>Liabilities</b>				
Commodity derivatives	—	(61	) —	(61 )
Net assets	\$—	\$419	\$—	\$419

The derivative values above are based on analysis of each contract as the fundamental unit of account as required by ASC 820. Derivative assets and liabilities with the same counterparty are not netted where the legal right of offset exists. This differs from the presentation in the financial statements which reflects our policy under the guidance of ASC 815-10-45, Derivatives and Hedging - Other Presentation Matters ("ASC 815-10-45"), wherein we have elected to offset the fair value amounts recognized for multiple derivative instruments executed with the same counterparty where the legal right of offset exists.

Our policy under the guidance of ASC 815-10-45 is to net the fair value amounts recognized for multiple derivative instruments executed with the same counterparty and offset these values against the cash collateral arising from these derivative positions. As of September 30, 2015 we had a negative cash balance of \$0.1 million netted with derivatives of one of our counterparties. As of December 31, 2014, no cash collateral was held by counterparty brokerage firms.

### 13. Derivative Instruments

From time to time, we enter into forward fuel contracts to limit the exposure to price fluctuations for physical purchases of finished products in the normal course of business. We use derivatives to reduce normal operating and market risks with a primary objective in derivative instrument use being the reduction of the impact of market price volatility on our results of operations.

Typically, we enter into forward fuel contracts with major financial institutions in which we fix the purchase price of finished grade fuel for a predetermined number of units with fulfillment terms of less than 90 days.

From time to time, we may also enter into interest rate hedging agreements to limit floating interest rate exposure under the Second Amended and Restated Credit Agreement. Our initial credit facility required us to maintain interest rate hedging arrangements on at least 50% of the amount funded on November 7, 2012 under the credit facility, which was required to be in place for at least a three-year period beginning no later than March 7, 2013. Accordingly, effective February 25, 2013, we entered into interest rate hedges in the form of a LIBOR interest rate cap for a term of three years for a total notional amount of \$45.0 million, thereby meeting the requirements in effect at that time. These

requirements were eliminated in connection with the Amended and Restated Credit Agreement in July 2013, but the interest rate hedge remains in place in accordance with its terms.

The tables below present the fair value of our derivative instruments, as of September 30, 2015 and December 31, 2014. During the three and nine months ended September 30, 2015 and September 30, 2014, we did not elect hedge treatment for these derivative positions. As a result, all changes in fair value are marked to market in the accompanying condensed consolidated statements of income.

(in thousands)		September 30, 2015		December 31, 2014	
Derivative Type	Balance Sheet Location	Assets	Liabilities	Assets	Liabilities
Derivatives not designated as hedging instruments:					
Interest rate derivatives	Other long term assets	\$—	\$—	\$24	\$—
Commodity derivatives <sup>(1)</sup>	Other current liabilities	6	(9 )	456	(61 )
Total gross value of derivatives		6	(9 )	480	(61 )
Less: Counterparty netting and cash collateral <sup>(2)</sup>		6	72	61	(61 )
Total net fair value of derivatives		\$—	\$(81 )	\$419	\$—

<sup>(1)</sup> As of September 30, 2015 and December 31, 2014, we had open derivative contracts representing 3,000 barrels and 142,000 barrels, respectively, of refined petroleum products.

<sup>(2)</sup> As of September 30, 2015 we had negative cash collateral of \$0.1 million netted with the derivatives of one of our counterparties. As of December 31, 2014, no cash collateral associated with our commodity derivatives has been netted with the derivative positions with each counterparty.

Recognized gains (losses) associated with derivatives not designated as hedging instruments for the three and nine months ended September 30, 2015 and 2014 were as follows (in thousands):

		Three Months Ended		Nine Months Ended September	
		September 30,		30,	
Derivative Type	Income Statement Location	2015	2014	2015	2014
Interest rate derivatives	Interest expense	\$(1 )	\$4	\$(24 )	\$(71 )
Commodity derivatives	Cost of goods sold	(116 )	1,804	66	1,500
Total		\$(117 )	\$1,808	\$42	\$1,429

#### 14. Commitments and Contingencies

##### Litigation

In the ordinary conduct of our business, we are from time to time subject to lawsuits, investigations and claims, including environmental claims and employee-related matters. Although we cannot predict with certainty the ultimate resolution of lawsuits, investigations and claims asserted against us, including civil penalties or other enforcement actions, we do not believe that any currently pending legal proceedings to which we are a party will have a material adverse effect on our business, financial condition or results of operations. See "Crude Oil Releases" below for additional information on a potential enforcement action.

##### Rate Regulation of Petroleum Pipelines

The rates and terms and conditions of service on certain of our pipelines are subject to regulation by the FERC under the Interstate Commerce Act ("ICA") and by the state regulatory commissions in the states in which we transport crude oil and refined products, including the Railroad Commission of Texas, the Louisiana Public Service Commission, and



the Arkansas Public Service Commission. Certain of our pipeline systems are subject to such regulation and have filed tariffs with the appropriate authorities. We also comply with the reporting requirements for these pipelines. Other of our pipelines have received a waiver from the application of FERC's tariff requirements but comply with other applicable regulatory requirements.

FERC regulates interstate transportation under the ICA, the Energy Policy Act of 1992 and the rules and regulations promulgated under those laws. The ICA and its implementing regulations require that tariff rates for interstate service on oil

pipelines, including pipelines that transport crude oil and refined products in interstate commerce (collectively referred to as "petroleum pipelines"), be just and reasonable and non-discriminatory and that such rates and terms and conditions of service be filed with FERC. FERC may conduct audits of owners of oil pipelines to ensure compliance with these requirements and with accounting and financial reporting regulations. Under the ICA, shippers may challenge new or existing rates or services. FERC is authorized to suspend the effectiveness of a challenged rate for up to seven months, though rates are typically not suspended for the maximum allowable period. Tariff rates are typically contractually subject to increase or decrease annually, on July 1, by the amount of any change in various inflation-based indices, including the FERC oil pipeline index, the consumer price index and the producer price index; provided, however, that in no event will the fees be adjusted below the amount initially set forth in the applicable agreement.

While FERC regulates rates for shipments of crude oil or refined products in interstate commerce, state agencies may regulate rates and service for shipments in intrastate commerce. We own pipeline assets in Texas, Arkansas, and Louisiana, and accordingly, such assets may be subject to additional regulation by the applicable governmental authorities in those states.

#### Environmental Health and Safety

We are subject to various federal, state and local environmental and safety laws enforced by agencies including the United States Environmental Protection Agency (the "EPA"), the United States Department of Transportation, the Occupational Safety and Health Administration, the Texas Commission on Environmental Quality, the Texas Railroad Commission, the Arkansas Department of Environmental Quality, the Louisiana Oil Spill Coordinating Office, the Louisiana Department of Environmental Quality, the Louisiana Department of Wildlife and Fisheries and the Tennessee Department of Environment and Conservation, as well as other state and federal agencies. Numerous permits or other authorizations are required under these laws for the operation of our terminals, pipelines, and related operations, and such permits and authorizations may be subject to revocation, modification and renewal.

These laws and permits raise potential exposure to future claims and lawsuits involving environmental and safety matters, which could include soil and water contamination, air pollution, personal injury and property damage allegedly caused by substances we manufactured, stored, transported, handled, used, released or disposed of, or that relate to pre-existing conditions for which we have assumed responsibility. We believe that our current operations are in substantial compliance with existing environmental and safety requirements. However, there have been and will continue to be ongoing discussions about environmental and safety matters between us and federal and state authorities, including notices of violations, citations and other enforcement actions, some of which have resulted or may result in changes to operating procedures and in capital expenditures. See "Crude Oil Releases" below. While it is often difficult to quantify future environmental or safety related expenditures, we anticipate that continuing capital investments and changes in operating procedures will be required for the foreseeable future to comply with existing and new requirements, as well as evolving interpretations and more strict enforcement of existing laws and regulations.

#### Crude Oil Releases

We have detected several crude oil releases involving our assets, including, without limitation, a release at our Magnolia Station in March 2013, a release near Macedonia, Arkansas in October 2013 and a release in Haynesville, Louisiana in April 2014. We incurred costs of approximately \$1.0 million during the nine months ended September 30, 2014 related to the release in Haynesville. As of September 30, 2015, we have accrued approximately \$0.2 million for additional expenses expected to be incurred related to this release. In June 2015, the United States Department of Justice notified the Partnership that it was evaluating an enforcement action on behalf of the EPA with regard to potential Clean Water Act violations arising from the March 2013 release at Magnolia Station; however, no specific claim for penalties or affirmative relief has been made at this time. As of September 30, 2015, we have

accrued \$1.0 million for expenses that may be incurred in connection with this release. We do not believe the total costs associated with these events, whether alone or in the aggregate, including any fines or penalties and net of any reimbursement and/or indemnification by Delek pursuant to the Third Restated Omnibus Agreement and any partial insurance reimbursement, will have a material adverse effect upon our business, financial condition or results of operations.

On April 28, 2015, a crude oil release of an estimated 130 barrels of crude oil was discovered from a gathering line in a remote area near Fouke, Arkansas. Cleanup operations were coordinated with state and federal officials and concluded in May 2015. We believe that substantially all of the oil was recovered or evaporated. Site maintenance and remediation concluded in September 2015. Final site restoration activities are expected to be completed by the end of November 2015. As of September 30, 2015, we have accrued a nominal amount for costs related to this release as costs are expected to be reimbursed pursuant to the Third Restated Omnibus Agreement (as defined in Note 3). We do not believe the total costs associated with this event, including any fines or penalties and net of any reimbursement and/or indemnification by Delek pursuant to the Third Restated Omnibus Agreement and any partial insurance reimbursement, will have a material adverse effect upon our business, financial condition or results of operations.

#### Contracts and Agreements

The majority of the petroleum products we sell in west Texas are purchased from Noble Petro, Inc. ("Noble Petro"). Under the terms of a supply contract (the "Abilene Contract") with Noble Petro, we have the right to purchase up to 20,350 bpd of petroleum products at the Abilene, Texas terminal, which we own, for sales at the Abilene and San Angelo terminals and to exchange barrels with third parties. We lease the Abilene and San Angelo, Texas terminals to Noble Petro, under a separate Terminal and Pipeline Lease and Operating Agreement, with a term that runs concurrent with that of the Abilene Contract. The Abilene Contract expires on December 31, 2017 and does not include any options for renewal. We also purchase spot barrels from various third parties and from Delek for sale to wholesale customers in west Texas.

#### Letters of Credit

As of September 30, 2015, we had in place letters of credit totaling \$2.5 million under the Second Amended and Restated Credit Agreement, primarily securing obligations with respect to gasoline and diesel purchases. No amounts were drawn under these letters of credit at September 30, 2015.

#### Operating Leases

We lease certain equipment and have surface leases under various operating lease arrangements, most of which provide the option to renew after the current lease term. None of these lease arrangements includes fixed rental rate increases. Lease expense for all operating leases totaled \$0.3 million and \$0.9 million for the three and nine months ended September 30, 2015, respectively, and \$0.2 million and \$0.5 million for the three and nine months ended September 30, 2014, respectively.

#### 15. Subsequent Events

##### Distribution Declaration

On October 27, 2015, our general partner's board of directors declared a quarterly cash distribution of \$0.570 per limited partner unit, payable on November 13, 2015, to unitholders of record on November 6, 2015.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Unless the context otherwise requires, references in this report to "Delek Logistics Partners, LP," the "Partnership," and "we," "our," "us," or like terms, refer to Delek Logistics Partners, LP and its general partner and subsidiaries. Unless the context otherwise requires, references in this report to "Delek" refer collectively to Delek US Holdings, Inc. and any of its subsidiaries, other than Delek Logistics Partners, LP, its subsidiaries and its general partner. Those statements in this section that are not historical in nature should be deemed forward-looking statements that are inherently uncertain. See "Forward-Looking Statements" below for a discussion of the factors that could cause actual results to differ materially from those projected in such statements.

On February 10, 2014, the Partnership, through its wholly owned subsidiary Delek Logistics Operating, LLC ("OpCo"), acquired from Delek (i) the refined products terminal (the "El Dorado Terminal") located at Delek's El Dorado, Arkansas refinery (the "El Dorado Refinery") and (ii) 158 storage tanks and certain ancillary assets (the "El Dorado Tank Assets" and together with the El Dorado Terminal, the "El Dorado Terminal and Tank Assets") at and adjacent to the El Dorado Refinery (such transaction, the "El Dorado Acquisition").

On March 31, 2015, the Partnership, through OpCo, acquired from Delek two crude oil rail offloading racks, which racks are designed to receive up to 25,000 barrels per day ("bpd") of light crude oil or 12,000 bpd of heavy crude oil, or some combination of the two, delivered by rail to the El Dorado Refinery and related ancillary assets (the "El Dorado Assets") (such transaction, the "El Dorado Offloading Racks Acquisition").

On March 31, 2015, the Partnership, through its wholly owned subsidiary Delek Marketing & Supply, LP, acquired from Delek a crude oil storage tank (the "Tyler Crude Tank") located adjacent to Delek's Tyler, Texas refinery (the "Tyler Refinery") and certain ancillary assets (collectively, with the Tyler Crude Tank, the "Tyler Assets") (such transaction, the "Tyler Crude Tank Acquisition"). The Tyler Crude Tank has approximately 350,000 barrels of shell capacity and is expected to primarily support the Tyler Refinery. The Tyler Assets, together with the El Dorado Assets, are hereinafter collectively referred to as the "Logistics Assets."

The El Dorado Acquisition, the El Dorado Offloading Racks Acquisition, and the Tyler Crude Tank Acquisition were accounted for as transfers between entities under common control. As an entity under common control with Delek, we record the assets that Delek has contributed to us on our balance sheet at Delek's historical basis instead of fair value. Transfers between entities under common control are accounted for as if the transfer occurred at the beginning of the period, and prior years are retrospectively adjusted to furnish comparable information. Accordingly, the accompanying financial statements and related notes of the Partnership have been retrospectively adjusted to include (i) the historical results of the El Dorado Terminal and Tank Assets for all periods presented through February 10, 2014 (the "El Dorado Predecessor"), and (ii) the historical results of the Logistics Assets for all periods presented through March 31, 2015 (the "Logistics Assets Predecessor"). We refer to the historical results of the El Dorado Predecessor and the Logistics Assets Predecessor collectively as our "Predecessors."

You should read the following discussion of our financial condition and results of operations in conjunction with our historical condensed consolidated financial statements and notes thereto.

### Forward-Looking Statements

This Quarterly Report on Form 10-Q contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements reflect our current estimates, expectations and projections about our future results, performance, prospects and opportunities. Forward-looking statements include, among other things, the information concerning our possible future results of operations, business and growth strategies, financing plans, expectations that

regulatory developments or other matters will not have a material adverse effect on our business or financial condition, our competitive position and the effects of competition, the projected growth of the industry in which we operate, and the benefits and synergies to be obtained from our completed and any future acquisitions, and statements of management's goals and objectives, and other similar expressions concerning matters that are not historical facts. Words such as "may," "will," "should," "could," "would," "predicts," "potential," "continue," "expects," "anticipates," "future plans," "believes," "estimates," "appears," "projects" and similar expressions, as well as statements in future tense, identify forward-looking statements.

Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times at or by which such performance or results will be achieved. Forward-looking information is based on information available at the time and/or management's good faith belief with respect to future events, and is subject to

risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the statements. Important factors that, individually or in the aggregate, could cause such differences include, but are not limited to:

- our substantial dependence on Delek or its assignees and their respective ability to pay us under our commercial agreements;
- the age and condition of our assets and operating hazards and other risks incidental to transporting, storing and gathering crude oil, intermediate and refined products, including, but not limited to costs, penalties, regulatory or legal actions and other affects related to spills, releases and tank failures;
- the timing and extent of changes in commodity prices and demand for refined products;
- the suspension, reduction or termination of Delek's or its assignees' or any third party's obligations under our commercial agreements;
- disruptions due to acts of God, equipment interruption or failure at our facilities, Delek's facilities or third-party facilities on which our business is dependent;
- changes in the availability and cost of capital of debt and equity financing;
- our reliance on information technology systems in our day-to-day operations;
- changes in general economic conditions;
- the effects of existing and future laws and governmental regulations, including, but not limited to, the rules and regulations promulgated by the Federal Energy Regulatory Commission (the "FERC") and those relating to environmental protection, pipeline integrity and safety;
- competitive conditions in our industry;
- actions taken by our customers and competitors;
- the demand for crude oil, refined products and transportation and storage services;
- our ability to successfully implement our business plan;
- an inability to have growth projects completed on time and on budget;
- Delek's inability to grow as expected;
- our ability to successfully integrate acquired businesses;
- natural disasters, weather-related delays, casualty losses and other matters beyond our control;
- changes or volatility in interest and inflation rates;
- labor relations;
- large customer defaults;
- changes in tax status;
- changes in insurance markets impacting costs and the level and types of coverage available;
- the effects of future litigation; and
- other factors discussed elsewhere in this Quarterly Report on Form 10-Q and in our Annual Report on Form 10-K for the year ended December 31, 2014.

In light of these risks, uncertainties and assumptions, our actual results of operations and execution of our business strategy could differ materially from those expressed in, or implied by, the forward-looking statements, and you should not place undue reliance upon them. In addition, past financial and/or operating performance is not necessarily a reliable indicator of future performance and you should not use our historical performance to anticipate future period results or trends. There can be no

assurance that any of the events anticipated by the forward-looking statements will occur or, if any such events do occur, what impact they will have on our results of operations and financial condition.

Forward-looking statements speak only as of the date the statements are made. We assume no obligation to update forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking information except to the extent required by applicable securities laws. If we do update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect thereto or with respect to other forward-looking statements.

## Business Overview

The Partnership primarily owns and operates crude oil and intermediate and refined products logistics and marketing assets. We gather, transport and store crude oil and intermediate and refined products and market, distribute, transport and store refined products primarily in select regions of the southeastern United States and Texas for Delek and third parties, primarily in support of Delek's Tyler and El Dorado Refineries. A substantial majority of our existing assets are both integral to and dependent on the success of Delek's refining operations, as many of our assets are contracted exclusively to Delek in support of its Tyler and El Dorado Refineries.

The Partnership is not a taxable entity for federal income tax purposes or the income taxes of those states that follow the federal income tax treatment of partnerships. Instead, for purposes of these income taxes, each partner of the Partnership is required to take into account its share of items of income, gain, loss and deduction in computing its federal and state income tax liabilities, regardless of whether cash distributions are made to the partner by the Partnership. The taxable income reportable to each partner takes into account differences between the tax basis and the fair market value of our assets and financial reporting bases of assets and liabilities, the acquisition price of their units and the taxable income allocation requirements under our partnership agreement.

## Our Reporting Segments and Assets

Our business consists of two operating segments: (i) our pipelines and transportation segment and (ii) our wholesale marketing and terminalling segment.

The assets and investments in our pipelines and transportation segment consist of and have been made in pipelines, tanks, offloading facilities, trucks and ancillary assets, which provide crude oil gathering and crude oil, intermediate and refined products transportation and storage services primarily in support of Delek's refining operations in Tyler, Texas and El Dorado, Arkansas. Additionally, the assets in this segment provide crude oil transportation services to certain third parties, including a major integrated oil company. In providing these services, we do not take ownership of the products or crude oil that we transport or store; and, therefore, we are not directly exposed to changes in commodity prices with respect to this operating segment.

The assets in our wholesale marketing and terminalling segment consist of refined products terminals and pipelines in Texas, Tennessee and Arkansas. We generate revenue in our wholesale marketing and terminalling segment by providing marketing services for the refined products output of the Tyler Refinery, engaging in wholesale activity at our terminals in west Texas and at terminals owned by third parties, whereby we purchase light products for sale and exchange to third parties, and by providing terminalling services at our refined product terminals to independent third parties and Delek.

## Recent Developments

On July 1, 2015, the tariffs, throughput fees and storage fees under our agreements with Delek that are subject to FERC increased by approximately 4.6%, the amount of the change in the FERC oil pipeline index. Under certain of



our other agreements, the fees increased or decreased based on the consumer price index or the producer price index, which increased approximately 0.8% and decreased approximately 0.8%, respectively, only for those agreements pursuant to which the decrease would have not reduced the fee to an amount below the amount initially set forth in the applicable agreement.

#### How We Generate Revenue

The Partnership generates revenue by charging fees for gathering, transporting, offloading and storing crude oil and for marketing, distributing, transporting, throughputting and storing intermediate and refined products. A substantial majority of our contribution margin, which we define as net sales less cost of goods sold and operating expenses, is derived from commercial agreements with Delek with initial terms ranging from five to ten years, which gives us a contractual revenue base that we believe enhances the stability of our cash flows. As more fully described below, our commercial agreements with Delek typically include minimum volume or revenue commitments by Delek, which we believe will provide a stable revenue stream in the future.

## Commercial Agreements

### Commercial Agreements with Delek

The Partnership has various long-term, fee-based commercial agreements with Delek pursuant to which we provide crude oil gathering and crude oil, intermediate and refined products transportation, offloading and storage services and marketing and terminalling services to Delek, and Delek commits to provide us with minimum monthly throughput volumes of crude oil and refined products. See our Annual Report on Form 10-K for the year ended December 31, 2014 (our "Annual Report on Form 10-K") and Note 3 to our condensed consolidated financial statements included in this Quarterly Report on Form 10-Q for a description of certain of our commercial and other agreements with Delek.

### How We Evaluate Our Operations

We use a variety of financial and operating metrics to analyze our segment performance. These metrics are significant factors in assessing our operating results and profitability and include: (i) volumes (including pipeline throughput and terminal volumes); (ii) contribution margin and gross margin per barrel; (iii) operating and maintenance expenses; and (iv) EBITDA and distributable cash flow. We define EBITDA and distributable cash flow below.

**Volumes.** The amount of revenue we generate primarily depends on the volumes of crude oil and intermediate and refined products that we handle in our pipeline, transportation, terminalling and marketing operations. These volumes are primarily affected by the supply of and demand for crude oil and refined products in the markets served directly or indirectly by our assets. Although Delek has committed to minimum volumes under our commercial agreements, our results of operations will be impacted by:

- Delek's utilization of our assets in excess of its minimum volume commitments;
- our ability to identify and execute acquisitions and organic expansion projects, and capture incremental volume increases from Delek or third parties;
- our ability to increase throughput volumes or sales at our refined products terminals and provide additional ancillary services at those terminals, such as ethanol blending and additives injection;
- our ability to identify and serve new customers in our marketing operations; and
- our ability to make connections to third-party facilities and pipelines.

**Contribution Margin and Gross Margin Per Barrel.** Because we do not allocate general and administrative expenses by segment, we measure the performance of our segments by the amount of contribution margin generated in operations. Contribution margin is calculated as net sales less cost of sales and operating expenses.

For our wholesale marketing and terminalling segment, we also measure gross margin per barrel. The gross margin per barrel reflects the gross margin (net sales less cost of sales) of the wholesale marketing operations divided by the number of barrels of refined products sold during the measurement period. Both contribution margin and gross margin per barrel can be affected by fluctuations in the prices of gasoline, distillate fuel, ethanol and Renewable Identification Numbers ("RINs"). Historically, the profitability of our wholesale marketing operations has been affected by commodity price volatility, specifically as it relates to changes in the price of refined products between the time we purchase such products from our suppliers and the time we sell the products to our wholesale customers, and the fluctuation in the value of RINs. Our wholesale marketing gross margin can also be impacted by fixed price ethanol agreements that we enter into to fix the price we pay for ethanol.

**Operating and Maintenance Expenses.** We seek to maximize the profitability of our operations by effectively managing operating and maintenance expenses. These expenses are comprised primarily of labor expenses, lease costs, utility costs, insurance premiums, repairs and maintenance expenses and property taxes. These expenses generally remain relatively stable across broad ranges of throughput volumes but can fluctuate from period to period

depending on the mix of activities performed during that period and the timing of these expenses. We will seek to manage our maintenance expenditures on our pipelines and terminals by scheduling maintenance over time to avoid significant variability in our maintenance expenditures and minimize their impact on our cash flow.

EBITDA and Distributable Cash Flow. We define EBITDA as net income (loss) before net interest expense, income tax expense, depreciation and amortization expense. We define distributable cash flow as EBITDA less net cash paid for interest, maintenance and regulatory capital expenditures and income taxes. Distributable cash flow will not reflect changes in working capital balances. Distributable cash flow and EBITDA are not presentations made in accordance with accounting principles generally accepted in the United States ("U.S. GAAP").

EBITDA and distributable cash flow are non-U.S. GAAP supplemental financial measures that management and external users of our condensed consolidated financial statements, such as industry analysts, investors, lenders and rating agencies, may use to assess:

- our operating performance as compared to other publicly traded partnerships in the midstream energy industry, without regard to historical cost basis or, in the case of EBITDA, financing methods;
- the ability of our assets to generate sufficient cash flow to make distributions to our unitholders;
- our ability to incur and service debt and fund capital expenditures; and
- the viability of acquisitions and other capital expenditure projects and the returns on investment of various investment opportunities.

We believe that the presentation of EBITDA and distributable cash flow provides useful information to investors in assessing our financial condition and results of operations. EBITDA and distributable cash flow should not be considered alternatives to net income, operating income, cash from operations or any other measure of financial performance or liquidity presented in accordance with U.S. GAAP. EBITDA and distributable cash flow have important limitations as analytical tools because they exclude some but not all items that affect net income and net cash provided by operating activities. Additionally, because EBITDA and distributable cash flow may be defined differently by other companies in our industry, our definition of EBITDA may not be comparable to similarly titled measures of other companies, thereby diminishing its utility. For a reconciliation of EBITDA to its most directly comparable financial measures calculated and presented in accordance with U.S. GAAP, please refer to "Results of Operations—Statement of Operations Data" below.

#### Factors Affecting the Comparability of Our Financial Results

Our future results of operations may not be comparable to our historical results of operations for the reasons described below:

**Revenues.** There are differences between the way the Predecessors recorded revenues and the way the Partnership records revenues after the acquisitions of the Predecessors' assets. Because our assets, including the El Dorado Terminal and Tank Assets and the Logistics Assets, were historically a part of the integrated operations of Delek, the Predecessors generally recognized the costs and most revenue associated with the gathering, pipeline, transportation, terminalling and storage services provided to Delek on an intercompany basis or charged low throughput fees for transportation. Accordingly, the revenues in the Predecessors' condensed consolidated financial statements are different than those reflected in the Partnership's condensed consolidated financial statements as the Predecessors' amounts relate primarily to amounts received from third parties while the Partnership's revenues will reflect amounts associated with our commercial agreements with Delek in addition to amounts received from third parties.

The Partnership's revenues are generated from the commercial agreements that we entered into with Delek and from agreements and arrangements with third parties, pursuant to which we receive fees for gathering, transporting and storing crude oil and marketing, transporting, storing and terminalling intermediate and refined products. Certain of these contracts contain minimum volume commitments and fees that are indexed for inflation. In addition, the tariff rates for our assets that are subject to inflation indexing may increase or decrease annually on July 1 of each year provided that in no event will the fees be adjusted below the amount initially set forth in the applicable agreement. We expect to also generate revenue from ancillary services, such as ethanol blending and additive injection, and from transportation and terminalling fees on our pipeline systems and terminals for volumes in excess of the minimum volume committed under our agreements with Delek.

**General and Administrative Expenses.** The Predecessors' general and administrative expenses included direct monthly charges for the management and operation of our logistics assets and certain expenses allocated by Delek for general corporate services, such as treasury, accounting and legal services. These expenses were charged or allocated to the Predecessors based on the nature of the expenses and our proportionate share of employee time and headcount.

Delek continues to charge the Partnership for the management and operation of our logistics assets, including an annual fee of \$3.35 million for the provision of various centralized corporate services. Additionally, the Partnership will reimburse Delek for direct or allocated costs and expenses incurred by Delek or our general partner on behalf of the Partnership.

Financing. The Partnership has declared its intent to make a cash distribution to its unitholders at a distribution rate of \$0.57 per unit for the quarter ended September 30, 2015 (\$2.28 per unit on an annualized basis). The Partnership is required to quarterly distribute all of its available cash in accordance with the terms and provisions of our partnership agreement. As a result, the Partnership expects to fund future capital expenditures primarily from operating cash flows, borrowings under our second amended and restated senior secured revolving credit agreement (the "Second Amended and Restated Credit Agreement"), and any future issuances of equity and debt securities.

## Market Trends

Our results of operations are impacted by our ability to utilize our existing assets to fulfill the long-term fee-based agreements we have entered into with Delek and with third parties. Overall demand for gathering and terminalling services in a particular area is generally driven by crude oil production in the area, refining economics and access to alternate delivery and transportation infrastructure. Additionally, we are exposed to volatility in crude oil and refined products prices in our west Texas operations. A sharp decline in the price of crude oil may potentially lower the crude oil production level in the west Texas area, resulting in lower demand for finished products from our west Texas operations to industries that support crude oil exploration and production. The price of WTI crude oil ranged from a high of \$61.43 per barrel to a low of \$38.24 per barrel during the first nine months of 2015 and averaged \$51.10 and \$99.65 per barrel in the first nine months of 2015 and 2014, respectively.

Also, an increase in the purchase price of our refined products may reduce our margin in the west Texas operations if our selling price for finished products does not adjust accordingly. The price of gasoline ranged from a high of \$2.12 per gallon to a low of \$1.14 per gallon during the first nine months of 2015, compared to a high of \$2.99 per gallon to a low of \$2.48 per gallon during the first nine months of 2014. The price of diesel ranged from a high of \$1.98 per gallon to a low of \$1.32 per gallon during the first nine months of 2015, compared to a high of \$3.05 per gallon to a low of \$2.62 per gallon during the first nine months of 2014.

Our west Texas operations also benefit from RINs that are generated by ethanol blending activities. As a result, decreases in the price of RINs can adversely affect our results of operations. The cost of ethanol RINs has fluctuated from an average of \$0.47 in the first nine months of 2014 to an average of \$0.57 in the first nine months of 2015. During the first nine months of 2015, the cost of ethanol RINs ranged from \$0.29 to \$0.89. During the month of October 2015, the price of RINs averaged \$0.35.

Any of these factors is subject to change over time. As part of our overall business strategy, management considers aspects such as location, acquisition and expansion opportunities and factors impacting the utilization of the refineries (and therefore throughput volumes), which may impact our performance in the market.

## Seasonality and Customer Maintenance Programs

The volume and throughput of crude oil and refined products transported through our pipelines and sold through our terminals and to third parties is directly affected by the level of supply and demand for all of such products in the markets served directly or indirectly by our assets. Supply and demand for such products fluctuates during the calendar year. Demand for gasoline, for example, is generally higher during the summer months than during the winter months due to seasonal increases in motor vehicle traffic. Demand for asphalt products, which are a substantial portion of the El Dorado Refinery's product mix, is also lower in the winter months. In addition, our refining customers, such as Delek, occasionally reduce or suspend operations to perform planned maintenance during the winter, when demand for their products is lower. Accordingly, these factors can affect the need for crude oil or finished products by our customers and therefore limit our volumes or throughput during these periods, and our operating results will generally be lower during the first and fourth quarters of the year. We believe, however, that many of the potential effects of seasonality on our revenues and contribution margin will be substantially mitigated due to our commercial agreements with Delek that include minimum volume and throughput commitments.

## Contractual Obligations

There have been no material changes to our contractual obligations and commercial commitments during the nine months ended September 30, 2015 from those disclosed in our Annual Report on Form 10-K.

### Critical Accounting Policies

The preparation of our condensed consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. The Securities and Exchange Commission (the "SEC") has defined critical accounting policies as those that are both most important to the portrayal of our financial condition and results of operations and require our most difficult, complex or subjective judgments or estimates. Based on this definition and as further described in our Annual Report on Form 10-K, we believe our critical accounting policies include the following: (i) evaluating impairment for property, plant and equipment and definite life intangibles, (ii) valuing goodwill and potential impairment, and (iii) estimating environmental expenditures. For all financial statement periods presented, there have been no material modifications to the application of these critical accounting policies or estimates since our Annual Report on Form 10-K.

## Results of Operations

A discussion and analysis of the factors contributing to our results of operations is presented below. The accompanying condensed consolidated financial statements and related notes of the Partnership have been retrospectively adjusted to include the historical results of the El Dorado Terminal and Tank Assets for all periods presented through February 10, 2014 and the historical results of the Logistics Assets for all periods presented through March 31, 2015. The financial statements, together with the following information, are intended to provide investors with a reasonable basis for assessing our historical operations, but should not serve as the only criteria for predicting our future performance.

The following table and discussion present a summary of our consolidated results of operations for the three and nine months ended September 30, 2015 and 2014, including a reconciliation of EBITDA to net income and net cash provided by (used in) operating activities and distributable cash flow to net income (in thousands, except unit and per unit amounts). Our financial results may not be comparable as our Predecessors recorded revenues, general and administrative expenses and financed operations differently than the Partnership. See "Factors Affecting the Comparability of Our Financial Results" in this Quarterly Report on Form 10-Q for additional information.



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	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014 <sup>(1)</sup>	2015 <sup>(1)</sup>	2014 <sup>(1)</sup>
Statement of Operations Data:				
(In thousands, except per unit amounts)				
Net sales:				
Pipelines and transportation	\$33,939	\$23,767	\$98,675	\$65,957
Wholesale marketing and terminalling	131,153	204,269	382,063	601,949
Total	165,092	228,036	480,738	667,906
Operating costs and expenses:				
Cost of goods sold	124,385	194,133	365,286	562,916
Operating expenses	11,616	10,361	33,191	29,576
General and administrative expenses	2,703	2,453	9,094	7,358
Depreciation and amortization	4,541	3,847	13,785	10,947
(Gain) loss on asset disposals	—	—	(18	) 74
Total operating costs and expenses	143,245	210,794	421,338	610,871
Operating income	21,847	17,242	59,400	57,035
Interest expense, net	2,843	2,226	7,616	6,551
Loss on equity method investments	293	—	442	—
Total non-operating costs and expenses	3,136	2,226	8,058	6,551
Net income before income tax expense	18,711	15,016	51,342	50,484
Income tax expense	109	177	426	605
Net income	18,602	14,839	50,916	49,879
Less: Loss attributable to Predecessors	—	(246	) (637	) (1,632
Net income attributable to partners	\$18,602	\$15,085	\$51,553	\$51,511
Comprehensive income attributable to partners	\$18,602	\$15,085	\$51,553	\$51,511
Less: General partner's interest in net income (2%), including incentive distribution rights				
Limited partners' interest in net income	1,383	598	3,379	1,511
	\$17,219	\$14,487	\$48,174	\$50,000
Net income per limited partner unit:				
Common units - (basic)	\$0.71	\$0.60	\$1.99	\$2.07
Common units - (diluted)	\$0.70	\$0.59	\$1.97	\$2.05
Subordinated units - Delek (basic and diluted)	\$0.71	\$0.60	\$1.99	\$2.07
Weighted average limited partner units outstanding:				
Common units - (basic)	12,250,847	12,183,847	12,230,560	12,165,474
Common units - (diluted)	12,369,777	12,327,321	12,362,340	12,299,963
Subordinated units - Delek (basic and diluted)	11,999,258	11,999,258	11,999,258	11,999,258
Distributable Cash Flow <sup>(2)</sup>	\$22,016	\$17,506	59,487	\$56,981

<sup>(1)</sup> The information presented includes the results of operations of the Logistics Assets Predecessor. Prior to the El Dorado Offloading Racks Acquisition and the Tyler Crude Tank Acquisition, the Logistics Assets Predecessor did not record revenues for intercompany throughput and storage services.

<sup>(2)</sup> For a definition of distributable cash flow, please see "How We Evaluate Our Operations—EBITDA and Distributable Cash Flow" above.



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	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014 <sup>(1)</sup>	2015 <sup>(1)</sup>	2014 <sup>(1)</sup>
	(In thousands)			
Reconciliation of EBITDA to net income:				
Net income	\$ 18,602	\$ 14,839	\$ 50,916	\$ 49,879
Add:				
Income tax expense	109	177	426	605
Depreciation and amortization	4,541	3,847	13,785	10,947
Interest expense, net	2,843	2,226	7,616	6,551
EBITDA <sup>(2)</sup>	\$ 26,095	\$ 21,089	\$ 72,743	\$ 67,982
Reconciliation of EBITDA to net cash from operating activities:				
Net cash provided by operating activities	\$ 20,202	\$ 19,981	\$ 66,762	\$ 64,429
Amortization of unfavorable contract liability to revenue	—	668	—	2,002
Amortization of deferred financing costs	(365	) (317	) (1,095	) (951
Accretion of asset retirement obligations	(63	) (58	) (187	) (267
Deferred taxes	43	(29	) (23	) (81
Loss on equity method investments	(293	) —	(442	) —
Gain (loss) on asset disposals	—	—	18	(74
Unit-based compensation expense	(104	) (75	) (298	) (196
Changes in assets and liabilities	3,723	(1,484	) (34	) (4,036
Income tax expense	109	177	426	605
Interest expense, net	2,843	2,226	7,616	6,551
EBITDA <sup>(2)</sup>	\$ 26,095	\$ 21,089	\$ 72,743	\$ 67,982
Reconciliation of distributable cash flow to EBITDA:				
EBITDA <sup>(2)</sup>	\$ 26,095	\$ 21,089	\$ 72,743	\$ 67,982
Less: Cash interest, net <sup>(3)</sup>	2,478	1,909	6,521	5,600
Less: Maintenance and regulatory capital expenditures <sup>(4)</sup>	3,531	477	10,775	2,074
Less: Capital improvement expenditures <sup>(5)</sup>	—	350	—	686
Add: Reimbursement from Delek for capital expenditures <sup>(5)</sup>	2,323	—	4,926	—
Less: Loss on equity method investments	293	—	442	—
Less: Income tax expense	109	177	426	605
Add: Non-cash unit based compensation expense	104	75	298	196
Less: Amortization of deferred revenue	95	77	316	230
Less: Amortization of unfavorable contract liability	—	668	—	2,002
Distributable cash flow <sup>(2)</sup>	\$ 22,016	\$ 17,506	\$ 59,487	\$ 56,981

<sup>(1)</sup> The information presented includes the results of operations of the Logistics Assets Predecessor. Prior to the El Dorado Offloading Racks Acquisition and the Tyler Crude Tank Acquisition, the Logistics Assets Predecessor did not record revenues for intercompany throughput and storage services.

<sup>(2)</sup> For a definition of EBITDA and distributable cash flow, please see "How We Evaluate Our Operations—EBITDA and Distributable Cash Flow" above.

<sup>(3)</sup> Cash interest, net excludes the amortization of debt issuance costs.

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(4) Maintenance and regulatory capital expenditures represent cash expenditures (including expenditures for the addition or improvement to, or the replacement of, our capital assets, and for the acquisition of existing, or the construction or development of new, capital assets) made to maintain our long-term operating income or operating capacity. Examples of maintenance and regulatory capital expenditures are expenditures for the repair, refurbishment and replacement of pipelines and terminals, to maintain equipment reliability, integrity and safety and to address environmental laws and regulations.

(5) For the three-month period ended September 30, 2015, Delek reimbursed us for certain capital expenditures pursuant to the terms of the Third Restated Omnibus Agreement.

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The following tables include reconciliations of EBITDA and distributable cash flow to net income and EBITDA to net cash from operating activities for the nine months ended September 30, 2015 and the three and nine months ended September 30, 2014, disaggregated to present the results of operations of the Partnership, the El Dorado Terminal and Tank Assets and the Logistics Assets (in thousands):

	Delek Logistics Partners, LP	Logistics Assets (Logistics Assets Predecessor)	Nine Months Ended September 30, 2015
Reconciliation of EBITDA to net (loss) income:			
Net income (loss)	\$51,553	\$(637)	) 50,916
Add:			
Income tax expense	426	—	426
Depreciation and amortization	13,315	470	13,785
Interest expense, net	7,616	—	7,616
EBITDA <sup>(1)</sup>	\$72,910	\$(167)	) \$72,743
Reconciliation of EBITDA to net cash from operating activities:			
Net cash provided by (used in) operating activities	66,929	\$(167)	) \$66,762
Amortization of deferred financing costs	(1,095)	) —	(1,095)
Accretion of asset retirement obligations	(187)	) —	(187)
Deferred taxes	(23)	) —	(23)
Loss on equity method investments	(442)	) —	(442)
Gain on asset disposals	18	—	18
Unit-based compensation expense	(298)	) —	(298)
Changes in assets and liabilities	(34)	) —	(34)
Income tax expense	426	—	426
Interest expense, net	7,616	—	7,616
EBITDA <sup>(1)</sup>	\$72,910	\$(167)	) \$72,743
Reconciliation of distributable cash flow to EBITDA:			
EBITDA <sup>(1)</sup>	\$72,910	\$(167)	) \$72,743
Less: Cash interest, net <sup>(2)</sup>	6,521	—	6,521
Less: Maintenance and regulatory capital expenditures <sup>(3)</sup>	10,775	—	10,775
Add: Reimbursement from Delek for capital expenditures <sup>(4)</sup>	4,926	—	4,926
Less: Loss on equity method investments	442	—	442
Less: Income tax expense	426	—	426
Add: Non-cash unit based compensation expense	298	—	298
Less: Amortization of deferred revenue	316	—	316
Distributable cash flow <sup>(1)</sup>	\$59,654	\$(167)	) \$59,487

<sup>(1)</sup> For a definition of EBITDA and distributable cash flow, please see "How We Evaluate Our Operations—EBITDA and Distributable Cash Flow" above.

<sup>(2)</sup> Cash interest, net excludes the amortization of debt issuance costs.

(3) Maintenance and regulatory capital expenditures represent cash expenditures (including expenditures for the addition or improvement to, or the replacement of, our capital assets, and for the acquisition of existing, or the construction or development

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of new, capital assets) made to maintain our long-term operating income or operating capacity. Examples of maintenance and regulatory capital expenditures are expenditures for the repair, refurbishment and replacement of pipelines and terminals, to maintain equipment reliability, integrity and safety and to address environmental laws and regulations.

<sup>(4)</sup> For the nine-month period ended September 30, 2015, Delek reimbursed us for certain capital expenditures pursuant to the terms of the Third Restated Omnibus Agreement.

	Delek Logistics Partners, LP	Logistics Assets (Logistics Assets Predecessor)	Three Months Ended September 30, 2014
Reconciliation of EBITDA to net (loss) income:			
Net income (loss)	\$ 15,085	\$(246 )	\$ 14,839
Add:			
Income tax expense	177	—	177
Depreciation and amortization	3,749	98	3,847
Interest expense, net	2,226	—	2,226
EBITDA <sup>(1)</sup>	\$ 21,237	\$(148 )	\$ 21,089
Reconciliation of EBITDA to net cash from operating activities:			
Net cash provided by (used in) operating activities	\$ 20,129	\$(148 )	\$ 19,981
Amortization of unfavorable contract liability to revenue	668	—	668
Amortization of deferred financing costs	(317 )	—	(317 )
Accretion of asset retirement obligations	(58 )	—	(58 )
Deferred taxes	(29 )	—	(29 )
Unit-based compensation expense	(75 )	—	(75 )
Changes in assets and liabilities	(1,484 )	—	(1,484 )
Income tax expense	177	—	177
Interest expense, net	2,226	—	2,226
EBITDA <sup>(1)</sup>	\$ 21,237	\$(148 )	\$ 21,089
Reconciliation of distributable cash flow to EBITDA:			
EBITDA <sup>(1)</sup>	\$ 21,237	\$(148 )	\$ 21,089
Less: Cash interest, net <sup>(2)</sup>	1,909	—	1,909
Less: Maintenance and regulatory capital expenditures <sup>(3)</sup>	477	—	477
Less: Capital improvement expenditures	350	—	350
Less: Income tax expense	177	—	177
Add: Non-cash unit based compensation expense	75	—	75
Less: Amortization of deferred revenue	77	—	77
Less: Amortization of unfavorable contract liability	668	—	668
Distributable cash flow <sup>(1)</sup>	\$ 17,654	\$(148 )	\$ 17,506



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	Delek Logistics Partners, LP	Logistics Assets (Logistics Assets Predecessor)	El Dorado Terminal and Tank Assets (El Dorado Predecessor)	Nine Months Ended September 30, 2014
Reconciliation of EBITDA to net (loss) income:				
Net income (loss)	\$51,511	\$(689	) \$(943	) \$49,879
Add:				
Income tax expense	605	—	—	605
Depreciation and amortization	10,644	189	114	10,947
Interest expense, net	6,551	—	—	6,551
EBITDA <sup>(1)</sup>	\$69,311	\$(500	) \$(829	) \$67,982
Reconciliation of EBITDA to net cash from operating activities:				
Net cash provided by (used in) operating activities	\$65,758	\$(500	) \$(829	) \$64,429
Amortization of unfavorable contract liability to revenue	2,002	—	—	2,002
Amortization of deferred financing costs	(951	) —	—	(951
Accretion of asset retirement obligations	(273	) —	6	(267
Deferred taxes	(81	) —	—	(81
Loss on asset disposals	(74	) —	—	(74
Unit-based compensation expense	(196	) —	—	(196
Changes in assets and liabilities	(4,030	) —	(6	) (4,036
Income tax expense	605	—	—	605
Interest expense, net	6,551	—	—	6,551
EBITDA <sup>(1)</sup>	\$69,311	\$(500	) \$(829	) \$67,982
Reconciliation of distributable cash flow to EBITDA:				
EBITDA <sup>(1)</sup>	\$69,311	\$(500	) \$(829	) \$67,982
Less: Cash interest, net <sup>(2)</sup>	5,600	—	—	5,600
Less: Maintenance and regulatory capital expenditures <sup>(3)</sup>	1,990	—	84	2,074
Less: Capital improvement expenditures	593	—	93	686
Less: Income tax expense	605	—	—	605
Add: Non-cash unit based compensation expense	196	—	—	196
Less: Amortization of deferred revenue	230	—	—	230
Less: Amortization of unfavorable contract liability	2,002	—	—	2,002
Distributable cash flow <sup>(1)</sup>	\$58,487	\$(500	) \$(1,006	) \$56,981

<sup>(1)</sup> For a definition of EBITDA and distributable cash flow, please see "How We Evaluate Our Operations—EBITDA and Distributable Cash Flow" above.

<sup>(2)</sup> Cash interest, net excludes the amortization of debt issuance costs.

(3) Maintenance and regulatory capital expenditures represent cash expenditures (including expenditures for the addition or improvement to, or the replacement of, our capital assets, and for the acquisition of existing, or the construction or development of new, capital assets) made to maintain our long-term operating income or operating capacity. Examples of maintenance and

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regulatory capital expenditures are expenditures for the repair, refurbishment and replacement of pipelines and terminals, to maintain equipment reliability, integrity and safety and to address environmental laws and regulations.

Segment Data:

The following is a summary of business segment capital expenditures for the periods indicated (in thousands):

	Three Months Ended		Nine Months Ended	
	September 30, 2015	2014	September 30, 2015 <sup>(1)</sup>	2014 <sup>(1)</sup>
Capital spending (excluding business combinations)				
Pipelines and Transportation	\$2,872	\$		