

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Units	(1)	05/15/2012		A ⁽²⁾		12,500 (2)		05/15/2015 ⁽²⁾	(3)	Common Units	12,500	\$ 0	37,500	D	

Explanation of Responses:

- Each phantom unit gives the holder the right to receive a common unit equal to the number of phantom units.
- The phantom units were granted pursuant to an Employment Agreement dated June 18, 2010 and subject to a Phantom Unit Award Agreement. Each phantom unit is the equivalent in value to a common unit but is subject to a three year vesting period from the effective date of the employment agreement which is May 15, 2010. The vesting is not pro-rata, but a one-time event which shall occur on the three year anniversary or May 15, 2015 so long as the Executive remains continuously employed with the Company during such time. The phantom units are accompanied by dividend equivalent rights ("DER"), which entitle the executives to receive the value of any dividends made by the Company on its units generally with respect to the number of phantom shares that executive received pursuant to this grant. However, the executive may elect to defer the DER until settlement of the phantom in which case the DER will be multiplied by 1.25. In the event the executive is terminated for "Cause" (as such term is defined in the Amended Agreement), all phantom units, whether vested or unvested, will be forfeited. The phantom units, once vested, shall be settled upon the earlier to occur of (a) the occurrence of a "Change of Control," (as defined in the LTIP), or (b) the executive's separation from service (as defined in section 409A of the Code).
- The phantom units, once vested, shall be settled upon the earlier to occur of (a) the occurrence of a "Change of Control," (as defined in the LTIP), or (b) the executive's separation from service (as defined in section 409A of the Code).

/s/ Britt Pence 01/24/2013

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.