UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-Q/A

(Amendment No. 1)

(Mark One)

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

For the quarterly period ended March 31, 2013

OR

o	**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 001-32593

Global Partners LP

(Exact name of registrant as specified in its charter)

Delaware	**74-3140887**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

P.O. Box 9161

800 South Street

Waltham, Massachusetts 02454-9161

(Address of principal executive offices, including zip code)

(781) 894-8800

(Registrant s telephone number, including area code)

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 ý No o

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 ý No o

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

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

The issuer had 27,430,563 common units outstanding as of May 6, 2013.

Table of Contents

TABLE OF CONTENTS

Table of Contents

EXPLANATORY NOTE

To reflect the corrections described below, Global Partners LP (the Partnership) is amending its Quarterly Report on Form 10-Q and restating its unaudited consolidated financial statements for each of the quarters ended March 31, 2013, June 30, 2013 and September 30, 2013 (the Restated 2013 Quarters) and related disclosures. This Amendment No. 1 on Form 10-Q/A amends the Quarterly Report on Form 10-Q of the Partnership for the fiscal quarter ended March 31, 2013, as filed with the Securities and Exchange Commission on May 9, 2013, and restates its unaudited consolidated financial statements as of and for the three months ended March 31, 2013 and the notes thereto and related disclosure. As a result, the unaudited consolidated financial statements included in the originally filed Form 10-Q for the quarter ended March 31, 2013 should not be relied upon.

The Partnership is restating its unaudited consolidated financial statements primarily to reflect a correction in its accounting for Renewable Identification Numbers (RINs). A RIN is a serial number assigned to a batch of biofuel for the purpose of tracking its production, use, and trading as required by the Environmental Protection Agency s (EPA) Renewable Fuel Standard that originated with the Energy Policy Act of 2005. To evidence that the required volume of renewable fuel is blended with gasoline, obligated parties must retire sufficient RINs to cover their Renewable Volume Obligation (RVO). The Partnership s EPA obligations relative to renewable fuel reporting are largely limited to the foreign gasoline that the Partnership may choose to import. As a wholesaler of transportation fuels through its terminals, the Partnership separates RINs from renewable fuel through blending with gasoline and can use those separated RINs to settle its RVO. While the annual compliance period for a RVO is a calendar year, the settlement of the RVO can occur, upon certain deferral elections, more than one year after the close of the compliance period.

In connection with the year ended December 31, 2013 financial statement close process, certain misstatements were identified related to the Partnership s accounting for the RVO, RIN inventory and the mark to market loss related to RIN forward commitments. The Partnership has corrected its accounting for RINs, which included the recognition of a mark-to-market liability associated with the RVO deficiency at year end. The Partnership is restating its consolidated balance sheet at March 31, 2013 and the results of operations for the three months ended March 31, 2013 to reflect in the proper period the impact of these accounting corrections.

Additionally, the Partnership determined that at March 31, 2013, certain accrued liabilities related to the procurement of petroleum products were no longer warranted. The Partnership is restating its consolidated balance sheet at March 31, 2013 and results of operations for the three months then ended to reflect the correction of the timing of the relief of these accrued liabilities at that date.

The Partnership has also corrected other items that individually and in the aggregate are immaterial to the Partnership s operating results. The more significant of these items include a correction to the Partnership s business combination accounting related to a 2013 acquisition and an income statement classification error related to the Partnership s presentation of amortization of deferred financing fees.

The unaudited consolidated financial statements and the notes thereto included herein have been restated to reflect these corrections, and disclosures of these corrections have been made to the discussion under Part I, Item 2., Management s Discussion and Analysis of Financial Condition and Results of Operations.

The Partnership is refiling the Form 10-Q in its entirety in this Amendment No. 1,except as stated above and for the disclosure included in Part I, Item 4., Controls and Procedures. The Partnership has included new certifications of its officers pursuant to Sections 302 and 906 of the Sarbanes Oxley Act with this Form 10-Q/A.

Table of Contents

Item 1. Financial Statements

GLOBAL PARTNERS LP

CONSOLIDATED BALANCE SHEETS

(In thousands, except unit data)

(Unaudited)

	March 31, 2013 (Restated)	December 31, 2012
Assets		
Current assets:		
Cash and cash equivalents	$ 12,938	$ 5,977
Accounts receivable, net	842,401	696,762
Accounts receivable affiliates	1,355	1,307
Inventories	428,749	634,667
Brokerage margin deposits	28,429	54,726
Fair value of forward fixed price contracts	18,339	48,062
Prepaid expenses and other current assets	51,269	65,432
Total current assets	1,383,480	1,506,933
Property and equipment, net	784,724	712,322
Intangible assets, net	83,210	60,822
Goodwill	159,581	32,326
Other assets	18,951	17,349
Total assets	$ 2,429,946	$ 2,329,752
Liabilities and partners equity		
Current liabilities:		
Accounts payable	$ 947,555	$ 759,698
Working capital revolving credit facility current portion		83,746
Term loan	115,000	
Environmental liabilities current portion	4,337	4,341
Trustee taxes payable	78,995	91,494
Accrued expenses and other current liabilities	87,748	71,442
Obligations on forward fixed price contracts	4,080	34,474
Total current liabilities	1,237,715	1,045,195
Working capital revolving credit facility less current portion	201,500	340,754
Revolving credit facility	399,700	422,000
Senior notes	67,953	
Environmental liabilities less current portion	38,895	39,831
Other long-term liabilities	43,973	45,511
Total liabilities	1,989,736	1,893,291
Partners equity		
Global Partners LP equity:		
Common unitholders (27,430,563 units issued and 27,393,786 outstanding at March 31, 2013 and 27,430,563 units issued and 27,310,648 outstanding at December 31, 2012)	418,507	456,538
General partner interest (0.83% interest with 230,303 equivalent units outstanding at March 31, 2013 and December 31, 2012)	(617)	(407)

Accumulated other comprehensive loss		(17,431)		(19,670)
Total Global Partners LP equity		400,459		436,461
Noncontrolling interest		39,751		
Total partners equity		440,210		436,461
Total liabilities and partners equity	$	2,429,946	$	2,329,752

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

Table of Contents

GLOBAL PARTNERS LP

CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per unit data)

(Unaudited)

	Three Months Ended March 31, 2013 (Restated)	Three Months Ended March 31, 2012
Sales	$ 5,589,190	$ 3,975,481
Cost of sales	5,530,118	3,920,162
Gross profit	59,072	55,319
Costs and operating expenses:		
Selling, general and administrative expenses	25,663	21,153
Operating expenses	43,340	23,358
Amortization expense	3,774	1,574
Total costs and operating expenses	72,777	46,085
Operating (loss) income	(13,705)	9,234
Interest expense	(10,486)	(10,634)
Loss before income tax benefit	(24,191)	(1,400)
Income tax benefit	1,875	
Net loss	(22,316)	(1,400)
Net loss attributable to noncontrolling interest	249	
Net loss attributable to Global Partners LP	(22,067)	(1,400)
Less: General partner s interest in net loss, including incentive distribution rights	(500)	(108)
Limited partners interest in net loss	$ (22,567)	$ (1,508)
Basic net loss per limited partner unit	$ (0.83)	$ (0.06)
Diluted net loss per limited partner unit	$ (0.83)	$ (0.06)
Basic weighted average limited partner units outstanding	27,323	23,555
Diluted weighted average limited partner units outstanding	27,420	23,727

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

3

Table of Contents

GLOBAL PARTNERS LP

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(In thousands)

(Unaudited)

	Three Months Ended March 31, 2013 (Restated)	Three Months Ended March 31, 2012
Net loss	$ (22,316)	$ (1,400)
Other comprehensive income:		
Change in fair value of cash flow hedges	1,473	731
Change in pension liability	766	298
Total other comprehensive income	2,239	1,029
Comprehensive loss	(20,077)	(371)
Comprehensive loss attributable to noncontrolling interest	249	
Comprehensive loss attributable to Global Partners LP	$ (19,828)	$ (371)

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

Table of Contents

GLOBAL PARTNERS LP

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Three Months Ended March 31, 2013 (Restated)	Three Months Ended March 31, 2012
Cash flows from operating activities		
Net loss	$ (22,316)	$ (1,400)
Adjustments to reconcile net loss to net provided by (cash used) in operating activities:		
Depreciation and amortization	16,089	9,216
Amortization of deferred financing fees	1,571	1,314
Amortization of senior notes discount	53	
Bad debt expense	1,953	90
Stock-based compensation expense	104	(72)
Changes in operating assets and liabilities, exclusive of business combinations:		
Accounts receivable	(145,293)	97,863
Accounts receivable affiliate	(48)	969
Inventories	206,435	3,705
Broker margin deposits	26,297	6,960
Prepaid expenses, all other current assets and other assets	11,154	(1,447)
Accounts payable	185,103	(149,113)
Trustee taxes payable	(12,499)	7,115
Change in fair value of forward fixed price contracts	(671)	(9,965)
Accrued expenses, all other current liabilities and other long-term liabilities	14,846	(6,998)
Net cash provided by (used in) operating activities	282,778	(41,763)
Cash flows from investing activities		
Acquisitions	(185,281)	(184,505)
Capital expenditures	(12,258)	(5,184)
Proceeds from sale of property and equipment	400	
Net cash used in investing activities	(197,139)	(189,689)
Cash flows from financing activities		
(Payments on) borrowings from working capital revolving credit facility	(223,000)	53,700
(Payments on) borrowings from revolving credit facility	(22,300)	192,000
Borrowings from term loan	115,000	
Proceeds from senior notes, net of discount	67,900	
Repurchased units withheld for tax obligations		(96)
Distributions to partners	(16,278)	(11,018)
Net cash (used in) provided by financing activities	(78,678)	234,586
Increase in cash and cash equivalents	6,961	3,134
Cash and cash equivalents at beginning of period	5,977	4,328
Cash and cash equivalents at end of period	$ 12,938	$ 7,462
Supplemental information		
Cash paid during the period for interest	$ 8,176	$ 9,242

Non-cash investing activities (see Note 18)

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

Table of Contents

GLOBAL PARTNERS LP

CONSOLIDATED STATEMENTS OF PARTNERS EQUITY

(In thousands)

(Restated) (Unaudited)

	Common Unitholders	General Partner Interest	Accumulated Other Comprehensive Loss	Noncontrolling Interest	Total Partners Equity
Balance at December 31, 2012	$ 456,538	$ (407)	$ (19,670)	$	$ 436,461
Net (loss) income	(22,567)	500		(249)	(22,316)
Acquisition of noncontrolling interest				40,000	40,000
Other comprehensive income			2,239		2,239
Stock-based compensation	104				104
Distributions to partners	(15,636)	(710)			(16,346)
Phantom unit dividends	68				68
Balance at March 31, 2013	$ 418,507	$ (617)	$ (17,431)	$ 39,751	$ 440,210

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

Table of Contents

GLOBAL PARTNERS LP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 1. Organization and Basis of Presentation

Organization

Global Partners LP (the Partnership) is a publicly traded Delaware master limited partnership formed in March 2005. As of March 31, 2013, the Partnership had the following wholly owned subsidiaries: Global Companies LLC, Glen Hes Corp., Global Montello Group Corp. (GMG), Chelsea Sandwich LLC, Global Energy Marketing LLC, Alliance Energy LLC, Bursaw Oil LLC, GLP Finance Corp., Global Energy Marketing II LLC, Global CNG LLC and Cascade Kelly Holdings LLC. Global GP LLC, the Partnership s general partner (the General Partner) manages the Partnership s operations and activities and employs its officers and substantially all of its personnel, except for its gasoline station and convenience store employees and certain union personnel who are employed by GMG.

The Partnership is a midstream logistics and marketing company that engages in the purchasing, selling and logistics of transporting domestic and Canadian crude oil and other products via rail, establishing a virtual pipeline from the mid-continent region of the United States and Canada to refiners and other customers on the East and West Coasts. The Partnership owns and controls terminals in North Dakota and Oregon that extend its origin-to-destination capabilities. The Partnership also owns, controls or has access to one of the largest terminal networks of refined petroleum products and renewable fuels in Massachusetts, Maine, Connecticut, Vermont, New Hampshire, Rhode Island, New York, New Jersey and Pennsylvania (collectively, the Northeast). The Partnership is one of the largest distributors of gasoline (including gasoline blendstocks such as ethanol and naphtha), distillates (such as home heating oil, diesel and kerosene), residual oil and renewable fuels to wholesalers, retailers and commercial customers in the New England states and New York. The Partnership is a major multi-brand gasoline distributor and has a portfolio of approximately 1,000 owned, leased and/or supplied gasoline stations primarily in the Northeast. The Partnership is also a distributor of natural gas. In addition, the Partnership provides ancillary services to companies and receives revenue from these ancillary services and from retail sales of gasoline, convenience store sales and gasoline station rental income.

On March 1, 2012, the Partnership acquired from AE Holdings Corp. (AE Holdings) 100% of the outstanding membership interests in Alliance Energy LLC (Alliance) (see Note 3). Prior to the closing of the acquisition, Alliance was wholly owned by AE Holdings, which is approximately 95% owned by members of the Slifka family. No member of the Slifka family owned a controlling interest in AE Holdings, nor currently owns a controlling interest in the General Partner. Three independent directors of the General Partner s board of directors serve on a conflicts committee. The conflicts committee unanimously approved the Alliance acquisition and received advice from its independent counsel and independent financial adviser.

On February 1, 2013, the Partnership acquired a 60% membership interest in Basin Transload LLC (Basin Transload), and on February 15, 2013, the Partnership acquired 100% of the membership interests in Cascade Kelly Holdings LLC (Cascade Kelly). See Note 3.

The General Partner, which holds a 0.83% general partner interest in the Partnership, is owned by affiliates of the Slifka family. As of March 31, 2013, affiliates of the General Partner, including its directors and executive officers, owned 11,546,993 common units, representing a 42.1% limited partner interest.

Basis of Presentation

The financial results of Basin Transload for the two months ended March 31, 2013 and of Cascade Kelly for the one and one-half months ended March 31, 2013 are included in the accompanying statements of operations for the three months ended March 31, 2013. The Partnership consolidated the March 31, 2013 balance sheet of Basin Transload because the Partnership controls the entity. The accompanying consolidated financial statements as of March 31, 2013 and December 31, 2012 and for the three months ended March 31, 2013 and 2012 reflect the accounts of the Partnership. All intercompany balances and transactions have been eliminated.

Table of Contents

GLOBAL PARTNERS LP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 1. Organization and Basis of Presentation (continued)

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (GAAP) and reflect all adjustments (consisting of normal recurring adjustments) which are, in the opinion of management, necessary for a fair presentation of the financial condition and operating results for the interim periods. The interim financial information, which has been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (SEC), should be read in conjunction with the consolidated financial statements for the year ended December 31, 2012 and notes thereto contained in the Partnership s Annual Report on Form 10-K. The significant accounting policies described in Note 2, Summary of Significant Accounting Policies, of such Annual Report on Form 10-K are the same used in preparing the accompanying consolidated financial statements.

The results of operations for the three months ended March 31, 2013 are not necessarily indicative of the results of operations that will be realized for the entire year ending December 31, 2013. The consolidated balance sheet at December 31, 2012 has been derived from the audited consolidated financial statements included in the Partnership s Annual Report on Form 10-K for the year ended December 31, 2012.

Due to the nature of the Partnership s business and its customers reliance, in part, on consumer travel and spending patterns, the Partnership may experience more demand for gasoline and gasoline blendstocks during the late spring and summer months than during the fall and winter. Travel and recreational activities are typically higher in these months in the geographic areas in which the Partnership operates, increasing the demand for gasoline and gasoline blendstocks that the Partnership distributes. Therefore, the Partnership s volumes in gasoline and gasoline blendstocks are typically higher in the second and third quarters of the calendar year. As demand for some of the Partnership s refined petroleum products, specifically home heating oil and residual oil for space heating purposes, is generally greater during the winter months, heating oil and residual oil sales are generally higher during the first and fourth quarters of the calendar year. These factors may result in significant fluctuations in the Partnership s quarterly operating results.

Noncontrolling Interest

These financial statements reflect the application of ASC 810, Consolidations (ASC 810) which establishes accounting and reporting standards that require: (i) the ownership interest in subsidiaries held by parties other than the parent to be clearly identified and presented in the consolidated balance sheet within shareholder s equity, but separate from the parent s equity; (ii) the amount of consolidated net income attributable to the parent and the noncontrolling interest to be clearly identified and presented on the face of the consolidated statement of operations and (iii) changes in a parent s ownership interest while the parent retains its controlling financial interest in its subsidiary to be accounted for consistently.

The Partnership acquired a 60% interest in Basin Transload on February 1, 2013. After evaluating ASC 810, the Partnership concluded it is appropriate to consolidate the balance sheet and statement of operations of Basin Transload based on an evaluation of the outstanding voting interests. Amounts pertaining to the noncontrolling ownership interest held by third parties in the financial position and operating results of the Partnership are reported as noncontrolling interest in the accompanying consolidated balance sheet and statement of operations.

Reclassification

Amortization expense of deferred financing fees has been reclassified from selling, general and administrative expenses to interest expense.

Table of Contents

GLOBAL PARTNERS LP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 1. Organization and Basis of Presentation (continued)

Concentration of Risk

The following table presents the Partnership s product sales as a percentage of total sales for the periods presented:

	Three Months Ended March 31, 2013	Three Months Ended March 31, 2012
Gasoline sales: gasoline and gasoline blendstocks such as ethanol and naphtha	53%	59%
Distillates (home heating oil, diesel and kerosene), residual oil, crude oil and natural gas sales	47%	41%
Total	100%	100%

The Partnership had two significant customers, ExxonMobil Corporation (ExxonMobil) and Phillips 66 (Phillips 66), which accounted for approximately 13% and 14%, respectively, of total sales for the three months ended March 31, 2013. The Partnership had one significant customer, ExxonMobil, which accounted for approximately 16% of total sales for the three months ended March 31, 2012.

Note 2. Restatement

The Partnership is restating its unaudited consolidated financial statements primarily to reflect a correction in its accounting for Renewable Identification Numbers (RINs). A RIN is a serial number assigned to a batch of biofuel for the purpose of tracking its production, use, and trading as required by the Environmental Protection Agency s (EPA) Renewable Fuel Standard that originated with the Energy Policy Act of 2005. To evidence that the required volume of renewable fuel is blended with gasoline, obligated parties must retire sufficient RINs to cover their Renewable Volume Obligation (RVO). The Partnership s EPA obligations relative to renewable fuel reporting are largely limited to the foreign gasoline that the Partnership may choose to import. As a wholesaler of transportation fuels through its terminals, the Partnership separates RINs from renewable fuel through blending with gasoline and can use those separated RINs to settle its RVO. While the annual compliance period for a RVO is a calendar year, the settlement of the RVO can occur, under certain deferral elections, more than one year after the close of the compliance period.

In connection with the year ended December 31, 2013 financial statement close process, certain misstatements were identified related to the Partnership s accounting for the RVO, RIN inventory and the mark to market loss related to RIN forward commitments. The Partnership has corrected its accounting for RINs, which included the recognition of a mark-to-market liability associated with the RVO deficiency at year end (the RVO Deficiency). At March 31, 2013, the Partnership s RVO Deficiency was ($2.6 million), the mark to market loss related to RIN forward commitments was ($32.7 million) and the reduction in previously reported RIN inventory was ($3.8 million). The Partnership is restating its consolidated balance sheet at March 31, 2013 and the results of operations for the three months ended March 31, 2013 to reflect in the proper period the impact of these accounting corrections. The impact of these corrections was to reduce net income for the three months ended March 31, 2013 by $39.1 million.

Additionally, the Partnership determined that at March 31, 2013, certain accrued liabilities related to the procurement of petroleum products were no longer warranted. The Partnership is restating its consolidated balance sheet at March 31, 2013 and results of operations for the three months then ended to reflect the correction of the timing of the relief of these accrued liabilities at that date. The impact of these corrections was $2.3 million of additional income for the three months ended March 31, 2013.

Table of Contents

GLOBAL PARTNERS LP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 2. Restatement (continued)

The Partnership has also corrected other items that individually and in the aggregate are immaterial to the Partnership s operating results. The more significant of these items include a correction to the Partnership s business combination accounting related to a 2013 acquisition and an income statement classification error related to the Partnership s presentation of amortization of deferred financing fees.

As a result, the Partnership has restated its unaudited consolidated financial statements to reflect these corrections as of and for the three months ended March 31, 2013. These corrections had no impact on the Partnership s previously reported net cash provided by operating activities, net cash used in investing activities or net cash used in financing activities.

The following is a summary of the adjustments to the Partnership s previously issued unaudited consolidated balance sheet as of March 31, 2013 (in thousands):

	Previously Reported	Adjustments	Restated
Assets			
Accounts receivable, net	$ 842,875	$ (474) (d)	$ 842,401
Inventories	$ 432,578	$ (3,829) (a)	$ 428,749
Total current assets	$ 1,387,783	$ (4,303)	$ 1,383,480
Intangible assets, net	$ 134,608	$ (51,398) (c)	$ 83,210
Goodwill	$ 107,581	$ 52,000 (c)	$ 159,581
Total assets	$ 2,433,647	$ (3,701)	$ 2,429,946
Liabilities and partners equity			
Accrued expenses and other current liabilities	$ 54,798	$ 32,950 (a)(b)	$ 87,748
Total current liabilities	$ 1,204,765	$ 32,950	$ 1,237,715
Total liabilities	$ 1,956,786	$ 32,950	$ 1,989,736
Partners equity			
Common unitholders	$ 455,093	$ (36,586)	$ 418,507
General partner interest	$ (311)	$ (306)	$ (617)
Total Global Partners LP equity	$ 437,351	$ (36,892)	$ 400,459
Noncontrolling interest	$ 39,510	$ 241 (c)	$ 39,751
Total partners equity	$ 476,861	$ (36,651)	$ 440,210
Total liabilities and partners equity	$ 2,433,647	$ (3,701)	$ 2,429,946

Table of Contents

GLOBAL PARTNERS LP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 2. Restatement (continued)

The following is a summary of the adjustments to the Partnership s previously issued unaudited consolidated statement of operations for the three months ended March 31, 2013, the most significant of which relates to an aggregate of RIN adjustments totaling ($39.1 million) (see footnote (a)) (in thousands, except per unit data):

		Previously Reported		Adjustments		Restated
Cost of sales	$	5,493,338	$	36,780 (a)(b)	$	5,530,118
Gross profit	$	95,852	$	(36,780)	$	59,072
Selling, general and administrative expenses	$	26,760	$	(1,097) (d)	$	25,663
Amortization	$	4,376	$	(602) (c)	$	3,774
Total operating expenses	$	74,476	$	(1,699)	$	72,777
Operating income	$	21,376	$	(35,081)	$	(13,705)
Interest expense	$	(8,916)	$	(1,570) (d)	$	(10,486)
Income before income taxes	$	12,460	$	(36,651)	$	(24,191)
Net income	$	14,335	$	(36,651)	$	(22,316)
Net loss attributable to noncontrolling interest	$	490	$	(241) (c)	$	249
Net income attributable to Global Partners LP	$	14,825	$	(36,892)	$	(22,067)
General partner s interest in net income, including incentive distribution rights	$	(806)	$	306	$	(500)
Limited partners interest in net income	$	14,019	$	(36,586)	$	(22,567)
Basic net income per limited partner unit	$	0.51	$	(1.34)	$	(0.83)
Diluted net income per limited partner unit	$	0.51	$	(1.33)	$	(0.82)

The following is a summary of the adjustments to the Partnership s previously issued unaudited consolidated statement of comprehensive income (loss) for the three months ended March 31, 2013, the most significant of which relates to an aggregate of RIN adjustments totaling ($39.1 million) (see footnote (a)) (in thousands):

		Previously Reported		Adjustments		Restated
Net income (loss)	$	14,335	$	(36,651)	$	(22,316)
Comprehensive income (loss)	$	16,574	$	(36,651)	$	(20,077)
Comprehensive loss attributable to noncontrolling interest	$	490	$	(241)	$	249
Comprehensive income (loss) attributable to Global Partners LP	$	17,064	$	(36,892)	$	(19,828)

Table of Contents

GLOBAL PARTNERS LP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 2. Restatement (continued)

The following is a summary of the adjustments to the Partnership s previously issued unaudited consolidated statement of cash flows for the three months ended March 31, 2013, the most significant of which relates to an aggregate of RIN adjustments totaling ($39.1 million) (see footnote (a)) (in thousands):

	Previously Reported	Adjustments	Restated
Net income	$ 14,335	$ (36,651)	$ (22,316)
Depreciation and amortization	$ 16,691	$ (602)	$ 16,089
Bad debt expense	$ 1,479	$ 474	$ 1,953
Inventories	$ 202,606	$ 3,829	$ 206,435
Accrued expenses, all other current liabilities and other long-term liabilities	$ (18,104)	$ 32,950	$ 14,846
Net cash provided by operating activities	$ 282,778	$	$ 282,778

(a) To reduce previously reported RIN inventory by approximately ($3.8 million), to record the RVO Deficiency of approximately ($2.6 million) at the end of the reporting period and to record the mark to market loss related to RIN forward commitments which amounted to ($32.7 million) at March 31, 2013.

(b) To reduce accrued liabilities related to the procurement of petroleum products by approximately $2.3 million for accruals determined to no longer be warranted at the end of the reporting period.

(c) To correct the valuation of customer relationships and related amortization expense on such assets acquired in connection with the February 1, 2013 acquisition of a 60% membership interest in Basin Transload LLC. Specifically, the reduction in the value of customer relationships reflects the reversal of a customer relationship that was determined to not meet the criteria of a capitalizable intangible asset and, separately, a reduction in the cash flow period for another customer relationship that should have been considered at the time of the acquisition.The difference in the amortization expense reflects the reduction in the value of customer relationships acquired of $52.0 million and the reduction in the economic useful life of the remaining assets from five to two years.

(d) Other adjustments include an increase to the allowance for doubtful accounts of $474,000 and an income statement reclassification of amortization of deferred financing fees from selling, general and administrative expenses to interest expense of $1.6 million.

The financial information reflected herein in the footnotes to these consolidated financial statements as of March 31, 2013 and for the three months then ended reflects the effects of the restatement described in the preceding paragraphs and tables.

Note 3. Business Combinations

2013 Acquisitions

Acquisition of Basin Transload LLC

On February 1, 2013, the Partnership acquired a 60% membership interest in Basin Transload, which operates two transloading facilities in Columbus and Beulah, North Dakota for crude oil and other products, with a combined rail loading capacity of 160,000 barrels per day. The purchase price, including in expenditures related to certain capital expansion projects, was approximately $91.1 million which the Partnership financed with borrowings under its credit facility.

The acquisition was accounted for using the purchase method of accounting in accordance with the Financial Accounting Standards Board s (FASB) guidance regarding business combinations. The Partnership s financial statements include the results of operations of its membership interest in Basin Transload subsequent to the acquisition date.

Table of Contents

GLOBAL PARTNERS LP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 3. Business Combinations (continued)

The purchase price allocation is considered preliminary, and additional adjustments may be recorded during the allocation period in accordance with the FASB s guidance regarding business combinations. The purchase price allocation will be finalized as the Partnership receives additional information relevant to the acquisition, including a final valuation of the assets purchased, including tangible and intangible assets, and liabilities assumed.

The following table presents the preliminary allocation of the purchase price to the estimated fair value of the assets acquired and liabilities assumed at the date of acquisition (in thousands):

Assets purchased:		
Accounts receivable	$	2,003
Prepaid expenses		68
Property and equipment		28,016
Intangibles		26,163
Total identifiable assets purchased		56,250
Liabilities assumed:		
Accounts payable		(1,326)
Total liabilities assumed		(1,326)
Net identifiable assets acquired		54,924
Noncontrolling interest		(40,000)
Goodwill		76,178
Net assets acquired	$	91,102

The Partnership engaged a third-party valuation firm to assist in the valuation of the Partnership s interest in Basin Transload s property and equipment, intangible assets and noncontrolling interest. The fair value estimated for property and equipment in the table above of $28.0 million was developed by the Partnership s third-party valuation firm based on an estimated replacements cost. The Partnership s third-party valuation firm used the income approach to assign a preliminary fair value to the intangible assets, which consist principally of customer relationships.

The fair value of the noncontrolling interest has been primarily developed by a third-party valuation firm based on the fair value of the acquired business as a whole, reduced by the consideration paid by management to obtain control. This fair value of the business was estimated based on the fair value of Basin Transload s net assets and applying a reasonable control premium.

The fair values of the remaining Basin Transload assets and liabilities noted above approximate their carrying values at February 1, 2013. It is possible that once the Partnership receives the completed valuations on the property and equipment and intangible assets, the final purchase price accounting may be different than what is presented above.

The preliminary purchase price for the acquisition was allocated to assets acquired and liabilities assumed based on their estimated fair values. The Partnership then allocated the purchase price in excess of net tangible assets acquired to identifiable intangible assets, based upon on a valuation from the Partnership s third-party valuation firm. Any excess purchase price over the fair value of the net tangible and intangible assets acquired was allocated to goodwill.

Table of Contents

GLOBAL PARTNERS LP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 3. Business Combinations (continued)

The Partnership utilized accounting guidance related to intangible assets which lists the pertinent factors to be considered when estimating the useful life of an intangible asset. These factors include, in part, a review of the expected use by the Partnership of the assets acquired, the expected useful life of another asset (or group of assets) related to the acquired assets and legal, regulatory or other contractual provisions that may limit the useful life of an acquired asset. The Partnership amortizes these intangible assets over their estimated useful lives which is consistent with the estimated undiscounted future cash flows of these assets.

As part of the purchase price allocation, identifiable intangible assets include customer relationships that are being amortized over two years. For the three months ended March 31, 2013, amortization expense amounted to $2.0 million. The following table presents the estimated remaining amortization expense for intangible assets acquired in connection with the acquisition (in thousands):

2013 (4/1/13 12/31/13)	$	8,935
2014		12,111
2015		2,969
Total	$	24,015

The $76.2 million of goodwill was assigned to the Wholesale reporting unit. The goodwill recognized is attributed to the unique origin of the acquired locations through which the Partnership s customers can efficiently supply cost-competitive crude oil to destinations on the East and West Coasts. The goodwill is deductible for income tax purposes.

Acquisition of Cascade Kelly Holdings LLC

On February 15, 2013, the Partnership acquired 100% of the membership interests in Cascade Kelly, which owns a West Coast crude oil and ethanol facility near Portland, Oregon. The total cash purchase price was approximately $94.2 million which the Partnership funded with borrowings under its credit facility and with proceeds from the issuance of the Partnership s unsecured 8.00% senior notes due 2018 (see Note 7). The transaction includes a rail transloading facility serviced by the Burlington Northern Santa Fe Railway, 200,000 barrels of storage capacity, a deepwater marine terminal with access to a 1,200-foot leased dock and the largest ethanol plant on the West Coast. Situated along the Columbia River in Clatskanie, Oregon, the site is located on land leased under a long-term agreement from the Port of St. Helens.

The acquisition was accounted for using the purchase method of accounting in accordance with the FASB s guidance regarding business combinations. The Partnership s financial statements include the results of operations of Cascade Kelly subsequent to the acquisition date.

The purchase price allocation is considered preliminary, and additional adjustments may be recorded during the allocation period in accordance with the FASB s guidance regarding business combinations. The purchase price allocation will be finalized as the Partnership receives additional information relevant to the acquisition, including a final valuation of the assets purchased, including tangible and intangible assets, and liabilities assumed.

Table of Contents

GLOBAL PARTNERS LP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 3. Business Combinations (continued)

The following table presents the preliminary allocation of the purchase price to the estimated fair value of the assets acquired and liabilities assumed at the date of acquisition (in thousands):

Assets purchased:		
Accounts receivable	$	296
Inventory		517
Prepaid expenses		96
Property and equipment		45,100
Total identifiable assets purchased		46,009
Liabilities assumed:		
Accounts payable		(1,428)
Other current liabilities		(1,479)
Total liabilities assumed		(2,907)
Net identifiable assets acquired		43,102
Goodwill		51,077
Net assets acquired	$	94,179

Management is currently in the process of evaluating the purchase price accounting. The Partnership has engaged a third-party valuation firm to assist in the valuation of Cascade Kelly s property and equipment and possible intangible assets. This valuation is in the early stages, and the fair value estimated for property and equipment in the table above of $45.1 million was developed by management based on their estimates, assumptions and acquisition history.

The fair values of the remaining Cascade Kelly assets and liabilities noted above approximate their carrying values at February 15, 2013. It is possible that once the Partnership receives the completed valuations on the property and equipment, the final purchase price accounting may be different than what is presented above.

The preliminary purchase price for the acquisition was allocated to assets acquired and liabilities assumed based on their estimated fair values. The Partnership then allocated the purchase price in excess of net tangible assets acquired to identifiable intangible assets, if any, based upon on their estimates and assumptions. Any excess purchase price over the fair value of the net tangible and intangible assets acquired was allocated to goodwill.

The $51.1 million of goodwill was assigned to the Wholesale reporting unit. The goodwill recognized is primarily attributed to the crude oil facility and, to a lesser extent, the ethanol plant, which will strategically enhance the Partnership s network of origin and destination assets and extend the Partnership s virtual pipeline to the West Coast. The goodwill is deductible for income tax purposes.

Table of Contents

GLOBAL PARTNERS LP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 3. Business Combinations (continued)

2012 Acquisition

Alliance Energy LLC On March 1, 2012, pursuant to a Contribution Agreement between the Partnership and AE Holdings (the Contribution Agreement), the Partnership acquired from AE Holdings 100% of the outstanding membership interests in Alliance, a gasoline distributor and operator of gasoline stations and convenience stores. The aggregate purchase price of the acquisition was approximately $312.4 million, consisting of both cash and non-cash components. Alliance was an affiliate of the Partnership as Alliance was owned by AE Holdings which is approximately 95% owned by members of the Slifka family. Both the Partnership and Alliance shared certain common directors.

The acquisition was accounted for using the purchase method of accounting in accordance with the FASB s guidance regarding business combinations. The Partnership s financial statements include the results of operations of Alliance subsequent to the acquisition date.

The purchase price includes an initial cash payment of $184.5 million which was funded by the Partnership through additional borrowings under its revolving credit facility. The consideration also includes the issuance of 5,850,000 common units representing limited partner interests in the Partnership which had a fair value of $22.31 per unit on March 1, 2012, resulting in equity consideration of $130.5 million. Pursuant to the Contribution Agreement, there was a $1.9 million adjustment as a result of the timing of the transaction (March 1), the seller s 31 days of actual unit ownership in the 91 days of the quarter and the net receipt by seller ($1.0 million) of a pro-rated portion of the quarterly cash distribution of $0.50 per unit paid on the issued 5,850,000 common units. There were also $0.7 million in miscellaneous adjustments based on certain cash and non-cash changes in the Alliance operations from October 1, 2011 (when the acquisition was initially agreed to by the parties) to February 29, 2012 (collectively with the $1.9 million adjustment, the Cash Adjustment). The Cash Adjustment was paid by Alliance to the Partnership on May 16, 2012. The net cash paid after consideration of the Cash Adjustment was $181.9 million.

The purchase price for the acquisition was allocated to assets acquired and liabilities assumed based on their estimated fair values with the exception of environmental liabilities which were recorded on an undiscounted basis (see Note 12). The Partnership then allocated the purchase price in excess of net tangible assets acquired to identifiable intangible assets, based upon a valuation from an independent third party. Any excess purchase price over the fair value of the net tangible and intangible assets acquired was allocated to goodwill and assigned to the Gasoline Distribution and Station Operations reporting unit.

Goodwill The following represents the changes in goodwill from the year ended December 31, 2012 to the current date (in thousands):

	Goodwill at December 31, 2012	2013 Additions	Goodwill at March 31, 2013
Acquisition of Alliance (1)	$ 31,151	$	$ 31,151
Acquisition of gasoline stations from Mutual Oil (1)	1,175		1,175
Acquisition of 60% interest in Basin Transload (2)		76,178	76,178
Acquisition of Cascade Kelly (2)		51,077	51,077
Total	$ 32,326	$ 127,255	159,581

(1) Goodwill allocated to the Gasoline Distribution and Station Operations reporting unit

(2) Goodwill allocated to the Wholesale reporting unit

Table of Contents

GLOBAL PARTNERS LP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 3. Business Combinations (continued)

Supplemental Pro-Forma Information Revenues and net income included in the Partnership s consolidated operating results for Basin Transload from January 1, 2013 to February 1, 2013, the acquisition date, and for Cascade Kelly from January 1, 2013 to February 15, 2013, the acquisition date, were immaterial. Accordingly, the supplemental pro-forma information for the three months ended March 31, 2013 is consistent with the amounts reported in the accompanying statement of operations for the three months ended March 31, 2013.

The following unaudited pro-forma information for 2012 presents the consolidated results of operations of the Partnership as if the acquisitions of Basin Transload, Cascade Kelly and Alliance occurred at the beginning of the period presented, with pro-forma adjustments to give effect to intercompany sales and certain other adjustments (in thousands, except per unit data):

		Three Months Ended March 31, 2012
Sales	$	4,214,795
Net loss	$	(16,973)
Net loss per limited partner unit, basic and diluted	$	(0.62)

Note 4. Net (Loss) Per Limited Partner Unit

Under the Partnership s partnership agreement, for any quarterly period, the incentive distribution rights (IDRs) participate in net income only to the extent of the amount of cash distributions actually declared, thereby excluding the IDRs from participating in the Partnership s undistributed net income or losses. Accordingly, the Partnership s undistributed net income is assumed to be allocated to the common unitholders, or limited partners interest, and to the General Partner s general partner interest.

At March 31, 2013 and December 31, 2012, common units outstanding as reported in the accompanying consolidated financial statements excluded 36,777 and 119,915 common units, respectively, held on behalf of the Partnership pursuant to its repurchase program. These units are not deemed outstanding for purposes of calculating net income per limited partner unit (basic and diluted).

Table of Contents

GLOBAL PARTNERS LP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 4. Net (Loss) Per Limited Partner Unit (continued)

The following table provides a reconciliation of net income (loss) and the assumed allocation of net income to the limited partners interest for purposes of computing net income (loss) per limited partner unit for the three months ended March 31, 2013 and 2012 (in thousands, except per unit data):

	Three Months Ended March 31, 2013				Three Months Ended March 31, 2012			
Numerator:	**Total**	**Limited Partner Interest**	**General Partner Interest**	**IDRs**	**Total**	**Limited Partner Interest**	**General Partner Interest**	**IDRs**
Net (loss) income attributable to Global Partners LP (1)	$ (22,067)	$ (22,567)	$ 500	$	$ (1,400)	$ (1,508)	$ 108	$
Declared distribution	$ 16,796	$ 15,979	$ 134	$ 683	$ 13,986	$ 13,716	$ 115	$ 155
Adjustment to distribution in connection with the Alliance acquisition (2)					(1,929)	(1,929)		
Adjusted declared distribution	16,796	15,979	134	683	12,057	11,787	115	155
Assumed allocation of undistributed net income								