

INERGY L P
Form 425
August 09, 2010

Investor Presentation
August 9, 2010
Filed by Inergy, L.P.
Pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14a-12
under the Securities Exchange Act of 1934
Subject Company: Inergy Holdings, L.P.
Commission File No.: 001-34663

2

Forward Looking Statements

NYSE:

NRGY,

NRGP

Important Information For Investors And Unitholders

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any transactions between Inergy, L.P. ("Inergy") and Inergy Holdings, L.P. ("Holdings") will be submitted to the unitholders of Inergy, L.P. Inergy and Holdings also plan to file other documents with the SEC regarding the proposed transaction. INVESTORS AND UNITHOLDERS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS THAT WILL BE MADE AVAILABLE TO YOU IN FULL AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION REGARDING THE PROPOSED TRANSACTION. Investors and unitholders will be able to obtain free copies of the proxy statement/prospectus and other documents from Inergy and Holdings once such documents are filed with the SEC, through the website maintained by the SEC at <http://www.sec.gov> by Inergy will be available free of charge on Inergy's website at www.inerygyp.com under the tab "Investor Relations" then select "Investor Relations" then select "Investor Relations" then select "Inergy Holdings, L.P." or by contacting Holdings' investor relations administrator at (816) 842-8181. Copies of the documents filed with the SEC by Holdings will be available free of charge on the SEC's website at www.sec.gov under the tab "Investor Relations" then select "Inergy Holdings, L.P." or by contacting Holdings' investor relations administrator at (816) 842-8181. Inergy, Holdings and certain of their respective directors and executive officers may be deemed to be participants in the solicitation in connection with the proposed transaction. Information about the directors and executive officers of Inergy is set forth in its Annual Report on Form 10-K for the fiscal year ended September 30, 2009, which was filed with the SEC on November 30, 2009. Information about the directors and executive officers of Holdings is set forth in its Annual Report on Form 10-K for the fiscal year ended September 30, 2009, which was filed with the SEC on November 30, 2009. These documents are filed with the SEC under the indicated above. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests will be contained in the proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.

Cautionary Statement Regarding Forward-Looking Statements

This communication contains forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, which are limited to historical facts, but reflect Inergy's and Holdings' current beliefs, expectations or intentions regarding future events. Forward-looking statements include, without limitation, Inergy's and Holdings' expectations regarding anticipated financial impacts of the proposed transaction; future financial and operating results of the combined company; the company's plans and intentions with respect to future operations and services; approval of the proposed transaction by Holdings' unitholders and satisfaction of the closing conditions to the proposed transaction; and the timing of the completion of the proposed transaction. All forward-looking statements involve significant risks and uncertainties that could cause actual results to differ materially from those currently anticipated, which are generally outside the control of Inergy and Holdings and are difficult to predict. Examples of such risks and uncertainties include: (1) that the proposed transaction is delayed or does not close, including due to the failure to receive required Holdings' unitholder approval (including the passage of legislation) to block the transaction, or the failure of other closing conditions and (2) the possibility that the transaction will not be realized within the expected time period, because of, among other things, weather conditions; price and availability of natural gas; the ability to pass the wholesale cost of propane through to customers; costs or difficulties related to the integration of the combined company's operations; greater than expected; governmental legislation and regulations; local economic conditions; the demand for high deliverability natural gas and the price of natural gas to the consumer compared to the price of alternative and competing fuels; Inergy's plan for its natural gas storage facilities; labor relations; environmental claims; competition from the same and alternative energy sources; and the ability to transporting, storing and distributing propane; energy efficiency and technology trends; interest rates; the price and availability of natural gas; and defaults.

Inergy and Holdings caution that the foregoing list of factors is not exclusive. Additional information concerning these and other most recently filed Annual Reports on Form 10-K, subsequent Quarterly Reports on Form 10-Q, recent Current Reports on Form 8-K, and written and oral forward-looking statements concerning Inergy, Holdings, the proposed transaction or other matters and attributes of their behalf are expressly qualified in their entirety by the cautionary statements above. Neither Inergy nor Holdings undertake forward-looking statements to reflect events or circumstances that may arise after the date hereof.

3

Transaction Summary

The Boards of Directors of NRGY & NRGP have agreed to simplify their capital structure by merging the two partnerships in a tax-free, equity exchange

The merger is subject to approval by a majority of NRGP unitholders and is expected to close in 4Q 2010

Certain members of management have entered into support agreements in favor of the merger

Ownership of the managing general partner will remain unchanged

NRGP unitholders will receive 0.77 NRGY units in exchange for each NRGP unit

NRGY will issue approximately 47.7 million units to the owners of NRGP in exchange for its non-managing general partner s

interest, incentive distribution rights (IDRs) and ownership of two wholly-owned NRGP subsidiaries

Represents
~10%
premium
to
NRGP
unitholders
based
on
a
20-trading
day
average
closing
price
for
both
securities
on
August
3
rd

Approximately \$27 million of NRGP debt will be assumed and repaid by NRGY
Certain members of management

(a)
have agreed to receive non-cash distribution paying, paid-in-kind equity securities (PIK Units) in exchange for a portion of their NRGP units in lieu of common units
(b)

Represents approximately 11.6 million units or 24% of the total NRGY units issued

Holders of the PIK Units will receive additional PIK Units in lieu of cash distributions at PIK terms that favor NRGY unitholder period of 2 years

Expected to eliminate near term cash dilution to common unitholders

Demonstrates management's long-term support for the merger and the company's prospects for growth
The transaction is expected to be immediately neutral to NRGY's distributed cash flow of \$0.705
per
unit
(\$2.82
annualized)
and
is
expected
to
provide

long-term
accretion
to
unitholders

(c)

Upon completion of the merger, the NRG unitholders will own approximately 44% of the combined entity, including management

(a)

ownership of approximately 28%

(d)

The NRG director that does not currently serve on the NRG Board of Directors will be invited to join the NRG board

(a)

Includes the participation of a founding investor in Inergy Holdings GP, LLC.

(b)

See page 7 for further description of PIK Units.

(c)

See page 8 for key transaction assumptions.

(d)

As adjusted for the transaction, NRG's outstanding units total ~108.9 million.

4

Transaction Benefits

Accelerates Distribution Growth Potential

Cancellation of IDRs lowers NRGY's cost of capital

Lower cost of capital enhances NRGY's competitive position for acquisition opportunities and organic growth projects

Cancellation of IDRs and purchase of GP economic interest results in 100% of economic return from capital expansion projects and acquisitions being paid to unitholders of NRGY

Equity transaction maintains NRGY's balance sheet flexibility and liquidity

Streamlines Capital Structure

Attracts

a
broader
investor
base
to
a
single,
larger
entity
with
increased
public float and liquidity
Single entity simplifies the governance of NRGY which reduces the
potential for conflicts
Improves
transparency
for
investors
benefit
Reduces G&A costs associated with two publicly traded entities

5
Inergy Holdings, L.P.
& Affiliates
NYSE Symbol: NRGP
Inergy Holdings
GP, LLC
(Board of Directors)
Inergy GP, LLC
Managing General Partner
(Board of Directors)
Inergy, L.P.

NYSE Symbol: NRGY

Propane

Operating &

Other Subsidiaries

Midstream

Operating &

Other Subsidiaries

Inergy

Finance Corp.

Public

Unitholders

Public

Unitholders

100% Member Interest

100% Member Interest

100% Ownership

Non-Economic Mgmt Rights

63.4% Limited Partner Interest

36.6% Limited Partner Interest

Non-Economic Mgmt Rights

7.1% Limited Partner Interest

0.7% General Partner Interest

100% Incentive Distribution Rights

92.2% Limited Partner Interest

(a)

Simplified.

(b)

Includes the ownership of a certain founding investor in Inergy Holdings GP, LLC.

Management

(b)

Current

Inergy

Structure

(a)

6
Post-Transaction Structure
(a)
Inergy
GP, LLC
Managing General Partner
(Board of Directors)
Inergy , L.P.
& Affiliates
NYSE Symbol : NRGY
Propane
Operating &
Other Subsidiaries
Midstream
Operating &
Other Subsidiaries
Inergy

Finance Corp.
Public
Unitholders
100% Member Interest
100% Ownership
28.3%
Limited
Partner
Interest,
including
PIK
Units
(c)
(PIK Units convertible to common units over a 2-year period)
Non-Economic Mgmt Rights
71.7% Limited Partner Interest
(a)
Simplified.
(b)
Includes the ownership of a certain founding investor in Inergy Holdings GP, LLC.
(c)
Reflects
pro
forma
ownership
as
of
August
9,
2010.
See
page
7
for
further
description
of
PIK
Units.
100% Member Interest

Management
(b)

7
PIK Unit Overview
Description
Approximately
40%
of
the
original
NRGP
interests
owned
by
management
(a)
are
expected
to

be
exchanged
for
PIK
Units at the same 0.77 exchange ratio as common unitholders

~ 11.6 million PIK Units will be issued, representing approximately 24% of the 47.7 million total NRGY units issued
PIK Units have been structured in a manner so that the recipients receive less value than the non-affiliated public
unitholders of NRGY

PIK Units are non-transferable and will not be entitled to a cash distribution until converted into common units

The
number
of
new
PIK
Units
to
be
issued
each
quarter
in
lieu
of
cash
distributions
will
be
determined
quarterly
by
dividing
the
then
current
annualized
distribution
by
the
greater
of
\$41.6854
(b)
,
or
by
the
20-day

NRGY
VWAP
ending
on
the 3
trading day prior to the applicable quarterly ex-dividend date PIK
terms that favor NRGY unitholders
PIK Units will automatically convert on a one-for-one basis to NRGY common units based upon the following
schedule:

50%
immediately
following
the
payment
of
the
first
quarterly
cash
distribution
on
NRGY
units
after
the
first
anniversary
of
the
close
of
the transaction; and

50%
immediately
following
the
payment
of
the
first
quarterly
cash
distribution
on
NRGY
units
after
the

second
anniversary
of
the
close
of the transaction

In
support
of
the
merger,
certain
members
of
management

(a)
have
agreed
to
exchange

a
portion
of
their
ownership
in NRGP for PIK Units

Expected to eliminate near term cash dilution to NRGY common unitholders

Demonstrates management's long-term support for the transaction to NRGY and NRGP unitholders

Overview & Rationale

rd

(a)

Includes the ownership of a certain founding investor in Inergy Holdings GP, LLC.

(b)

Represents the 20-trading day volume weighted average price (VWAP) ending on the 3 trading day prior to the announcement

rd

8

Key

Assumptions

(a)

Base Case and Merger Transaction Assumptions

FY 2010 guidance range of \$330-\$340 million

FY 2011-2014 retail propane gallons and gross margins based on preliminary FY 2011 budget and remaining stable over forecast period

2011-2014 Base Case Midstream operations forecast includes the following capital deployed:

-

Seneca Lake Acquisition

-

Finger Lakes LPG Storage Project

-

North-South Project

-

Marc I Project

-

Seneca Lake Gas Storage Expansion Project

Merger
transaction

assumes
additional
annual
capital
deployed

of
\$375
million

at
an 8.8x EBITDA multiple

Merger transaction assumes repayment of NRGP's current credit facility
(~\$27mm) by NRGY

(a)

This forecast is based on various forward-looking assumptions made by the management of of NRGY. While management believes such results will materialize. Please refer to our forward-looking statement disclosure on page 2

9

Transaction Milestones

Announce definitive merger agreement and support agreement execution

Prepare and file with SEC proxy statement/registration statement

SEC review of proxy statement and registration statement

File definitive proxy/registration statement

NRGP Unitholder meeting

Transaction closing (expected close calendar Q4 2010)

10
Committed to Generating Industry-Leading Returns to
Our Investors