UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

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

Date of Report (Date of earliest event reported): **December 21, 2012**

Lehigh Gas Partners LP

(Exact name of registrant as specified in its charter)

Delaware	**001-35711**	**45-4165414**
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(IRS Employer Identification No.)

702 West Hamilton Street, Suite 203
Allentown, PA 18101
(Address of principal executive office) (Zip Code)

(610) 625-8000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

EXPLANATORY NOTE

This Form 8-K/A amends and supplements the Current Report on Form 8-K filed by Lehigh Gas Partners LP (the "Partnership") with the Securities and Exchange Commission on December 21, 2012, to include the financial statements and pro forma financial statements required by Items 9.01(a) and (b).

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired

The audited financial statements of Express Lane, Inc., including the balance sheets as of December 31, 2011 and 2010 and the related statements of income and retained earnings, and cash flows for the years ended December 31, 2011 and 2010 and notes thereto, are attached hereto as Exhibit 99.1 and are incorporated herein by reference.

The unaudited condensed financial statements of Express Lane, Inc., including the balance sheet as of September 30, 2012, and the related statements of comprehensive income and retained earnings and cash flows for the nine-month periods ended September 30, 2012 and 2011 and the notes thereto, are attached hereto as Exhibit 99.2 and are incorporated herein by reference.

(b) Pro Forma Financial Information

The unaudited pro forma condensed financial statements of Express Lane, Inc., including the balance sheet as of September 30, 2012, and the related statements of comprehensive income and retained earnings and cash flows for the nine-month period ended September 30, 2012 and the year ended December 31, 2011, and the notes thereto, are attached hereto as Exhibit 99.3 and are incorporated herein by reference.

(d) Exhibits

Exhibit Number	Description
23.1	Consent of Independent Certified Public Accountants

99.1	The audited financial statements of Express Lane, Inc., including the balance sheets as of December 31, 2011 and 2010 and the related statements of income and retained earnings, and cash flows for the years ended December 31, 2011 and 2010 and notes thereto.
99.2	The unaudited condensed financial statements of Express Lane, Inc., including the balance sheet as of September 30, 2012, and the related statements of comprehensive income and retained earnings and cash flows for the nine-month periods ended September 30, 2012 and 2011 and the notes thereto.
99.3	The unaudited pro forma condensed financial statements of Express Lane, Inc., including the pro forma balance sheet as of September 30, 2012, and the related pro forma statements of comprehensive income for the nine-month period ended September 30, 2012 and the year ended December 31, 2011, and the notes thereto.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Lehigh Gas Partners LP

By: Lehigh Gas GP LLC,
its general partner

Dated: March 6, 2013

By: /s/ Mark L. Miller
Name: Mark L. Miller
Title: Chief Financial Officer

EXHIBIT INDEX

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Exhibit 23.1

Consent of Independent Certified Public Accountants

Board of Directors
Lehigh Gas Partners, LP
Allentown PA, 18101

We consent to the incorporation by reference in the registration statements (No. 333-184651) on Forms S-8 of Lehigh Gas Partners, LP of our report dated February 29, 2012, with respect to our audits of the balance sheets of the Express Lane, Inc. as of December 31, 2011 and 2010, and the related statements of income and retained earnings, and cash flows for the years ended December 31, 2011 and 2010, which report appears in this Form 8-K/A of Lehigh Gas Partners, LP.

/s/ Carr, Riggs & Ingram, LLC
Certified Public Accountants
Panama City Beach, Florida

March 6, 2013

Express Lane, Inc.

Financial Statements

December 31, 2011 and 2010

Express Lane, Inc.
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December 31, 2011 and 2010

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Express Lane, Inc.
600 Ohio Avenue
Lynn Haven, Florida 32444

We have audited the balance sheets of Express Lane, Inc. (the "Company") as of December 31, 2011 and 2010, and the related statements of income and retained earnings, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial positions of Express Lane, Inc. as of December 31, 2011 and 2010, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedules of operating and administrative expenses on pages 17 and 18 are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Certified Public Accountants
Panama City Beach, Florida
February 29, 2012

Express Lane, Inc.

Balance Sheets

December 31,	**2011**	**2010**

Assets		
Current assets		
Cash and cash equivalents	$ **2,285,169**	$ 1,349,155
Receivables, net	**1,467,855**	1,083,086
Inventories	**5,216,009**	4,820,205
Prepaid insurance	**131,173**	173,510
Property held for sale	**377,771**	1,489,238
Total current assets	**9,477,977**	8,915,194
Property and equipment		
Land	**3,224,852**	2,207,362
Buildings	**5,255,707**	2,621,526
Leasehold improvements	**4,145,168**	4,174,023
Equipment	**28,279,197**	25,750,231
Construction in progress	**655,561**	92,806
	41,560,485	34,845,948
Less accumulated depreciation	**(12,717,495)**	(10,899,749)
Property and equipment, net	**28,842,990**	23,946,199
Other assets		
Receivables, net	**140,048**	322,758
Deposits	**25,324**	21,045
Non-compete agreement, net	**—**	8,983
Lease acquisition costs, net	**966,771**	1,047,429
Loan costs, net	**38,645**	61,574
Franchise fees, net	**60,854**	57,932
Goodwill	**756,390**	756,390
Total other assets	**1,988,032**	2,276,111
Total assets	$ **40,308,999**	$ 35,137,504

(Continued)

See accompanying notes to financial statements

December 31,	**2011**	**2010**
Liabilities and stockholders' equity		
Current liabilities		
Current maturities of notes payable	$ **1,278,099**	$ 1,198,604
Accounts payable	**7,041,914**	5,690,512
Other accrued expenses	**222,684**	146,034
Agency obligations	**676,154**	585,592
Total current liabilities	**9,218,851**	7,620,742
Other liabilities		
Notes payable, less current maturities	**6,093,641**	5,559,141
Accrued rent expense	**629,796**	601,468
Total other liabilities	**6,723,437**	6,160,609
Total liabilities	**15,942,288**	13,781,351
Stockholders' equity		
Common stock		
$10 par value, voting, 100 shares authorized, 62 shares issued and outstanding	**620**	620
$10 par value, nonvoting, 9,900 shares authorized, 4,900 shares issued and outstanding	**49,000**	49,000
Additional paid-in capital	**272,910**	272,910
Retained earnings	**24,044,181**	21,033,623
Total stockholders' equity	**24,366,711**	21,356,153

Total liabilities and stockholders' equity	**$ 40,308,999**	$ 35,137,504

See accompanying notes to financial statements

Express Lane, Inc.

Statements of Income and Retained Earnings

Years ended December 31,	2011	2010
Revenues		
Gasoline	**$ 162,330,165**	$ 135,902,941
Merchandise	**51,762,646**	51,143,732
Fast food	**6,571,030**	5,856,067
Other	**2,951,543**	2,915,341
Total revenues	**223,615,384**	195,818,081
Cost of sales		
Gasoline	**153,559,715**	128,480,707
Merchandise	**37,092,451**	36,376,467
Fast food	**2,805,117**	2,465,369
Total cost of sales	**193,457,283**	167,322,543
Gross profit	**30,158,101**	28,495,538
Expenses		
Operating	**19,670,246**	19,213,363
Administrative	**3,496,668**	3,319,951
Depreciation and amortization	**2,178,951**	2,195,486
Interest	**322,417**	388,591
Environmental	**391,816**	165,382
Loss on disposal of assets	**47,447**	199,427
Total expenses	**26,107,545**	25,482,200
Net income	**4,050,556**	3,013,338
Retained earnings, beginning of year	**21,033,623**	18,382,785
Stockholder distributions	**(1,039,998)**	(362,500)
Retained earnings, end of year	**$ 24,044,181**	$ 21,033,623

See accompanying notes to financial statements

Express Lane, Inc.

Statements of Cash Flows

Years ended December 31,	2011	2010
Operating activities		
Net income	**$ 4,050,556**	$ 3,013,338
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	**2,178,951**	2,195,486
Loss on disposal of assets	**47,447**	199,427
Write-off of loan costs	**8,652**	—
Changes in assets and liabilities		
(Increase) decrease in		
Receivables	**(202,059)**	(103,879)
Inventories	**(395,804)**	(72,082)
Prepaid insurance	**42,337**	7,634
Increase (decrease) in		
Accounts payable	**1,351,402**	201,120
Other accrued expenses	**76,650**	25,941

Agency obligations	**90,562**	(14,247)
Accrued rent expense	**28,328**	63,226
Deferred revenue	**—**	(18,571)
Net cash provided by operating activities	**7,277,022**	5,497,393
Investing activities		
Purchase of property and equipment	**(6,635,860)**	(3,463,852)
Proceeds from disposal of property and equipment	**735,134**	474,070
Other investing activities	**(14,279)**	23,365
Net cash (used by) investing activities	**(5,915,005)**	(2,966,417)
Financing activities		
Principal payments on notes payable	**(1,429,787)**	(1,675,567)
Proceeds from notes payable	**2,043,782**	—
Distributions paid	**(1,039,998)**	(362,500)
Net cash (used by) financing activities	**(426,003)**	(2,038,067)
Net change in cash and cash equivalents	**936,014**	492,909
Cash and cash equivalents, beginning of year	**1,349,155**	856,246
Cash and cash equivalents, end of year	**$ 2,285,169**	$ 1,349,155

See accompanying notes to financial statements

NOTE 1 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Business

Express Lane, Inc. (the “Company”) was formed in 1984 under the laws of the State of Florida. As of December 31, 2011, the Company operates fifty one (51) convenience stores located throughout Northwest Florida and Southern Georgia. The stores sell gasoline, fast foods, and grocery items. Substantially all of its revenue is derived from cash sales.

Use of Estimates

The presentation of financial statements in conformity with accounting principles generally accepted in the United States of America 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 statement and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Basis of Accounting

These financial statements have been prepared on the accrual basis in accordance with U.S. generally accepted accounting principles.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers cash instruments with original maturities of less than three months to be cash equivalents.

Receivables

The Company reports receivables at net realizable value. Management determines the allowance for doubtful accounts based on historical losses and current economic conditions. On a continuing basis, management analyzes delinquent receivables and, once these receivables are determined to be uncollectible, they are written off through a charge against an existing allowance account or against earnings. Management considers all receivables collectible; therefore, no provision for uncollectible receivables is included in these financial statements.

Inventories

Inventories, consisting of gasoline, fast foods, and convenience store goods, are valued at the lower of average cost or fair market value using the retail method.

NOTE 1 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property Held for Sale

When events or changes in circumstances indicate that long-lived assets other than goodwill may be impaired, an evaluation is performed. For an asset classified as held-for-use, the estimated future undiscounted cash flows associated with the asset are compared to the asset's carrying amount to determine if a write-down to fair value is required. When an asset is classified as held-for-sale, the asset's book value is evaluated and adjusted to the lower of its carrying amount or fair market value less the cost to sell.

Property and Equipment

Property and equipment, stated at cost or the present value of minimum lease payments for assets under capital leases, are depreciated over the estimated useful lives of the assets using the straight-line method. Significant improvements and betterments are capitalized if they extend the useful life of the asset. Routine repairs and maintenance are expensed when incurred. Estimated useful lives are generally 5 to 20 years for equipment and furnishings and 15 to 35 years for buildings and leasehold improvements.

Depreciation expense for the years ended December 31, 2011 and 2010 was $2,067,955 and $2,055,958, respectively.

Non-compete Agreements

Non-compete agreements represent legal contracts with historical competitors of the Company with whom they have entered into non-compete agreements in accordance with equipment purchase agreements. These costs are being amortized using the straight-line method over the life of the contractual agreement.

Lease Acquisition Costs

Lease acquisition costs consist of the costs of acquiring favorable leases. These costs are amortized using the straight-line method over the anticipated remaining terms of these leases.

Loan Costs

Loan costs consist of closing costs and other fees associated with securing financing. These costs have been capitalized and are being amortized using the straight-line method over the term of the loan.

Franchise Fees

Franchise fees consist of the cost of obtaining a franchise agreement. These costs have been capitalized and are being amortized using the straight-line method over the term of the agreement.

NOTE 1 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Goodwill and Intangibles

Goodwill represents the excess of the purchase price paid over fair value of assets of stores acquired. Goodwill and intangible assets acquired in a purchase business combination and determined to have an indefinite useful life are not amortized, but instead are tested for impairment at least annually in accordance with the provisions of FASB ASC 350. The reported amounts of goodwill for each store are reviewed for impairment on an annual basis and more frequently when negative conditions such as significant current or projected operating losses exist.

The annual impairment test for goodwill is a two-step process and involves comparing the estimated fair value of each store to the store's carrying value, including goodwill. If the fair value of a store exceeds its carrying amount, goodwill of the store is not considered impaired, and the second step of the impairment test is unnecessary. If the carrying amount of a store exceeds its fair value, the second step of the goodwill impairment test would be performed to measure the amount of impairment loss to be recorded, if any. The Company conducts its annual impairment tests at the end of each fiscal year. The Company's annual impairment tests resulted in no goodwill impairment.

Intangible assets with estimable useful lives are amortized over their respective estimated useful lives to their estimated residual values and reviewed for impairment in accordance with FASB ASC 205.

Income Taxes

The Company, with the consent of its shareholders, has elected under the Internal Revenue Code to be an S corporation effective January 1, 2006. In lieu of corporation income taxes, the shareholders of an S corporation are taxed on their proportionate share of the Company's taxable income. Therefore, no provision or liability for income taxes has been included in these financial statements. As of December 31, 2011, the Company has accrued $19,000 for "built-in gains" income taxes.

Stockholder Distributions

The declaration and payment of stockholder distributions is within the discretion of the Board of Directors of the Company and is dependent upon business conditions, earnings, the financial condition of the Company and any restrictions under the provisions of its debt agreements.

Advertising

Advertising costs are expensed as incurred. The Company expensed $177,246 and $169,457 of advertising costs for the years ended December 31, 2011 and 2010, respectively.

NOTE 1 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair Value of Financial Instruments

The Company's assets and liabilities are reported at fair value in the financial statements. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Although the Company believes its valuation methods are appropriate and consistent with other market indicators, the use of different methodologies or assumptions to determine the fair value of certain assets and liabilities could result in a different fair value measurement at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels:

- Level 1: Observable inputs such as quoted prices in active markets;
- Level 2: Inputs, other than quoted prices in active markets that are observable either directly or indirectly; and;
- Level 3: Unobservable inputs for which there is little or no market data, which requires the Company to develop assumptions.

Subsequent events

The Company has evaluated subsequent events for the period from December 31, 2011 through the date the financial statements were available to be issued, which was March 06, 2013.

NOTE 2 — INVENTORIES

Inventories consisted of the following:

December 31,	**2011**	**2010**
Merchandise	**$ 3,322,510**	$ 3,067,960
Fast food	**95,652**	84,470
Gasoline	**1,797,847**	1,667,775
Total inventories	**$ 5,216,009**	$ 4,820,205

NOTE 3 — LONG TERM RECEIVABLES

The Company participates in state insurance programs that provide for reimbursement of the costs of removing environmental contamination. The costs that are expected to be reimbursed are classified as long-term receivables and collection efforts are on-going. Costs that will not be reimbursed are recognized as environmental expenses in the year incurred.

NOTE 4 — ACQUIRED INTANGIBLE ASSETS

Acquired intangible assets consisted of the following:

December 31,	**2011**	**2010**
Non-compete agreement	$ —	$ 39,200
Accumulated amortization	—	(30,217)
Non-compete agreement, net	$ —	$ 8,983

Amortization expense for the non-compete agreements for the years ended December 31, 2011 and 2010 was $8,983 and $19,600, respectively.

December 31,	2011	2010
Lease acquisition costs	$ **1,949,000**	$ 1,949,000
Accumulated amortization	**(982,229)**	(901,571)
Lease acquisition costs, net	$ **966,771**	$ 1,047,429

Amortization expense for lease acquisition costs for the years ended December 31, 2011 and 2010 was $80,658 and $80,658, respectively.

December 31,	2011	2010
Loan costs	$ **132,467**	$ 132,467
Accumulated amortization	**(93,822)**	(70,893)
Loan costs, net	$ **38,645**	$ 61,574

Amortization expense for loan costs for the years ended December 31, 2011 and 2010 was $22,929 and $33,859, respectively.

December 31,	2011	2010
Franchise fees	$ **112,240**	$ 102,240
Accumulated amortization	**(51,386)**	(44,308)
Franchise fees, net	$ **60,854**	$ 57,932

NOTE 4 — ACQUIRED INTANGIBLE ASSETS (CONTINUED)

Amortization expense for franchise fees for the years ended December 31, 2011 and 2010 was $7,078 and $5,411, respectively.

December 31,	2011	2010
Goodwill	$ **756,390**	$ 756,390
Accumulated impairment	**—**	—
Goodwill	$ **756,390**	$ 756,390

The Company did not impair goodwill as a result of its annual impairment tests in the fiscal years ended December 31, 2011 and 2010. Additionally, the Company did not become aware of any changes in circumstances or events that would cause management to believe that goodwill impairment was going to occur in the future. However, there can be no assurances that goodwill will not be impaired at any time in the future.

Total amortization expense for the years ended December 31, 2011 and 2010 was $110,996 and $139,528, respectively.

The combined aggregate estimate amortization expense of intangible assets during each of the five years subsequent to December 31, 2011, is as follows:

For the years ended December 31,	
2012	$ 101,615
2013	101,112
2014	95,611
2015	91,929
2016	86,500
Thereafter	589,503
Total	$ 1,066,270

NOTE 5 — LINES OF CREDIT AND NOTES PAYABLE

The Company has a $200,000 revolving line of credit of which $0 and $0 was outstanding at December 31, 2011 and 2010, respectively. The line of credit expires in April, 2012 and is expected to be extended at its maturity date. The line of credit carries a variable interest rate equal to the Wall Street prime rate plus .5%. Interest is due and payable monthly. The line of credit is unsecured.

NOTE 5 — LINES OF CREDIT AND NOTES PAYABLE (CONTINUED)

The Company also has a $1,000,000 revolving line of credit of which $0 and $0 was outstanding at December 31, 2011 and 2010, respectively. The line of credit expires in October, 2012 and is expected to be extended at its maturity date. The line of credit carries a variable interest rate equal to the lender's commercial base rate plus 1%, but not less than 4.75%. Interest is due and payable monthly. The line of credit is collateralized by receivables, inventory, equipment, and real estate at eight stores.

The Company also has a $500,000 revolving line of credit of which $0 and $0 was outstanding at December 31, 2011 and 2010, respectively. The line of credit expires in October 2012 and is expected to be extended at its maturity date. The line of credit carries a variable interest rate equal to the lender's commercial base rate, but not less than 4%. Interest is due and payable monthly. The line of credit is unsecured.

Notes payable are summarized as follows:

December 31,	2011	2010
Note to finance company, interest at 9.90%, collateralized by real estate, improvements, and equipment, monthly payments of $19,746, matures February 2016.	**$ 519,215**	$ 829,596
Note to bank, interest at bank's prime rate, collateralized by receivables, inventory, leasehold improvements, and equipment, monthly principal payments of $10,417 plus interest, matures February 2014.	**270,833**	395,833
Note to bank, interest at bank's prime rate, collateralized by receivables, inventory, leasehold improvements, and equipment, monthly principal payments of $6,679 plus interest, matures February 2014.	**173,642**	253,785
Note to bank, interest at 30 day LIBOR plus 2.25%, collateralized by receivables, inventory, leasehold improvements, and equipment, monthly principal payments of $14,000 plus interest, matures August 2012.	**88,627**	256,627
Note to bank, interest at 1.00% below the bank's prime rate, collateralized by all business assets of store #95, monthly payments of $10,475, matures May 2016.	**496,577**	609,540

NOTE 5 — LINES OF CREDIT AND NOTES PAYABLE (CONTINUED)

December 31,	2011	2010
Note to bank, interest at .35% above the bank's prime rate, collateralized by all personal property of six stores, monthly principal payments of $15,365 plus interest, matures February 2016.	**$ 768,252**	$ 952,632
Note to bank, interest at .5% below the bank's commercial base rate but not less than 4%, collateralized by real estate of store #97, monthly principal payments of $2,060 plus interest, matures May 2014.	**837,140**	861,860
Note to bank, interest at .5% below the bank's commercial base rate but not less than 4%, collateralized by all furniture, fixtures, and equipment of store #97, monthly principal payments of $8,850 plus interest, matures May 2016.	**468,149**	574,349
Note to bank, interest at the bank's commercial base rate but not less than 4%, collateralized by all furniture, fixtures, and equipment at the corporate office, monthly principal payments of $3,485 plus interest, matures February 2014.	**90,617**	132,440
Note to bank, interest at .5% below the bank's commercial base rate but not less than 4%, collateralized by real estate of store #96, monthly principal payments of $2,650 plus interest, matures July 2014.	**1,083,400**	1,115,200
Note to bank, interest at .5% below the bank's commercial base rate but not less than 4%, collateralized by all furniture, fixtures, and equipment of store #96, monthly principal payments of $8,850 plus interest, matures July 2016.	**485,850**	592,050
Note to bank, interest at the bank's commercial base rate but not less than 4%, collateralized by all furniture, fixtures, and equipment store #94, monthly principal payments of $4,596 plus interest, matures April 2014.	**128,683**	183,833

NOTE 5 — LINES OF CREDIT AND NOTES PAYABLE (CONTINUED)

December 31,	2011	2010
Note to bank, interest at 30 day LIBOR plus 4.25% but not less than 4.75%, collateralized by fixtures, machinery, equipment, furniture, furnishings, personal property, and real property of store #37, monthly principal payments of $5,799 plus interest, matures November 2021.	**$ 1,032,184**	$ —
Note to bank, interest at 30 day LIBOR plus 4.25% but not less than 4.75%, collateralized by fixtures, machinery, equipment, furniture, furnishings, personal property, and real property of store #37, monthly principal payments of $11,905 plus interest, matures July 2018.	**928,571**	—
Total	**7,371,740**	6,757,745
Amount due in one year	**1,278,099**	1,198,604
Amount due in future years	**$ 6,093,641**	$ 5,559,141

The aggregate repayment of notes payable during each of the five years subsequent to December 31, 2011, is as follows:

For the years ending December 31,	Amount
2012	$ 1,278,099
2013	1,203,072
2014	2,726,286
2015	875,356
2016	390,382
Thereafter	898,545
Total	$ 7,371,740

The Company has entered into borrowings as described above that are collateralized by a security interest in the Company's receivables. The receivables had a carrying amount of $1,607,903 and $1,405,844 at December 31, 2011 and 2010, respectively.

NOTE 6 — OBLIGATIONS UNDER NON-CANCELLABLE OPERATING LEASES

The Company leases all but nine of its stores under non-cancellable operating leases. The terms of these leases range from 5 years to 20 years, with expiration dates ranging from March, 2012 to March, 2024. Most of these leases contain renewal options whereby the Company can extend the lease if it so chooses. Future minimum lease payments due under these leases consist of the following at December 31, 2011:

For the years ending December 31,	Amount
2012	$ 2,502,844
2013	2,296,112
2014	2,014,205
2015	1,695,386
2016	1,305,743
Thereafter	5,958,389
Total	$ 15,772,679

Rent expense under all store operating leases for the years ended December 31, 2011 and 2010 was $2,675,114 and $2,748,846, respectively.

NOTE 7 — RELATED PARTIES

The Company leases five stores from entities owned by the family members who are directors of the Company under non-cancellable operating leases. These leases are included in the amounts described under operating leases at Note 6. These leases are for a term of fifteen years, with two renewal options of five years each. Future minimum lease payments due under these leases consist of the following at December 31, 2011:

For the years ending December 31,	Amount
2012	$ 240,600
2013	152,600
2014	151,500
2015	151,800
2016	47,400
Thereafter	96,600

Total	$	840,500

Rent expense under these leases for the years ended December 31, 2011 and 2010, was $240,600 and $224,650, respectively.

NOTE 8 — COMMON CONTROL

The Company's owners also control other companies whose operations are interrelated with those of the Company. The existence of this control could result in operating results or financial position of the Company significantly different from those that would have been obtained if the companies were autonomous. Material transactions with these other companies have been disclosed in Note 6.

NOTE 9 — SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

Cash was paid during the year indicated for:

Years ended December 31,		2011		2010
Interest	$	**322,417**	$	388,591

NOTE 10 — CONCENTRATION OF CREDIT RISK

The Company maintains cash balances at several financial institutions in the states of Florida and Georgia. The balances are insured by the Federal Deposit Insurance Corporation up to $250,000 if interest bearing and are fully insured if noninterest-bearing.

At December 31, 2011 and 2010, the Company's uninsured cash balances totaled $254,909 and $971,757, respectively.

NOTE 11 — COMMITMENTS AND CONTINGENCIES

The Company maintains surety bonds in the amount of $172,525 to cover utility deposits.

NOTE 12 — EVENTS SUBSEQUENT TO THE DATE OF THE INDEPENDENT AUDITOR'S REPORT (UNAUDITED)

During the fourth quarter of 2012, the Company sold six of its convenience stores along with the related equipment, with a net book value of approximately $2.5 million, for approximately $2.5 million.

On December 21, 2012, the Company was acquired by Lehigh Gas Partners, LP. The aggregate purchase price paid for the Company was $43 million, subject to certain post-closing adjustments.

Supplementary Information

Years ended December 31,		2011		2010
Advertising	$	**152,290**	$	161,308
Bank charges		**26,874**		27,349
Cash short		**116,138**		100,326
Coupons redeemed		**60,827**		73,012
Credit card fees		**2,921,074**		2,433,172
Equipment rental		**229,009**		213,052
Insurance		**607,386**		660,617
Inventory audits		**167,589**		224,719
Inventory shortages		**326,422**		384,191
Labor		**7,427,681**		7,171,685
Lottery short		**25,920**		66,130
Miscellaneous		**2,399**		10,009
Payroll taxes		**735,131**		657,382
Pre-employment testing		**22,604**		24,825
Rent		**2,675,114**		2,748,846
Repairs and maintenance		**1,295,394**		1,347,733

Returned checks	**10,791**	17,408
Robberies	**7,239**	4,387
Spoilage	**43,511**	48,248
Supplies	**509,393**	458,476
Taxes and licenses	**434,938**	455,710
Telephone	**82,468**	84,437
Utilities	**1,790,054**	1,840,341
Total operating expenses	**$ 19,670,246**	$ 19,213,363

See independent auditor's report

Schedules of Administrative Expenses

Years ended December 31,	**2011**	**2010**
Accounting and legal	**$ 88,755**	$ 82,755
Advertising	**24,956**	8,149
Automobile	**70,081**	50,541
Bank charges	**21,897**	18,446
Business meals	**2,369**	1,812
Donations	**3,200**	3,291
Dues and subscriptions	**10,299**	10,754
Equipment rental	**23,065**	24,431
Health insurance	**313,763**	311,848
Workers' compensation insurance	**6,004**	5,083
Miscellaneous	**265,255**	305,604
Payroll taxes	**132,930**	117,004
Penalties	**—**	562
Postage and freight	**17,740**	19,845
Professional fees	**78,951**	108,232
Repairs and maintenance	**71,725**	73,646
Rent	**70,317**	29,637
Salaries	**2,031,416**	1,959,361
Seminars and conventions	**5,024**	4,167
Supplies	**124,091**	74,521
Taxes and licenses	**42,498**	18,020
Telephone	**31,260**	33,334
Travel	**29,209**	27,460
Uniforms	**10,979**	15,345
Utilities	**20,884**	16,103
Total administrative expenses	**$ 3,496,668**	$ 3,319,951

See independent auditor's report

Exhibit 99.2

Express Lane, Inc.

Financial Statements

As of September 30, 2012 and December 31, 2011 and for the Nine Months Ended September 30, 2012 and 2011

Express Lane, Inc.
Table of Contents
As of September 30, 2012 and December 31, 2011 and for the Nine Months Ended September 31, 2012 and 2011

Financial Statements (unaudited)

Express Lane, Inc.

Balance Sheets
(unaudited)

	September 30, 2012	December 31, 2011
Assets		
Current assets		
Cash and cash equivalents	$ **1,448,600**	$ 2,285,169
Receivables, net	**2,272,414**	1,467,855
Inventories	**5,801,617**	5,216,009
Prepaid insurance	**347,637**	131,173
Property held for sale	**492,407**	377,771
Total current assets	**10,362,675**	9,477,977
Property and equipment		
Land	**4,211,070**	3,224,852
Buildings	**6,354,131**	5,255,707
Leasehold improvements	**4,230,786**	4,145,168
Equipment	**29,459,353**	28,279,197
Construction in progress	**33,872**	655,561
	44,289,212	41,560,485
Less accumulated depreciation	**(14,335,349)**	(12,717,495)
Property and equipment, net	**29,953,863**	28,842,990
Other assets		
Receivables, net	—	140,048
Deposits	**25,324**	25,324
Lease acquisition costs, net	**906,278**	966,771
Loan costs, net	**16,226**	38,645
Franchise fees, net	**62,339**	60,854
Goodwill	**756,390**	756,390
Total other assets	**1,766,557**	1,988,032
Total assets	$ **42,083,095**	$ 40,308,999

(Continued)

See accompanying notes to financial statements

Balance Sheets (Continued)
(unaudited)

	September 30, 2012	December 31, 2011
Liabilities and stockholders' equity		
Current liabilities		
Line of credit	**$ 304,588**	$ —
Current maturities of notes payable	**976,185**	1,278,099
Accounts payable	**8,557,134**	7,041,914
Other accrued expenses	**640,929**	222,684
Agency obligations	**479,618**	676,154
Total current liabilities	**10,958,454**	9,218,851
Other liabilities		
Notes payable, less current maturities	**4,828,842**	6,093,641
Accrued rent expense	**977,552**	629,796
Total other liabilities	**5,806,394**	6,723,437
Total liabilities	**16,764,848**	15,942,288
Stockholders' equity		
Common stock		
$10 par value, voting, 100 shares authorized, 62 shares issued and outstanding	**620**	620
$10 par value, nonvoting, 9,900 shares authorized, 4,900 shares issued and outstanding	**49,000**	49,000
Additional paid-in capital	**272,910**	272,910
Retained earnings	**24,995,717**	24,044,181
Total stockholders' equity	**25,318,247**	24,366,711
Total liabilities and stockholders' equity	**$ 42,083,095**	$ 40,308,999

See accompanying notes to financial statements

Statements of Comprehensive Income and Retained Earnings
(unaudited)

Nine months ended September 30,	2012	2011
Revenues		
Gasoline	**$ 132,184,997**	$ 126,606,543
Merchandise	**41,972,083**	40,287,708
Fast food	**5,474,251**	4,997,771
Other	**2,891,420**	2,165,378
Total revenues	**182,522,751**	174,057,400
Cost of sales		
Gasoline	**126,629,494**	119,294,992
Merchandise	**30,392,320**	28,734,396
Fast food	**2,364,372**	2,107,212
Total cost of sales	**159,386,186**	150,136,600
Gross profit	**23,136,565**	23,920,800
Expenses		
Operating	**16,460,880**	15,198,278
Administrative	**2,487,214**	2,700,077
Depreciation and amortization	**1,637,293**	1,521,392
Interest	**314,621**	230,434

Environmental	**41,748**	173,553
(Gain)Loss on disposal of assets	**(2,469)**	47,447
Total expenses	**20,939,287**	19,871,181
Net and comprehensive income	**2,197,278**	4,049,619
Retained earnings, beginning of period	**24,044,181**	21,033,623
Stockholder distributions	**(1,245,742)**	(1,039,998)
Retained earnings, end of period	**$ 24,995,717**	$ 24,043,244

See accompanying notes to financial statements

Statements of Cash Flows
(unaudited)

Nine Months ended September 30,	2012	2011
Operating activities		
Net income	**$ 2,197,278**	$ 4,049,619
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	**1,637,293**	1,521,392
(Gain) Loss on disposal of assets	**(2,469)**	47,447
Changes in operating assets and liabilities		
Receivables	**(664,511)**	(104,516)
Inventories	**(585,608)**	(526,879)
Prepaid insurance and other assets	**(195,530)**	8,891
Accounts payable	**1,515,220**	1,688,008
Other accrued expenses	**418,245**	418,837
Agency obligations	**(196,536)**	(201,640)
Accrued rent expense	**347,756**	5,026
Net cash provided by operating activities	**4,471,138**	6,906,185
Investing activities		
Purchase of property and equipment	**(2,801,440)**	(4,244,237)
Proceeds from disposal of property and equipment	**1,600**	707,100
Other investing activities	**—**	(4,279)
Net cash (used by) investing activities	**(2,799,840)**	(3,541,416)
Financing activities		
Line of credit	**304,588**	—
Principal payments on notes payable	**(1,566,713)**	(1,098,244)
Proceeds from notes payable	**—**	1,408,613
Distributions paid	**(1,245,742)**	(1,039,998)
Net cash (used by) financing activities	**(2,507,867)**	(729,629)
Net change in cash and cash equivalents	**(836,569)**	2,635,140
Cash and cash equivalents, beginning of period	**2,285,169**	1,349,155
Cash and cash equivalents, end of period	**$ 1,448,600**	$ 3,984,295

See accompanying notes to financial statements

Notes to Financial Statements
(unaudited)

NOTE 1 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Business

Express Lane, Inc. (the "Company") was formed in 1984 under the laws of the State of Florida. As of September 30, 2012, the Company operates fifty-one (51) convenience stores located throughout Northwest Florida and Southern Georgia. The stores sell gasoline, fast foods, and grocery items. Substantially all of its revenue is derived from cash sales.

The condensed consolidated financial statements as of September 30, 2012 and for the nine-month period ended September 30, 2012 and 2011 are unaudited, and in the opinion of management include all adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation of the results for the interim periods. The consolidated balance sheet as of December 31, 2011 was derived from the Company's annual audited financial statements for fiscal year 2011. Accordingly, they do not include all of the information and footnotes required by U.S. Generally Accepted Accounting Principles ("U.S GAAP") for complete financial statements and should be read in conjunction with the financial statements and notes in the Company's annual audited statements for fiscal year 2011. The results reported in these financial statements should not necessarily be taken as indicative of results that may be expected for the entire fiscal year.

Use of Estimates

The presentation of financial statements in conformity with accounting principles generally accepted in the United States of America 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 statement and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Fair Value of Financial Instruments

The Company's assets and liabilities are reported at fair value in the financial statements. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Although the Company believes its valuation methods are appropriate and consistent with other market indicators, the use of different methodologies or assumptions to determine the fair value of certain assets and liabilities could result in a different fair value measurement at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels:

- Level 1: Observable inputs such as quoted prices in active markets;
- Level 2: Inputs, other than quoted prices in active markets that are observable either directly or indirectly; and;
- Level 3: Unobservable inputs for which there is little or no market data, which requires the Company to develop assumptions.

NOTE 2 — INVENTORIES

Inventories consisted of the following September 30, 2012 and December 31, 2011:

	2012	2011
Merchandise	**$ 3,378,187**	$ 3,322,510
Fast food	**88,866**	95,652
Gasoline	**2,334,564**	1,797,847
Total inventories	**$ 5,801,617**	$ 5,216,009

NOTE 3 — ACQUIRED INTANGIBLE ASSETS

Acquired intangible assets consisted of the following at September 30, 2012 and December 31, 2011:

	2012	2011
Lease acquisition costs	**$ 1,949,000**	$ 1,949,000
Accumulated amortization	**(1,042,722)**	(982,229)
Lease acquisition costs, net	**$ 906,278**	$ 966,771

Amortization expense for lease acquisition costs for the nine months ended September 30, 2012 was $60,493.

	2012	2011
Goodwill	**$ 756,390**	$ 756,390
Accumulated impairment	**—**	—
Goodwill	**$ 756,390**	$ 756,390

The Company did not impair goodwill as a result of its annual impairment tests in the nine months ended September 30, 2012. Additionally, the Company did not become aware of any changes in circumstances or events that would cause management to believe that goodwill impairment was going to occur in the future. However, there can be no assurances that goodwill will not be impaired at any time in the future.

The combined aggregate estimate amortization expense of intangible assets during each of the five years subsequent to December 31, 2011, is as follows:

For the years ended December 31,		
2012	$	101,615
2013		101,112
2014		95,611
2015		91,929
2016		86,500
Thereafter		589,503
Total	$	1,066,270

NOTE 4— LINES OF CREDIT AND NOTES PAYABLE

The Company has a $750,000 revolving line of credit of which $304,588 was outstanding at September 30, 2012. The line of credit expires in September 2013 and is expected to be extended at its maturity date. The line of credit carries a variable interest rate equal to the lender's commercial base rate plus .6%, but not less than 4.75%. Interest is due and payable monthly. The line of credit is collateralized by receivables, inventory, equipment, and real estate at eight stores.

The Company also had a $200,000 revolving line of credit of which $0 was outstanding at December 31, 2011. The line of credit expired in April 2012. The line of credit carried a variable interest rate equal to the Wall Street prime rate plus .5%. Interest was due and payable monthly. The line of credit was unsecured.

The Company also had a $1,000,000 revolving line of credit of which $0 was outstanding at December 31, 2011. The line of credit was replaced in September 2012. The line of credit carried a variable interest rate equal to the lender's commercial base rate plus 1%, but not less than 4.75%. Interest was due and payable monthly. The line of credit was collateralized by receivables, inventory, equipment, and real estate at eight stores.

The Company also had a $500,000 revolving line of credit of which $0 was outstanding at December 31, 2012. The line of credit expired in October 2012. The line of credit carried a variable interest rate equal to the lender's commercial base rate, but not less than 4%. Interest was due and payable monthly. The line of credit was unsecured.

Notes payable are summarized as follows at September 30, 2012 and December 31, 2011:

		2012		2011
Note to finance company, interest at 9.90%, collateralized by real estate, improvements, and equipment, monthly payments of $19,746, matures February 2016.	**$**	**—**	$	519,215
Note to bank, interest at bank's prime rate, collateralized by receivables, inventory, leasehold improvements, and equipment, monthly principal payments of $10,417 plus interest, matures February 2014.		**177,083**		270,833
Note to bank, interest at bank's prime rate, collateralized by receivables, inventory, leasehold improvements, and equipment, monthly principal payments of $6,679 plus interest, matures February 2014.		**113,535**		173,642

Note to bank, interest at 30 day LIBOR plus 2.25%, collateralized by receivables, inventory, leasehold improvements, and equipment, monthly principal payments of $14,000 plus interest, matures August 2012.	**$**	**—**	$	88,627
Note to bank, interest at 1.00% below the bank's prime rate, collateralized by all business assets of store #95, monthly payments of $10,475, matures May 2016.		**410,169**		496,577
Note to bank, interest at .35% above the bank's prime rate, collateralized by all personal property of six stores, monthly principal payments of $15,365 plus interest, matures February 2016.		**629,967**		768,252
Note to bank, interest at .5% below the bank's commercial base rate but not less than 4%, collateralized by real estate of store #97, monthly principal payments of $2,060 plus interest, matures May 2014.		**818,600**		837,140
Note to bank, interest at .5% below the bank's commercial base rate but not less than 4%, collateralized by all furniture, fixtures, and equipment of store #97, monthly principal payments of $8,850 plus interest, matures May 2016.		**388,499**		468,149
Note to bank, interest at the bank's commercial base rate but not less than 4%, collateralized by all furniture, fixtures, and equipment at the corporate office, monthly principal payments of $3,485 plus interest, matures February 2014.		**—**		90,617
Note to bank, interest at .5% below the bank's commercial base rate but not less than 4%, collateralized by real estate of store #96, monthly principal payments of $2,650 plus interest, matures July 2014.		**1,059,550**		1,083,400

Note to bank, interest at .5% below the bank's commercial base rate but not less than 4%, collateralized by all furniture, fixtures, and equipment of store #96, monthly principal payments of $8,850 plus interest, matures July 2016.	**406,200**	485,850
Note to bank, interest at the bank's commercial base rate but not less than 4%, collateralized by all furniture, fixtures, and equipment store #94, monthly principal payments of $4,596 plus interest, matures April 2014.	**—**	128,683
Note to bank, interest at 30 day LIBOR plus 4.25% but not less than 4.75%, collateralized by fixtures, machinery, equipment, furniture, furnishings, personal property, and real property of store #37, monthly principal payments of $5,799 plus interest, matures November 2021.	**979,995**	1,032,184

Note to bank, interest at 30 day LIBOR plus 4.25% but not less than 4.75%, collateralized by fixtures, machinery, equipment, furniture, furnishings, personal property, and real property of store #37, monthly principal payments of $11,905 plus interest, matures July 2018.	**821,429**	928,571
Total	**5,805,027**	7,371,740
Amount due in one year	**976,185**	1,278,099
Amount due in future years	**$ 4,828,842**	$ 6,093,641

NOTE 5 — RELATED PARTIES

The Company leases five stores from entities owned by the family members who are directors of the Company under non-cancellable operating leases. These leases are included in the amounts described under operating leases at Note 6. These leases are for a term of fifteen years, with two renewal options of five years each. Future minimum lease payments due under these leases consist of the following at December 31, 2011:

For the years ending December 31,	Amount
2012	$ 240,600
2013	152,600
2014	151,500
2015	151,800
2016	47,400
Thereafter	96,600
Total	$ 840,500

Rent expense under these leases for the nine months ended September 30, 2012 and 2011, was $204,250 and $180,450, respectively.

NOTE 6 — COMMON CONTROL

The Company's owners also control other companies whose operations are interrelated with those of the Company. The existence of this control could result in operating results or financial position of the Company significantly different from those that would have been obtained if the companies were autonomous. Material transactions with these other companies have been disclosed in Note 5.

NOTE 7 — SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

Cash was paid during the year indicated for:

Nine Months ended September 30,	2012	2011
Interest	**$ 315,315**	$ 235,479

NOTE 8 - SUBSEQUENT EVENTS

During the fourth quarter of 2012, the Company sold 6 of its convenience stores along with the related equipment, with a net book value of approximately $2.5 million, for approximately $2.5 million.

On December 21, 2012, Lehigh Gas Partners LP announced today it had completed the acquisition of the Company. The aggregate purchase price for the Company was $43 million, subject to certain post closings adjustments.

In preparation of its consolidated financial statements, the Company completed an evaluation of the impact of any other subsequent events through the date these financial statements were able to be issued. No other subsequent event requiring disclosure in or adjustment to these financial statements was noted, other than those disclosed above.

Unaudited Pro Forma Condensed Combined Financial Statements of Lehigh Gas Partners LP.

On December 21, 2012, Lehigh Gas Wholesale Services, Inc. (the "Express Lane Purchaser"), a wholly-owned subsidiary of Lehigh Gas Partners LP (the "Partnership"), entered into a Stock Purchase Agreement (the "Express Lane Stock Purchase Agreement") with James E. Lewis, Jr., Lida N. Lewis, James E. Lewis, III and Reid D. Lewis (collectively, the "Express Lane Sellers"), pursuant to which the Express Lane Sellers agreed to sell to the Express Lane Purchaser all of the outstanding capital stock (collectively, the "Express Lane Shares") of Express Lane, Inc. ("Express Lane"), the owner and operator of various retail convenience stores, which include the retail sale of motor fuels and quick service restaurants, at various locations in Florida. In connection with the purchase of the Express Lane Shares, the Express Lane Purchaser agreed to acquire thirty-nine motor fuel service stations, one as a fee simple interest and thirty-eight as leasehold interests.

In connection with the purchase of the Express Lane Shares, on December 21, 2012, LGP Realty Holdings LP, a wholly-owned subsidiary of the Partnership ("LGP-R"), entered into a Purchase and Sale Agreement (the "Express Lane Purchase and Sale Agreement" and, together with the Express Lane Stock Purchase Agreement, the "Express Lane Agreements") with Express Lane. Under the Express Lane Purchase and Sale Agreement, LGP-R agreed to acquire from Express Lane, prior to the Express Lane Purchaser's acquisition of the Express Lane Shares, an additional fee simple interest in six properties and two fueling agreements (collectively, the "Express Lane Property").

On December 21, 2012, LGP-R completed the acquisition of the Express Lane Property from the Express Lane Sellers, as contemplated by the Express Lane Purchase and Sale Agreement. In addition, on December 22, 2012, the Express Lane Purchaser completed (the "Express Lane Closing") the acquisition of the Express Lane Shares from the Express Lane Sellers, as contemplated by the Express Lane Stock Purchase Agreement.

Under the Express Lane Agreements, the aggregate purchase price (the "Express Lane Purchase Price") for the Express Lane Property and the Express Lane Shares is $43,000,000, subject to certain post-closing adjustments. Of the Express Lane Purchase Price, the Express Lane Purchaser paid an aggregate of $41,868,500 to the Express Lane Sellers and placed an aggregate of $1,754,849 into escrow, of which $1,000,000 has been placed into escrow to fund any indemnification or similar claims made under the Express Lane Agreements by the parties thereto, and $131,500 has been placed into escrow pending the completion by the Express Lane Sellers of certain environmental remediation measures. In addition to the Express Lane Purchase Price, the Express Lane Purchaser also placed $623,349 (the "Tax Escrow") into escrow to indemnify the Express Lane Sellers for certain tax obligations resulting from the sale of the Express Lane Property.

The acquisition has been accounted for as a business combination (in accordance with ASC 805 *Business Combinations*), and as such the Express Lane, Inc. assets acquired and liabilities assumed have been recorded at their respective fair values. The determination of fair value for the identifiable tangible and intangible assets acquired and liabilities assumed requires extensive use of accounting estimates and judgments. Significant estimates and assumptions include, but are not limited to: estimating future cash flows and determining the appropriate discount rate. The estimated fair values of the assets acquired and liabilities assumed at the Acquisition Date (in thousands) included in the unaudited pro forma condensed combined financial statements is provisional.

The Unaudited Pro Forma Condensed Combined Balance Sheet as of September 30, 2012 gives effect to the Express Lane, Inc. acquisition as if it had been consummated on September 30, 2012 and includes historical data as reported by the separate companies as well as adjustments that give effect to events that are directly attributable to the Express Lane, Inc. acquisition and that are factually supportable. The Unaudited Pro Forma Condensed Combined Statements of Operations for the year ended December 31, 2011 and for the nine months ended September 30, 2012 give effect to the Express Lane, Inc. acquisition as if it had been consummated on January 1 of each respective period and includes historical data as reported by the separate companies as well as adjustments that give effect to events that are directly attributable to the Express Lane, Inc. acquisition, are expected to have a continuing impact, and that are factually supportable.

The pro forma adjustments reflecting the consummation of the Express Lane, Inc. acquisition are based upon the acquisition method of accounting in accordance with GAAP and upon the assumptions set forth in the notes included in this section. The Statements have been prepared based on available information, using estimates and assumptions that our management believes are reasonable. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets

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and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates and assumptions are preliminary and have been made solely for purposes of developing this unaudited pro forma combined condensed financial information. The unaudited pro forma combined condensed balance sheet has been adjusted to reflect the allocation of the purchase price to identifiable net assets acquired and of the excess purchase price to goodwill.

The Statements do not purport to represent the actual results of operations that would have occurred if the acquisition had taken place on the date specified. The Statements are not necessarily indicative of the results of operations that may be achieved in the future. The Statements do not reflect any adjustments for the effect of non-recurring items or operating synergies that we may realize as a result of the acquisition. The Statements include certain reclassifications to conform the historical financial information of Express Lane, Inc. to our presentation. Additionally, the Partnership disposed of the retail merchandise operations shortly after the closing of this transaction. The proforma financial statements have not been adjusted to reflect this.

The assumptions used and adjustments made in preparing the Statements are described in the Notes, which should be read in conjunction with the Statements. The Statements and related Notes contained herein should be read in conjunction with the consolidated financial statements and related notes included in our Registration Statement on Form S-1 filed with the SEC on May 11, 2012 and the information included in subsequent amendments and other filings and our Quarterly Report on Form 10-Q for the quarter ended September 30, 2012. The Statements and related Notes contained herein should be read in conjunction with the financial statements and related notes included in Express Lane, Inc. financial statements for the year ended December 31, 2011 and Express Lane, Inc. financial statements for the nine months ended September 30, 2012 and 2011, filed as Exhibit 99.1 and 99.2, respectively in this Form 8-K/A.

Lehigh Gas Partners, LP

Lehigh Gas Entities (Predecessor)
Unaudited Proforma Condensed Combined Statement of Comprehensive Income
For the Year Ended December 31, 2011
(Amounts in thousands)
(unaudited)

	Historical Lehigh Gas Entities	Historical Express Lane, Inc.	Proforma Adjustments	Notes	Proforma Combined
Revenue from fuel sales	$ 1,242,040	$ 162,330			$ 1,404,370
Revenue from fuel sales to affiliates	365,106	—			365,106
Rental income	12,748	—			12,748
Rental income to affiliates	7,792	—			7,792
Revenues from retail merchandise and other	1,389	61,285			62,674
Total revenues	1,629,075	223,615	—		1,852,690
Cost of revenues from fuel sales	1,209,719	153,560			1,363,279
Cost of revenues from fuel sales to affiliates	359,005				359,005
Cost of revenues for retail merchandise and other	1,068	39,898			40,966
Rent expense	9,402	2,675			12,077
Operating expenses	6,634	17,386			24,020
Depreciation and amortization	12,073	2,179	2,175	A	16,427
Selling, general and administrative expenses	12,709	3,497			16,206
(Gain) loss on sale of assets	(3,188)	47			(3,141)
Total costs and operating expenses	1,607,422	219,242	2,175		1,828,839
Operating income	21,653	4,373	(2,175)		23,851
Interest expense, net	(12,140)	(322)	(924)	B	(13,386)
Other income, net	1,245		—		1,245
(Loss) income from continuing operations	10,758	4,051	(3,099)		11,710
Income from discontinued operations	(848)				(848)
Net and comprehensive (loss) income	$ 9,910	$ 4,051	$ (3,099)		$ 10,862

Lehigh Gas Partners, LP
Lehigh Gas Entities (Predecessor)
Unaudited Proforma Condensed Combined Balance Sheet
September 30, 2012
(Amounts in thousands)
(unaudited)

	Historical Lehigh Gas Entities	Historical Express Lane, Inc.	Proforma Adjustments	Notes	Proforma Combined
Assets					
Current assets:					
Cash and cash equivalents	$ 926	$ 1,449	$ (2,000)	C	$ 375
Accounts receivable	4,118	2,272	—		6,390
Accounts receivable from affiliates	23,325	—	—		23,325
Inventories	—	5,802	—		5,802
Environmental indemnification asset - current portion	7,425	—	—		7,425
Notes receivable	675	—	—		675
Assets of operations held for sale	8,296	492	—		8,788
Other current assets	8,182	348	—		8,530
Total current assets	52,947	10,363	(2,000)		61,310
Property and equipment, net	218,538	29,954	4,250	D	252,742
Intangible assets, net	10,516	906	8,750	D	20,172
Goodwill	4,487	756	(701)	E	4,542
Environmental indemnification asset - noncurrent portion	11,604	—	—		11,604
Notes receivable	675	—	—		675
Deferred financing fees, net and other assets	4,480	104	(104)	F	4,480
Total assets	$ 303,247	$ 42,083	$ 10,195		$ 355,525
Liabilities and partners' capital/owners' (deficit) equity					
Current liabilities:					
Current portion of debt, net of discount	$ 9,715	$ 1,281	$ (1,281)	G	$ 9,715
Current portion of financing obligations	6,110	—	—		6,110
Accounts payable	25,059	8,557	—		33,616
Fuel taxes payable	9,748	—	—		9,748
Environmental reserve-current portion	7,733	—	—		7,733
Liabilities of operations held for sale	8,296	—	—		8,296
Accrued expenses and other current liabilities	5,203	1,121	—		6,324
Total current liabilities	71,864	10,959	(1,281)		81,542

Long-term debt	160,944	4,829	36,794	G	202,567
Long-term financing obligations	73,131	—	—		73,131
Manditorily redeemable preferred equity	12,000	—	—		12,000
Environmental reserve-noncurrent portion	14,539	—	—		14,539
Other long term liabilities	8,837	977	—		9,814
Total liabilities	341,315	16,765	35,513		393,593
Partners' capital		—	—		—
Owners' (deficit) equity	(38,068)	25,318	(25,318)	H	(38,068)
Total liabilities and partners' capital/owners' deficit	$ 303,247	$ 42,083	$ 10,195		$ 355,525

Lehigh Gas Partners, LP
Lehigh Gas Entities (Predecessor)
Unaudited Proforma Condensed Combined Statement of Comprehensive Income
For the Nine Months Ended September 30, 2012
(Amounts in thousands)
(unaudited)

	Historical Lehigh Gas Entities	Historical Express Lane, Inc.	Proforma Adjustments	Notes	Proforma Combined
Revenue from fuel sales	$ 782,663	$ 132,185			$ 914,848
Revenue from fuel sales to affiliates	518,073	—			518,073
Rental income	9,268	—			9,268
Rental income to affiliates	4,734	—			4,734
Revenues from retail merchandise and other	10	50,338			50,348
Total revenues	1,314,748	182,523	—		1,497,271
Cost of revenues from fuel sales	764,757	126,629			891,386
Cost of revenues from fuel sales to affiliates	507,473				507,473
Cost of revenues for retail merchandise and other	—	32,757			32,757
Rent expense	8,326	2,739			11,065
Operating expenses	5,022	13,764			18,786
Depreciation and amortization	11,952	1,637	1,631	A	15,220
Selling, general and administrative expenses	14,280	2,488			16,768
Gain on sale of assets	(3,119)	(2)			(3,121)
Total costs and operating expenses	1,308,691	180,012	1,631		1,490,334
Operating income	6,057	2,511	(1,631)		6,937
Interest expense, net	(10,281)	(314)	(620)	B	(11,215)
Other income, net	1,437				1,437
(Loss) income from continuing operations	(2,787)	2,197	(2,251)		(2,841)
Income from discontinued operations	549				549
Net and comprehensive (loss) income	$ (2,238)	$ 2,197	$ (2,251)		$ (2,292)

Lehigh Gas Partners LP

NOTES TO UNAUDITED PRO FORMA CONDENSED FINANICAL STATEMENTS

Note 1: Organization and basis of pro forma presentation

The Partnership is a Delaware limited partnership formed in December 2011. The General Partner is a limited liability company formed in December 2011 to act as the General Partner of the Partnership.

There have been no other transactions involving the Partnership as of September 30, 2012. On the October 30, 2012 (the "Closing Date"), the Partnership received the transfer from the Selected Lehigh Gas Entities (the "Predecessor Entity") of certain contributed assets, liabilities, operations and/or equity interests (the "Contributed Assets").

In its initial public offering on October 30, 2012, the Partnership sold an aggregate of 6,900,000 Common Units. The Partnership issued Common Units and subordinated units representing limited partner interests ("Subordinated Units") to the shareholders (or their assigns) of the Predecessor Entity in consideration of their transfer of the Contributed Assets.

As a result of the acquisition of the Contributed Assets in connection with the Offering, the Partnership is engaged in substantially the same business and revenue generating activities as the Predecessor Entity, principally: (i) distributing motor fuels (using unrelated third-party transportation services providers)—on a wholesale basis to sub-wholesalers, independent dealers, lessee dealers, LGO and other related entities, and others, and (ii) ownership interests in and/or leasehold ownership interests in gas stations and convenience stores ("Locations") and, in turn, generating rental-fee income revenue from the lease or subleases of the Locations to third-party operators.

The accompanying Predecessor Entity's unaudited pro forma condensed combined financial statements represent the financial statement combination of certain entities under common control (LGC, Energy Realty OP LP, EROP-Ohio Holdings, LLC, Lehigh-Kimber Petroleum Corporation, Lehigh-Kimber

Realty, LLC, Kwik Pik-Ohio LLC and Kwik Pik Realty-Ohio LLC).

LGC, a Delaware corporation, is one of the entities that comprise the Predecessor Entity and is the entity that has been in operation and under common control for the entirety of the periods presented in the unaudited proforma condensed combined financial statements. Accordingly, LGC is deemed to be the acquirer of the other entities included in the Predecessor Entity who were acquired during the periods presented in the unaudited proforma condensed combined financial statements and are included in the unaudited proforma condensed combined financial statements. During the periods covered by the unaudited proforma condensed combined financial statements, acquisitions have occurred of certain Locations and contractual rights to distribute motor fuels ("wholesale fuel supply agreements") to Independent Dealers who own or lease their retail Locations from unrelated third-parties.

On the Closing Date, the Predecessor Entity Contributed Assets and certain liabilities to the Partnership. The Partnership issued Common Units and Subordinated Units to the shareholders or their assigns of the Predecessor Entity in consideration of their transfer of the Contributed Assets to the Partnership. An entity ultimately controlled by the majority shareholder of the Predecessor Entity controls the General Partner that manages the Partnership's business. Accordingly, the accompanying unaudited proforma condensed combined financial statements are presented in accordance with SEC requirements for predecessor financial statements. The management of the Partnership has determined the presentation of the accompanying unaudited proforma condensed combined financial statements includes the most significant and relevant historical financial information representing the past performance of the Contributed Assets forming the Partnership and is therefore relevant financial information for its investors.

The accompanying unaudited proforma condensed combined financial statements exclude certain affiliate entities under common control during the periods presented, including LGO and other entities owned and/or operated by the equity-holders of the Predecessor Entity. These entities' assets, liabilities, operations and/or equity interests were not contributed to the Partnership. Additionally, certain liabilities, and certain assets and operations of the Predecessor Entity were also not contributed ("Non-Contributed Assets") to the Partnership as they did not fit the strategic and geographic plans of the Partnership. However, the Non-Contributed Assets, liabilities and operations are not significant, and are included in the accompanying unaudited proforma condensed combined financial statements.

The accompanying unaudited proforma condensed combined financial statements include the accounts of the Predecessor Entity. All significant intercompany balances and transactions have been eliminated in combination. The historical cost-based accounts of the Predecessor Entity, including revenues for rental income and contra-expense amounts for management fees, have been charged to other affiliated entities outside of the Predecessor Entity. Management has determined that the method of expense allocation used is reasonable and that these charges are reasonable. However, because of certain related-party relationships and transactions, these unaudited proforma condensed combined financial statements may not necessarily be indicative of the conditions that could have existed or results of operations that could have occurred if the Predecessor Entity had entered into similar arrangements with non-affiliated entities.

The accompanying unaudited pro forma combined condensed statement of comprehensive income for the year ended December 31, 2011 combines the year ended December 31, 2011 for the Predecessor Entity with the year ended December 31, 2011 for Express Lane, Inc. The unaudited pro forma combined condensed balance sheet combines the balance sheet of the Predecessor Entity as of September 30, 2012 with the balance sheet of Express Lane, Inc. as of September 30, 2012. The unaudited pro forma condensed combined statement of comprehensive income for the nine months ended September 30, 2012 combines the nine months ended September 30, 2012 for the Predecessor Entity with the nine months ended September 30, 2012 for Express Lane, Inc.

Certain amounts in Express Lane, Inc.'s historical statements of comprehensive income have been reclassified to conform to the Predecessor Entity's presentation.

Note 2: ProForma Adjustments

(A) Represents the estimate of the increase in depreciation and amortization expense associated with the initial recording of Express Lane's property and equipment and finite-lived intangible assets at fair value. The increase in depreciation and amortization expense is based on a preliminary allocation of purchase price to certain property and equipment and finite-lived intangible assets acquired. For purposes of the depreciation and amortization adjustment related to the incremental step-up in fair value, we consider the useful lives and related step-up in fair value of the property and equipment and intangible assets as follows:

	Step-up in Fair Value	Useful Life
Property and equipment	$ 4,250	10 years
Intangible assets	8,750	5 years
Total	13,000	

The determination of the useful lives is based upon, historical acquisition experience, economic factors, and future expected cash flows.

(B) This adjustment reflects the incremental interest expense effect of the debt associated with our borrowing under our credit facility, at 2.99%, utilized to fund a significant portion of the purchase price. This incremental interest expense is partially offset by the reduction in interest expense as a result of the payoff of the historical notes payable of Express Lane.

(C) Represents cash on hand used to fund a portion of the acquisition.

(D) Represents the initial estimates of the step-up in fair value for property and equipment and intangible assets. Such estimates are provisional and subject to change. Such changes could be significant.

(E) Represents the goodwill recorded in the transaction, based on the estimated opening balance sheet. Such estimates are provisional and subject to change. Such changes could be significant.

(F) Represents the write-off of the historical deferred financing costs of Express Lane.

(G) Represents the borrowing of approximately $41.6 million from our credit facility to fund a significant portion of the $43.6 million purchase price. This was partially offset by the paydown of the historical notes payable of Express Lane.

(H) Represents the elimination of the historical equity of Express Lane.