UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2014

OR

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

Commission file number: 001-31465

NATURAL RESOURCE PARTNERS L.P.

(Exact name of registrant as specified in its charter)

Delaware	**35-2164875**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

601 Jefferson Street, Suite 3600

Houston, Texas 77002

(Address of principal executive offices)

(Zip Code)

(713) 751-7507

(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 x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of accelerated filer , large accelerated filer , and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer	x	Accelerated Filer	¨
Non-accelerated Filer	¨ (Do not check if a smaller reporting company)	Smaller Reporting Company	¨

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

At November 7, 2014 there were 122,278,412 Common Units outstanding.

Table of Contents

TABLE OF CONTENTS

Table of Contents

Forward-Looking Statements

Statements included in this Quarterly Report on Form 10-Q are forward-looking statements. In addition, we and our representatives may from time to time make other oral or written statements that are also forward-looking statements.

Such forward-looking statements include, among other things, statements regarding:

- our business strategy;
- our financial strategy;
- prices of and demand for coal, hydrocarbons, aggregates and industrial minerals;
- estimated revenues, expenses and results of operations;
- the amount, nature and timing of capital expenditures;
- our ability to make acquisitions;
- our liquidity and access to capital;
- projected production levels by our lessees;
- OCI Wyoming s trona mining and soda ash refinery operations;
- our acquisition of VantaCore and the Kaiser-Francis assets;
- the impact of governmental policies, laws and regulations, as well as regulatory and legal proceedings involving us and of scheduled or potential regulatory or legal changes; and
- global and U.S. economic conditions.

These forward-looking statements speak only as of the date hereof and are made based upon management s current plans, expectations, estimates, assumptions and beliefs concerning future events impacting us and therefore involve a number of risks and uncertainties. We caution that forward-looking statements are not guarantees and that actual results could differ materially from those expressed or implied in the forward-looking statements.

You should not put undue reliance on any forward-looking statements. See Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2013 and Item 1A. Risk Factors in this Quarterly Report on Form 10-Q for important factors that could cause our actual results of operations or our actual financial condition to differ.

Table of Contents

Part I. Financial Information

Item 1. Financial Statements

NATURAL RESOURCE PARTNERS L.P.

CONSOLIDATED BALANCE SHEETS

(In thousands, except for unit information)

ASSETS

	September 30, 2014 (Unaudited)	December 31, 2013
Current assets:		
Cash and cash equivalents	$ 78,126	$ 92,513
Accounts receivable, net of allowance for doubtful accounts	33,954	33,737
Accounts receivable affiliates	10,547	7,666
Other	899	1,691
Total current assets	123,526	135,607
Land	24,338	24,340
Plant and equipment, net	22,839	26,435
Mineral rights, net	1,385,919	1,405,455
Intangible assets, net	58,696	66,950
Equity and other unconsolidated investments	262,414	269,338
Loan financing costs, net	9,841	11,502
Long-term contracts receivable affiliate	50,411	51,732
Other assets	560	497
Total assets	$ 1,938,544	$ 1,991,856

LIABILITIES AND PARTNERS CAPITAL

	September 30, 2014 (Unaudited)	December 31, 2013
Current liabilities:		
Accounts payable and accrued liabilities	$ 13,907	$ 8,659
Accounts payable affiliates	485	391
Current portion of long-term debt	80,983	80,983
Accrued incentive plan expenses current portion	6,535	8,341
Property, franchise and other taxes payable	5,764	7,830
Accrued interest	20,376	17,184
Total current liabilities	128,050	123,388
Deferred revenue	153,931	142,586
Accrued incentive plan expenses	6,887	10,526

Other non-current liabilities	9,712	14,341
Long-term debt	1,017,498	1,084,226
Partners capital:		
Common units outstanding: (111,351,722 and 109,812,408)	613,176	606,774
General partner s interest	10,212	10,069
Non-controlling interest	(650)	324
Accumulated other comprehensive loss	(272)	(378)
Total partners capital	622,466	616,789
Total liabilities and partners capital	$ 1,938,544	$ 1,991,856

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

Table of Contents

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands, except per unit data)

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
	(Unaudited)			
Revenues and other income:				
Coal related revenues	$ 65,193	$ 62,004	$ 172,927	$ 207,236
Aggregate related revenues	2,655	3,789	9,614	9,662
Oil and gas related revenues	9,601	3,886	37,481	9,742
Equity and other unconsolidated investment income	9,685	7,238	28,865	22,168
Property taxes	3,520	4,009	10,865	11,805
Other	955	1,311	2,727	2,760
Total revenues and other income	91,609	82,237	262,479	263,373
Operating expenses:				
Depreciation, depletion and amortization	18,621	17,852	49,618	50,025
Asset impairments			5,624	734
General and administrative	7,664	7,305	22,550	27,769
Property, franchise and other taxes	4,767	4,234	15,836	12,810
Oil and gas lease operating expenses	2,147	483	6,359	483
Transportation costs	354	455	1,238	1,242
Royalty payments	3,029	284	3,385	826
Total operating expenses	36,582	30,613	104,610	93,889
Income from operations	55,027	51,624	157,869	169,484
Other income (expense)				
Interest expense	(18,862)	(15,516)	(57,759)	(44,619)
Interest income	8	18	75	232
Income before non-controlling interest	36,173	36,126	100,185	125,097
Non-controlling interest				
Net income	$ 36,173	$ 36,126	$ 100,185	$ 125,097
Net income attributable to:				
General partner	$ 723	$ 723	$ 2,004	$ 2,502
Limited partners	$ 35,450	$ 35,403	$ 98,181	$ 122,595
Basic and diluted net income per limited partner unit	$ 0.32	$ 0.32	$ 0.89	$ 1.12
Weighted average number of units outstanding	111,244	109,812	110,504	109,507

Comprehensive income	$ 36,543	$ 36,167	$ 100,291	$ 125,243

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

5

Table of Contents

NATURAL RESOURCE PARTNERS L.P.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

	Nine Months Ended September 30, 2014	2013
	(Unaudited)	
Cash flows from operating activities:		
Net income	$ 100,185	$ 125,097
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, depletion and amortization	49,618	50,025
Gain on reserve swap	(5,690)	(8,149)
Equity and other unconsolidated investment income	(28,865)	(22,168)
Distributions of earnings from unconsolidated investments	32,225	24,113
Non-cash interest charge, net	2,145	1,454
Gain on sale of assets	(3)	(551)
Asset impairment	5,624	734
Change in operating assets and liabilities:		
Accounts receivable	(7,542)	9,477
Other assets	750	864
Accounts payable and accrued liabilities	1,623	792
Accrued interest	3,192	(2,598)
Deferred revenue	11,345	13,331
Accrued incentive plan expenses	(5,445)	(80)
Property, franchise and other taxes payable	(2,066)	(2,826)
Net cash provided by operating activities	157,096	189,515
Cash flows from investing activities:		
Acquisition of plant and equipment	(207)	
Acquisition of land, coal, other mineral rights and related intangibles	(768)	(38,303)
Oil and gas capital expenditures	(13,267)	
Acquisition of equity interests		(293,077)
Distributions from unconsolidated affiliates	3,633	48,833
Proceeds from sale of assets	5	559
Return on direct financing lease and contractual override	910	841
Net cash used in investing activities	(9,694)	(281,147)
Cash flows from financing activities:		
Proceeds from loans	2,000	547,020
Repayment of loans	(69,175)	(386,230)
Deferred financing costs		(9,061)

Proceeds from issuance of common units	24,826	75,000
Capital contribution by general partner	507	1,531
Costs associated with equity transactions	(601)	(60)
Distributions to partners	(119,346)	(186,317)
Net cash (used in) provided by financing activities	(161,789)	41,883
Net decrease in cash and cash equivalents	(14,387)	(49,749)
Cash and cash equivalents at beginning of period	92,513	149,424
Cash and cash equivalents at end of period	$ 78,126	$ 99,675
Supplemental cash flow information:		
Cash paid during the period for interest	$ 52,266	$ 45,716

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

Table of Contents

NATURAL RESOURCE PARTNERS L.P.

CONSOLIDATED STATEMENTS OF PARTNERS CAPITAL

(In thousands, except unit data)

(Unaudited)

	Common Units		General Partner	Non-Controlling Interest	Accumulated Other Comprehensive Income (Loss)	
	Units	**Amounts**	**Amounts**	**Amounts**		**Total**
Balance at December 31, 2013	109,812,408	$ 606,774	$ 10,069	$ 324	$ (378)	$ 616,789
Issuance of common units	1,539,314	24,826				24,826
Capital contribution			507			507
Cost associated with equity transactions		(601)				(601)
Distributions		(116,005)	(2,367)	(974)		(119,346)
Net income		98,181	2,004			100,185
Interest rate swap from unconsolidated investments					69	69
Loss on interest hedge					37	37
Comprehensive income					106	100,291
Balance at September 30, 2014	111,351,722	$ 613,176	$ 10,212	$ (650)	$ (272)	$ 622,466

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

7

Table of Contents

NATURAL RESOURCE PARTNERS L.P.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Presentation and Organization

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the nine months ended September 30, 2014 are not necessarily indicative of the results that may be expected for future periods.

You should refer to the information contained in the footnotes included in Natural Resource Partners L.P. s 2013 Annual Report on Form 10-K in connection with the reading of these unaudited interim consolidated financial statements.

Natural Resource Partners L.P. (the Partnership) engages principally in the business of owning, managing and leasing a diversified portfolio of mineral properties in the United States, including interests in coal, an equity investment in trona and soda ash, oil and gas, construction aggregates, frac sand and other natural resources. The Partnership s coal reserves are located in the three major U.S. coal-producing regions: Appalachia, the Illinois Basin and the Western United States, as well as lignite reserves in the Gulf Coast region. The Partnership does not operate any mines, but leases its reserves to experienced mine operators under long-term leases that grant the operators the right to mine and sell its reserves in exchange for royalty payments. The Partnership also owns and manages infrastructure assets that generate additional revenues, primarily in the Illinois Basin.

The Partnership owns various interests in oil and gas properties that are located in the Williston Basin, the Appalachian Basin, Louisiana and Oklahoma. The Partnership s interests in the Appalachian Basin, Louisiana and Oklahoma are minerals and royalty interests, while in the Williston Basin the Partnership owns non-operated working interests. The Partnership owns aggregate reserves located in a number of states across the country, some of which are leased to third party operators who mine and sell the reserves in exchange for royalty payments. In addition, the Partnership owns a 49% interest in OCI Wyoming LLC (OCI Wyoming), a trona ore mining operation and soda ash refinery in the Green River Basin, Wyoming. See Note 4. Equity and Other Investments for more information concerning this investment.

The general partner of the Partnership is NRP (GP) LP, a Delaware limited partnership, whose general partner is GP Natural Resource Partners LLC, a Delaware limited liability company.

2. Significant Accounting Policies Update

Reclassification

Certain reclassifications have been made to the Consolidated Statements of Comprehensive Income. Amounts relating to prior year s coal royalties, processing fees, transportation fees, minimums recognized as revenue, override royalties and other have been reclassified into a single line item Coal related revenues on this year s Consolidated Statements of Comprehensive Income. Amounts relating to prior year s aggregates royalties, processing fees, minimums recognized as revenue, override royalties and other have been reclassified into a single line item Aggregates related revenues on this year s Consolidated Statements of Comprehensive Income. The following is reclassification reconciliation:

	Three Months Ended September 30, 2013			Nine Months Ended September 30, 2013		
	As Reported	As Reclassified		As Reported	As Reclassified	
	Total	Coal Related Revenues	Aggregate Related Revenues	Total	Coal Related Revenues	Aggregate Related Revenues
	(In thousands) (Unaudited)					
Revenues:						
Coal royalties	$ 52,305	$ 52,305	$	$ 164,957	$ 164,957	$
Equity and other unconsolidated investment income	7,238			22,168		
Aggregate royalties	2,566		2,566	5,869		5,869
Processing fees	1,377	1,263	114	3,886	3,511	375
Transportation fees	4,742	4,742		13,499	13,499	
Oil and gas royalties	3,886			9,742		
Property taxes	4,009			11,805		
Minimums recognized as revenue	998	626	372	6,425	5,613	812
Override royalties	2,927	2,269	658	11,011	8,713	2,298
Other	2,189	799	79	14,011	10,943	308
Total revenues	$ 82,237	$ 62,004	$ 3,789	$ 263,373	$ 207,236	$ 9,662

Recent Accounting Pronouncements

In May 2014, the FASB amended revenue recognition topics and created a new topic relating to revenue recognition that will supersede existing guidance under U.S. GAAP. The core principle of the new guidance is to recognize revenue when promised goods or services are transferred to the customer and in an amount that reflects the consideration expected in exchange for those goods or services. To achieve this core principle, an entity should (1) identify the contract(s) with the customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract and (5) recognize revenue when each performance obligation is satisfied**.** The guidance also specifies the accounting for some costs to obtain or fulfill a contract with a customer. Disclosure requirements include sufficient qualitative and quantitative information to enable financial statement users to understand the nature, amount, timing and uncertainty of revenues and cash flows arising from contracts with customers. The new topic is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. The guidance allows for either full adoption or a modified retrospective adoption. The Partnership is currently evaluating the requirements to determine the impact, if any, of this new topic on its financial position, results of operations and cash flows.

Other accounting standards that have been issued by the FASB or other standards-setting bodies are not expected to have a material impact on the Partnership s financial position, results of operations or cash flows.

3. Recent Acquisitions

Sundance. On December 19, 2013, the Partnership completed the acquisition of non-operated working interests in oil and gas properties in the Williston Basin of North Dakota from Sundance Energy, Inc. for $29.4 million, following post-closing purchase price adjustments. The Partnership accounted for the transaction in accordance with the authoritative guidance for business combinations. During the third quarter of 2014, the Partnership finalized the determination of the fair value of the assets acquired and liabilities assumed in the acquisition, with no material adjustments. The assets acquired are included in Mineral rights in the accompanying Consolidated Balance Sheets.

Abraxas. On August 9, 2013, the Partnership completed the acquisition of non-operated working interests in oil and gas properties in the Williston Basin of North Dakota and Montana from Abraxas Petroleum for $38.0 million, following post-closing purchase price adjustments. The Partnership accounted for the transaction in accordance with the authoritative guidance for business combinations. During the second quarter of 2014, the Partnership finalized the determination of the fair values of the assets acquired and liabilities assumed in the acquisition, with no material adjustments. The assets acquired are included in Mineral rights on the accompanying Consolidated Balance Sheets.

Abraxas and Sundance combined revenues of $28.6 million and lease operating expenses of $6.4 million for the nine months ended September 30, 2014 are included in Oil and gas related revenues and Oil and gas lease operating expenses, respectively, in the accompanying Consolidated Statements of Comprehensive Income.

Table of Contents

4. Equity and Other Investments

The following summarized results of operations were taken from the OCI Wyoming-prepared unaudited financial statements.

Operating results:

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
	(In thousands) (Unaudited)			
Sales	$ 109,785	$ 105,567	$ 338,996	$ 324,559
Gross profit	$ 28,487	$ 20,545	$ 83,210	$ 63,860
Net income	$ 22,795	$ 16,323	$ 67,952	$ 53,281
Income allocation to NRP s equity interests	$ 11,170	$ 7,951	$ 33,300	$ 24,113
Less amortization of basis difference	(1,485)	(713)	(4,435)	(1,945)
Equity and other unconsolidated investment income	$ 9,685	$ 7,238	$ 28,865	$ 22,168

For both the three and nine months ended September 30, 2014, the Partnership derived 11% of its revenues and other income from its equity investment in OCI Wyoming. For the same periods of 2013, the Partnership derived 9% and 8%, respectively, of its revenues and other income from its equity investment in OCI Wyoming.

The terms of the OCI Wyoming acquisition agreement included provisions for the payment of contingent consideration to Anadarko Holding Company if OCI Wyoming achieves certain earnings results in 2013, 2014 or 2015. The Partnership projected that the contingency would be $15 million at December 31, 2013.

The Partnership s contingent consideration consists of the following:

	September 30, 2014 (In thousands) (Unaudited)
Contingent consideration, January 1, 2014	$ 15,000
Less: consideration paid during the period	(491)
Contingent consideration, end of the period	14,509
Less: current portion of contingent consideration	(4,900)
Long-term contingent consideration	$ 9,609

The current portion is included in Accounts payable and accrued liabilities and the long term portion is included in Other non-current liabilities on the accompanying Consolidated Balance Sheets.

In March 2014, Anadarko Holding Company (Anadarko) gave written notice to the Partnership that Anadarko believes the reorganization transactions that occurred at OCI Wyoming in July 2013 triggered an acceleration of the Partnership s obligation to pay the additional contingent consideration in full and demanded immediate payment of such amount. The Partnership does not believe the reorganization transactions triggered an obligation to pay the additional contingent consideration, and the Partnership will continue to engage in discussions with Anadarko to resolve the issue. However, if Anadarko were to prevail on such claim, the Partnership would be required to pay an amount to Anadarko in excess of the $15 million contingency described above up to the net present value of $50 million (the maximum amount of the additional contingent consideration). Any such additional amount would be considered to be additional acquisition consideration and added to Equity and other unconsolidated investments.

Table of Contents

5. Plant and Equipment

The Partnership s plant and equipment consist of the following:

	September 30, 2014	December 31, 2013
	(In thousands)	
	(Unaudited)	
Work in process	$ 207	$
Plant and equipment at cost	55,271	55,271
Less accumulated depreciation	(32,639)	(28,836)
Net book value	$ 22,839	$ 26,435

	Nine Months Ended September 30, 2014	2013
	(In thousands)	
	(Unaudited)	
Total depreciation expense on plant and equipment	$ 3,803	$ 4,698

6. Mineral Rights

The Partnership s mineral rights consist of the following:

	September 30, 2014	December 31, 2013
	(In thousands)	
	(Unaudited)	
Mineral rights	$ 1,918,570	$ 1,894,920
Less accumulated depletion and amortization	(532,651)	(489,465)
Net book value	$ 1,385,919	$ 1,405,455

	Nine Months Ended September 30, 2014	2013
	(In thousands)	
	(Unaudited)	
Total depletion and amortization expense on mineral rights	$ 43,185	$ 42,671

On April 7, 2014, one of the Partnership s lessees, James River Coal Company, filed for protection under Chapter 11 of the U.S. Bankruptcy Code. At end of the second quarter of 2014, the net book value of the Partnership s properties leased to James River was approximately $35 million, net of previously paid minimums. During the third quarter, certain of the leases, with a book value of $17 million net of previously paid minimums, were sold to Blackhawk Mining, which was already a lessee of the Partnership. Certain of the James River assets, some of which are subject to the Partnership s leases, are still in bankruptcy and are in the process of being sold. If those remaining Partnership leases are rejected in the bankruptcy or if mining operations on the Partnership s properties cease, the Partnership may determine that some or all of such properties are impaired. In the first nine months of 2014, those James River leases which remain in bankruptcy accounted for less than 1% of total revenues and other income, and for the year ended December 31, 2013, such leases represented less than 1% of total revenues and other income. The Partnership does not expect the resolution of the bankruptcy with regard to the remaining leases to have a material impact on its revenues and other income. The Partnership will continue to monitor these properties for potential impairment as the bankruptcy proceedings progress.

Table of Contents

7. Intangible Assets

Amounts recorded as intangible assets along with the balances and accumulated amortization are reflected in the table below:

	September 30, 2014	December 31, 2013
	(In thousands)	
	(Unaudited)	
Contract intangibles	$ 83,700	$ 89,421
Less accumulated amortization	(25,004)	(22,471)
Net book value	$ 58,696	$ 66,950

	Nine Months Ended September 30, 2014	2013
	(In thousands)	
	(Unaudited)	
Total amortization expense on intangible assets	$ 2,630	$ 2,656

During the second quarter of 2014, the Partnership recognized an impairment expense of $5.6 million relating to an above market contract on an aggregates property. The asset impairment expense is included in Operating costs and expenses on the accompanying Consolidated Statements of Comprehensive Income.

The estimates of future amortization expense relating to intangible assets for the periods indicated below are based on current mining plans, which are subject to revision in future periods.

	Estimated Amortization Expense (In thousands) (Unaudited)
Remainder of 2014	$ 466
For year ended December 31, 2015	3,513
For year ended December 31, 2016	3,470
For year ended December 31, 2017	3,470
For year ended December 31, 2018	3,470

Table of Contents

8. Long-Term Debt

As used in this Note 8, references to NRP LP refer to Natural Resource Partners L.P. only, and not to NRP (Operating) LLC or any of Natural Resource Partners L.P. s other subsidiaries. References to Opco refer to NRP (Operating) LLC and its subsidiaries. References to NRP Oil and Gas refer to NRP Oil and Gas LLC, a wholly owned subsidiary of NRP LP. NRP Finance Corporation (NRP Finance) is a wholly owned subsidiary of NRP LP and a co-issuer with NRP LP on the 9.125% senior notes.

Long-term debt consists of the following:

	September 30, 2014	**December 31, 2013**
	(In thousands)	
NRP LP Debt:	**(Unaudited)**	
$300 million 9.125% senior notes, with semi-annual interest payments in April and October, maturing October 2018, issued at 99.007%	$ 297,617	$ 297,170
Opco Debt:		
$300 million floating rate revolving credit facility, due August 2016	7,000	20,000
$200 million floating rate term loan, due January 2016	99,000	99,000
4.91% senior notes, with semi-annual interest payments in June and December, with annual principal payments in June, maturing in June 2018	18,467	23,084
8.38% senior notes, with semi-annual interest payments in March and September, with annual principal payments in March, maturing in March 2019	107,143	128,571
5.05% senior notes, with semi-annual interest payments in January and July, with annual principal payments in July, maturing in July 2020	46,154	53,846
5.31% utility local improvement obligation, with annual principal and interest payments, maturing in March 2021	1,346	1,538
5.55% senior notes, with semi-annual interest payments in June and December, with annual principal payments in June, maturing in June 2023	24,300	27,000
4.73% senior notes, with semi-annual interest payments in June and December, with scheduled principal payments beginning December 2014, maturing in December 2023	75,000	75,000
5.82% senior notes, with semi-annual interest payments in March and September, with annual principal payments in March, maturing in March 2024	150,000	165,000
8.92% senior notes, with semi-annual interest payments in March and September, with scheduled principal payments beginning March 2014, maturing in March 2024	45,454	50,000
5.03% senior notes, with semi-annual interest payments in June and December, with scheduled principal payments beginning December 2014, maturing in December 2026	175,000	175,000
5.18% senior notes, with semi-annual interest payments in June and December, with scheduled principal payments beginning December 2014, maturing in December 2026	50,000	50,000
NRP Oil and Gas Debt:		
Reserve-based floating rate revolving credit facility due August 2018	2,000	

Total debt	1,098,481	1,165,209
Less current portion of long term debt	(80,983)	(80,983)
Long-term debt	$ 1,017,498	$ 1,084,226

NRP LP Debt

Senior Notes. In September 2013, NRP LP, together with NRP Finance as co-issuer, issued $300 million of 9.125% senior notes at an offering price of 99.007% of par value. Net proceeds after expenses related to the issuance of the senior notes of approximately $289.0 million were used to repay all of the outstanding borrowings under Opco s revolving credit facility and $91.0 million of Opco s term loan. The senior notes call for semi-annual interest payments on April 1 and October 1 of each year. The notes will mature on October 1, 2018.

The indenture for the senior notes contains covenants that, among other things, limit the ability of NRP LP and certain of its subsidiaries to incur or guarantee additional indebtedness. Under the indenture, NRP LP and certain of its subsidiaries generally are not permitted to incur additional indebtedness unless, on a consolidated basis, the fixed charge coverage ratio (as defined in the indenture) is at least 2.0 to 1.0 for the four preceding full fiscal quarters. The ability of NRP LP and certain of its subsidiaries to incur additional indebtedness is further limited in the event the amount of indebtedness of NRP LP and certain of its subsidiaries that is senior to NRP LP s unsecured indebtedness exceeds certain thresholds.

Opco Debt

Senior Notes. Opco made principal payments of $56.0 million on its senior notes during the nine months ended September 30, 2014. The Opco senior note purchase agreement contains covenants requiring Opco to:

- Maintain a ratio of consolidated indebtedness to consolidated EBITDDA (as defined in the note purchase agreement) of no more than 4.0 to 1.0 for the four most recent quarters;
- not permit debt secured by certain liens and debt of subsidiaries to exceed 10% of consolidated net tangible assets (as defined in the note purchase agreement); and
- maintain the ratio of consolidated EBITDDA to consolidated fixed charges (consisting of consolidated interest expense and consolidated operating lease expense) at not less than 3.5 to 1.0.

The 8.38% and 8.92% senior notes also provide that in the event that Opco s leverage ratio exceeds 3.75 to 1.00 at the end of any fiscal quarter, then in addition to all other interest accruing on these notes, additional interest in the amount of 2.00% per annum shall accrue on the notes for the two succeeding quarters and for as long thereafter as the leverage ratio remains above 3.75 to 1.00.

Revolving Credit Facility. The weighted average interest rates for the debt outstanding under Opco s revolving credit facility for the nine months ended September 30, 2014 and year ended December 31, 2013 were 1.96% and 2.23%, respectively. Opco incurs a commitment fee on the undrawn portion of the revolving credit facility at rates ranging from 0.18% to 0.40% per annum. The facility includes an accordion feature whereby Opco may request its lenders to increase their aggregate commitment to a maximum of $500 million on the same terms. At September 30, 2014 Opco had $7 million drawn under the credit facility.

Opco s revolving credit facility contains covenants requiring Opco to maintain:

- a ratio of consolidated indebtedness to consolidated EBITDDA (as defined in the credit agreement) not to exceed 4.0 to 1.0 and,
- a ratio of consolidated EBITDDA to consolidated fixed charges (consisting of consolidated interest expense and consolidated lease operating expense) of not less than 3.5 to 1.0 for the four most recent quarters.

Term Loan Facility. During 2013, Opco issued $200 million in term debt. The weighted average interest rates for the debt outstanding under the term loan for the nine months ended September 30, 2014 and the year ended December 31, 2013 were 2.23% and 2.43%, respectively. Opco repaid $101 million in principal under the term loan during the third quarter of 2013. Repayment terms call for the remaining outstanding balance of $99 million to be paid in January 2016. The debt is unsecured but guaranteed by the subsidiaries of Opco.

Opco s term loan contains covenants requiring Opco to maintain:

- a ratio of consolidated indebtedness to consolidated EBITDDA (as defined in the credit agreement) not to exceed 4.0 to 1.0 and,

- a ratio of consolidated EBITDDA to consolidated fixed charges (consisting of consolidated interest expense and consolidated lease operating expense) of not less than 3.5 to 1.0 for the four most recent quarters.

NRP Oil and Gas Debt

Revolving Credit Facility. In August 2013, NRP Oil and Gas entered into a 5-year, $100 million senior secured, reserve-based revolving credit facility in order to fund capital expenditure requirements related to the development of non-operated working interests in oil and gas assets. The credit facility had a borrowing base of $20.0 million as of September 30, 2014 and is secured by a first priority lien and security interest in substantially all of the assets of NRP Oil and Gas. At September 30, 2014, there was $2.0 million outstanding under the credit facility. The weighted average interest rate for the debt outstanding under the credit facility for the nine months ended September 30, 2014 was 1.90%.

Indebtedness under the NRP Oil and Gas credit facility bears interest, at the option of NRP Oil and Gas, at either:

- the higher of (i) the prime rate as announced by the agent bank; (ii) the federal funds rate plus 0.50%; or (iii) LIBOR plus 1%, in each case plus an applicable margin ranging from 0.50% to 1.50%; or

- a rate equal to LIBOR, plus an applicable margin ranging from 1.75% to 2.75%.

Table of Contents

NRP Oil and Gas will incur a commitment fee on the unused portion of the borrowing base under the credit facility at a rate ranging from 0.375% to 0.50% per annum.

The NRP Oil and Gas credit facility contains certain covenants, which, among other things, require the maintenance of:

- a total leverage ratio (defined as the ratio of the total debt of NRP Oil and Gas to its EBITDAX) of not more than 3.5 to 1.0; and

- a minimum current ratio of 1.0 to 1.0.

Consolidated Principal Payments

The consolidated principal payments due as of September 30, 2014 are set forth below:

	NRP LP Senior Notes	Senior Notes	Opco Credit Facility	Term Loan	NRP Oil & Gas Credit Facility	Total
			(In thousands) (Unaudited)			
2014	$	$ 24,808	$	$	$	$ 24,808
2015		80,983				80,983
2016		80,983	7,000	99,000		186,983
2017		80,983				80,983
2018	300,000[(1)]	80,983			2,000	382,983
Thereafter		344,124				344,124