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Penn Virginia GP Holdings, L.P.

Form 10-Q

November 05, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period September 30, 2009  
ended

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 1-33171

PENN VIRGINIA GP HOLDINGS, L.P.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

20-5116532  
(I.R.S. Employer Identification No.)

THREE RADNOR CORPORATE CENTER, SUITE 300  
100 MATSONFORD ROAD  
RADNOR, PA 19087

(Address of principal executive offices)

(Zip Code)

(610) 687-8900

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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 ("Exchange Act") 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  No

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

Indicate by a check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.  
Large accelerated filer  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

As of November 5, 2009, 39,074,500 common units representing limited partner interests were outstanding.

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PENN VIRGINIA GP HOLDINGS, L.P. AND SUBSIDIARIES

INDEX

	Page
PART I. Financial Information	1
Item 1. Financial Statements	1
Condensed Consolidated Statements of Income for the Three and Nine Months Ended September 30, 2009 and 2008	1
Condensed Consolidated Balance Sheets as of September 30, 2009 and December 31, 2008	2
Condensed Consolidated Statements of Cash Flows for the Three and Nine Months Ended September 30, 2009 and 2008	3
Notes to Condensed Consolidated Financial Statements	4
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	14
Item 3. Quantitative and Qualitative Disclosures About Market Risk	28
Item 4. Controls and Procedures	31
PART II. Other Information	32
Item 1A. Risk Factors	32
Item 6. Exhibits	32

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## PART I. FINANCIAL INFORMATION

## Item 1 Financial Statements

PENN VIRGINIA GP HOLDINGS, L.P. AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF INCOME – unaudited  
 (in thousands, except per unit data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
<b>Revenues</b>				
Natural gas midstream	\$ 118,443	\$ 241,282	\$ 348,882	\$ 601,127
Coal royalties	29,821	33,308	90,448	88,911
Coal services	1,869	1,815	5,502	5,518
Other	5,492	8,871	16,971	23,039
Total revenues	155,625	285,276	461,803	718,595
<b>Expenses</b>				
Cost of midstream gas purchased	92,355	211,262	285,129	513,778
Operating	9,030	9,041	26,938	24,553
Taxes other than income	1,005	969	3,208	3,017
General and administrative	8,447	7,618	25,399	22,057
Depreciation, depletion and amortization	17,851	16,903	51,971	41,322
Total expenses	128,688	245,793	392,645	604,727
Operating income	26,937	39,483	69,158	113,868
<b>Other income (expense)</b>				
Interest expense	(6,505)	(7,060)	(18,486)	(17,366)
Other	344	(4,118)	1,020	(3,072)
Derivatives	(2,810)	15,742	(12,005)	(6,424)
Net income	\$ 17,966	\$ 44,047	\$ 39,687	\$ 87,006
Less net income attributable to noncontrolling interests	(7,794)	(23,783)	(14,327)	(43,878)
Net income attributable to Penn Virginia GP Holdings, L.P.	\$ 10,172			